

**Constitution of
Oceania Academy of Cerebral Palsy and
other Childhood-onset Disabilities
Limited**

(ACN 122 035 367)

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1 PRELIMINARY

1.1 Company limited by guarantee

The Academy is a Company limited by guarantee and the liability of Members is limited as provided in this document.

1.2 Objects of the Academy

The Academy is to pursue charitable purposes and to apply its income in promoting those purposes. The objectives and purposes of the Academy include the following:

- (a) Advancing knowledge and awareness of the fields of cerebral palsy, neurodevelopmental disabilities and developmental disorders (each a **Field**) and any work or study in a Specialty which promotes knowledge, treatment and awareness in a Field, including by:
 - (i) conducting scientific meetings, including for example, conferences and workshops;
 - (ii) promoting education activities, including for example, organising conferences and workshops, conducting state meetings, producing web based and written material;
 - (iii) providing a forum for the sharing of information and knowledge;
 - (iv) fostering research and evidence based practice;
 - (v) raising awareness and advocating for the needs of people with cerebral palsy or the needs of people with physical and developmental disabilities; and
 - (vi) providing information to the community at large.
- (b) The buying, selling and supplying of, and dealing in, goods of all kinds;
- (c) The taking of any step the Board or the Members in General Meeting consider expedient for the purpose of procuring contributions to the funds of the Academy;
- (d) The printing and publishing of any newspapers, periodicals, books, leaflets, conference documentation and abstracts or other documents the Board or the Members in General Meeting consider desirable for the promotion of the objects or purposes of the Academy;
- (e) The borrowing and raising of money in any manner and on terms for any of the objectives or purposes included otherwise in this clause 1.2 or any purposes or requirements necessarily incidental to the same:
 - (i) the Board thinks fit; or
 - (ii) approved or directed by resolution passed at a General Meeting.
- (f) The investment of any money of the Academy, not immediately required for any of its objects or purposes in any manner the Board determines;
- (g) The making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which the *Income Tax Assessment Act 1997* (Cth) relates;
- (h) The organisation, funding and holding of meetings and conferences;
- (i) The awarding of scholarship and prizes to work or knowledge in a Field by any person;
- (j) The establishment and support, or aiding the establishment and support of any other association formed for any of the objects of the Academy;
- (k) The taking out of any insurances and entering into of any indemnities for the benefit of the Academy and its Members subject to the Act and this Constitution;

- (l) The making of any gifts or donations to individuals or groups;
- (m) The purchase of acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with which the Academy is amalgamated in accordance with the provisions of the Act and this Constitution;
- (n) Such other objects and purpose(s) as the directors from time to time shall determine which are consistent with and in furtherance of any of the objectives or purposes specified in this rule 1.2; and
- (o) The doing of any lawful thing incidental or conducive to the attainment of the objects of the Academy or any of the objectives or purposes specified in this rule 1.2.

1.3 Retention and application of income and property

- (a) Subject to rules 1.4 and 13.1, the Academy must apply its income solely towards promoting the objects of the Academy as stated in rule 1.2. No part of the Academy's income may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to Members.
- (b) The Academy may receive, use, hold and apply gifts, bequests and endowments for the purposes of the objects or purposes specified in rule 1.2.

1.4 Certain payments allowed

Rule 1.3 does not prevent the payment of reasonable remuneration to any Director or employee of the Academy or to any Member of the Academy or other person in return for service rendered to the Academy or any remuneration made in accordance with rule 13. In addition rule 1.3 does not prevent the Academy paying a Member:

- (a) interest on money lent by the Member to the Academy at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (b) reasonable remuneration for goods supplied by the Members to the Academy in the ordinary course of business; and
- (c) reasonable rent for premises lent by the Member to the Academy.

1.5 Replaceable rules

The replaceable rules referred to in section 141 do not apply to the Academy and are replaced by the rules set out in this document.

1.6 Definitions

The following definitions apply in this document:

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

Board means the Directors acting collectively under this document.

Category means category of Membership outlined in rule 2.3.

Committee means a committee established by the Board under rule 11.4.

Academy means the company named at the beginning of this document whatever its name for the time being.

Director means a person who is, for the time being, a director or officer of the Academy.

Fields means the fields to which the objects and purposes of the Academy are directed under rule 1.2(a).

Foreign Member means a member that is eligible for membership as a foreign corresponding member and is admitted as a member of the Academy in accordance with rule 2.

Honorary Member means a member that is eligible for membership as an honorary member and is admitted as a member of the Academy in accordance with rule 2.

Member means a person whose name is entered in the Register as a member of the Academy.

Membership means membership as a Member of the Academy.

Membership Fee means the fee which a Member of a Category must pay to the Academy in accordance with rule 2.9 for being a Member of that Category.

Ordinary Member means a member that is eligible for membership as an ordinary member and is admitted as a member of the Academy in accordance with rule 2.

ordinary resolution means a resolution passed at a meeting of Member by a majority of the votes cast by Members entitled to vote on the resolution.

Register means the register of members in accordance with rule 21.

Secretary means, during the term of that appointment, a person appointed as a secretary of the Academy in accordance with this document.

Speciality includes such areas as physiotherapy, occupational therapy, speech pathology, special education, early childhood intervention, paediatrics, rehabilitation medicine, orthotics and prosthetics, orthopaedics, neurology, psychology, social work, nutrition/dietetics and are involved in the treatment in, study of, contribution to or development of a Field and any other specialities whereby persons are working in or contributing to a Field.

special resolution has the meaning given by section 9.

Trainee Member means a member that is eligible for membership as a trainee member and is admitted as a member of the Academy in accordance with rule 2.

1.7 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply to interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Academy, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the persons; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular work includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.

- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.
- (j) A word (other than a word defined in rule 1.6) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.
- (k) A reference to a rule means to a rule of this Constitution.
- (l) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2 MEMBERSHIP

2.1 Membership

Subject to rules 2.3 and 2.12, the Members are:

- (a) the initial Members named in the application for the Academy's registration; and
- (b) any other person the Board admits to Membership whose name is entered on the Register.

2.2 Limited liability of Members

If the Academy is wound up each Member undertakes to contribute to the assets of the Academy up to an amount not exceeding \$20 for payment of the debts and liabilities of the Academy including the costs of the winding up. This undertaking continues for 1 year after a person ceases to be a Member.

2.3 Categories of Membership

- (a) There shall be four Categories of Membership, including:
 - (i) Ordinary Membership;
 - (ii) Trainee Membership;
 - (iii) Honorary Membership; and
 - (iv) Foreign Membership.
- (b) The Board may remove or add to the Categories of Membership by passing an ordinary resolution to that effect in accordance with these rules. Any ordinary resolution by which there is an addition to the Categories of Membership must include:
 - (i) a definition of the Members to be included in the Category, including for example, the qualifications, experience or other characteristics required to be held by Members of that Category;

- (ii) the eligibility requirements for that Category;
- (iii) any privileges to be provided to Members of that Category;
- (iv) the term of Membership for Members of that Category; and
- (v) the initial Fees to be paid by Members of that Category for the remaining period of the annual year in which the resolution is passed.

2.4 Eligible persons

- (a) The following persons shall be eligible for Membership of the Academy as Ordinary Members:
 - (i) persons who work in a Specialty;
 - (ii) persons who ordinarily live in Australia, South East Asia, South Pacific or New Zealand and are involved in any aspect of the care or treatment of persons with the Field; and
 - (iii) persons who ordinarily live in Australia, South East Asia, South Pacific or New Zealand and who show an interest in a Field.
- (b) Persons shall be eligible for Membership of the Academy as Honorary Members if they have been recognised for special accomplishment, contribution to, or pre-eminence, in work or study in a Specialty or otherwise related to the study or knowledge of a Field.
- (c) Persons shall be eligible for Membership of the Academy as Trainee Members if they are currently enrolled in an undergraduate or postgraduate course in a Specialty and can provide documentation to the Board of their admission and status in the course.
- (d) Persons shall be eligible for Membership of the Academy as Foreign Members if they are involved in any aspect of the care or treatment of persons with a diagnosed disorder within the Field living outside Australia or New Zealand.

2.5 Application for Membership

- (a) An application for Membership must be:
 - (i) made in writing and be signed by the applicant; and
 - (ii) lodged with the Secretary.
- (b) If the Secretary is satisfied that the applicant is:
 - (i) eligible as a Member under a Category of Membership; and
 - (ii) fit and proper to be a Member of the Academy,the Secretary may cause the applicant's name to be entered in the Register.
- (c) If the Secretary is not satisfied as to the matters in rule 2.5(b) the Secretary must table the application for the next meeting of the Board of Directors.
- (d) Any application for membership tabled for a meeting of the Board or Directors must be considered by the Board of Directors at that meeting, taking into account:
 - (i) whether the applicant is eligible as a Member under a Category of Membership;
 - (ii) whether the applicant is fit and proper to be a Member of the Academy; and
 - (iii) any other matters the Board of Directors determines relevant.
- (e) If the Board of Directors accepts the application, it will direct the Secretary to enter the

Applicant's name into the Register as soon as reasonably practicable.

2.6 Notification

- (a) The Secretary will notify an applicant for membership of the outcome of the application within a reasonable period after their application has been determined.
- (b) Neither the Secretary nor the Board of Directors shall be obliged to provide reasons why an application was rejected.

2.7 Commencement and cessation of Membership

- (a) An eligible person becomes a Member of the Academy when his or her name is entered in the Register.
- (b) A Member ceases to be a Member of the Academy when his or her name is removed from the Register.

2.8 Ineligible persons

Person who are not eligible for Membership of the Academy under rule 2.4 or who have not been admitted as a Member under rules 2.5 cannot be entered in the Register.

2.9 Member fees

- (a) The Board may, at its sole discretion, determine the Membership Fee applicable for each Category of Membership, which Fee's can vary between each such Category but must be the same Australian dollar value for each member within a Category.
- (b) Members must pay the Membership Fee no later than 1 month after they receive written notice of the Membership Fee (**Due Date**).
- (c) The usual membership period to which the Membership Fee applies will be from the day after the last day of the Academy's biennial conference until the end of the last day of the Academy's next biennial conference.
- (d) If a Member's application is lodged and accepted in the period between the Academy's biennial conferences, that person's voting rights are effective from the date that Member's name is entered in the Register and do not apply retrospectively.

2.10 Failure to pay a Membership Fee

- (a) Where a Member does not pay their Membership Fee by the Due Date, that Membership will be suspended until payment of the outstanding Membership Fee is paid in full.
- (b) If the suspension of a membership under rule 2.10(a) is not fully rectified within a period of 3 years from the Due Date, the Membership of the Member will automatically be terminated and the Secretary shall remove the Member's name from the Register.
- (c) A Member who has their Membership terminated under rule 2.10(b) can re-apply for Membership in accordance with rule 2.5.
- (d) Notwithstanding rule 2.12 the Board has no obligation to advise a Member that their Membership is to be terminated other than under rule 2.10(b).

2.11 Resigning as a Member or seeking leave from Membership

- (a) A Member may resign from or seek a leave of absence for a certain period from the Academy by giving written notice or request to the Board.
- (b) Following receipt of the written notice or request in rule 2.11(a), the Board must, subject

to rule 2.11(c), advise the Member that the resignation or request for leave of absence has been accepted by written notice and:

- (i) In the case of a resignation, remove the Member's name from the Register as soon as reasonable practicable; and
- (ii) In the case of a leave of absence:
 - (A) include in the written notice confirmation as to the period of leave granted to the Member; and
 - (B) make a notation against the Member's name in the Register as soon as reasonable practicable that leave of absence has been granted by the Board and the period of time of which the leave will operate.
- (c) The Board has the absolute discretion to not give a leave of absence to a Member in accordance with the written request from a Member under rule 2.11(a), and in such circumstances, must advise the Member by written notice that leave of absence will not be granted.
- (d) If a Member receives a notice from the Board under rule 2.11(c) that leave of absence will not be granted, the Member must re-submit a written notice if the Member wishes to resign from the Academy.

2.12 Expelling a Member

- (a) The Board may, by ordinary resolution, expel from the Academy any Member:
 - (i) who does not comply with this document or any by-laws, rules or regulations of the Academy;
 - (ii) whose conduct in the opinion of the Board is prejudicial to the interests of the Academy; or
 - (iii) who is convicted of an indictable offence;

and remove that Member's name from the Register.

- (b) Without limiting the way in which a Member could be determined to be acting in a manner prejudicial to the interests of the Academy, a Member who continues to advocate for a treatment or therapy which the Board considers harmful to any persons can be determined to be acting in a manner prejudicial to the Academy.
- (c) At least 21 days before the Board holds a meeting to expel a Member, the Board must give a written notice to the Member which states:
 - (i) the allegations against the Member;
 - (ii) the proposed ordinary resolution for the Member's expulsion; and
 - (iii) that the Member has an opportunity at the meeting to address the allegations either orally or in writing.
- (d) A Member expelled from the Academy does not have any claim on the Academy, its funds or property.

2.13 Transfer of Membership

A Member cannot transfer their membership to any other person.

3 MEETINGS OF MEMBERS

3.1 Annual general meeting

The Academy must hold an annual general meeting as required by section 250N.

3.2 Calling meetings of Members

A meeting of Members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by section 249D or 250N or by order made under section 249G.

3.3 Notice of meeting

Subject to rule 3.4, at least 21 days' written notice of a meeting of Members must be given individually to:

- (a) each Member (whether or not the Member is entitled to vote at the meeting);
- (b) each Director (other than an Alternate); and
- (c) to the auditor.

Subject to any regulation made under section 249LA, the notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

The notice must include any nominations by the Board or Members under rule 7.4 for election of Directors.

3.4 Short notices

Subject to sections 249H(3) and (4):

- (a) if the Academy has elected to convene a meeting of Members as the annual general meeting, if all the Members entitled to attend and vote agree; or
- (b) otherwise, if Members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

3.5 Postponement or cancellation

Subject to sections 249D(5) and 250N, the Board may:

- (a) postpone a meeting of Members;
- (b) cancel a meeting of Members; or
- (c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

3.6 Fresh notice

If a meeting of Members is postponed or adjourned for 1 month or more, the Academy must give new notice of the resumed meeting.

3.7 Technology

The Academy may hold a meeting of Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

3.8 Accidental omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of Members.

4 PROCEEDINGS AT MEETINGS OF MEMBERS

4.1 Member present at meeting

If a Member has appointed a proxy or attorney or (in the case of a Member which is a body corporate) a representative to act at a meeting of Members, that Member is taken to be present at a meeting at which the proxy, attorney or representative is present.

4.2 Quorum

The quorum for a meeting of Members is 15 Members. Each individual present may only be counted once toward a quorum. If a Member has appointed more than 1 proxy or representative only 1 of them may be counted towards a quorum.

4.3 Quorum not present

If a quorum is not present within 15 minutes after the time for which a meeting of Members is called:

- (a) if called as a result of a request of Members under section 249D, the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to Members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

4.4 Chairing meetings of Members

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of Members. If:

- (a) there is no Director who the Board has appointed to chair Board meetings for the time being; or
- (b) the Director appointed to chair Board meetings is not present at the time for which a meeting of Members is called or is not willing to chair the meeting,

the Members present must elect a Member or Director present to chair the meeting.

4.5 Attendance at general meetings

- (a) Every Member has the right to attend all meetings of Members.
- (b) Every Director has the right to attend and speak at all meetings of Members.
- (c) The auditor has the right to attend any meeting of Members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

4.6 Adjournment

Subject to rule **Error! Reference source not found.**, the chairman of a meeting of Members at which a quorum is present:

- (a) may; and
- (b) must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.

4.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

5 ENTITLEMENT TO VOTE

5.1 Number of votes

Subject to section 250A(4), each Member has 1 vote on a show of hands or a poll.

5.2 Casting vote of chairman

If an equal number of votes is for and against a resolution at a meeting of Members the chairman has a casting vote.

5.3 Decision on right to vote

A Member or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman, whose decision is final.

6 HOW VOTING IS CARRIED OUT

6.1 Method of voting

A resolution put to the vote at a meeting of Members must be decided on a show of hands.

7 DIRECTORS

7.1 Number of Directors

The Academy must have at least 3 Directors and, until otherwise decided by ordinary resolution, not more than:

- (a) 18 Directors in total; and
- (b) 3 Directors from any one State, Territory or from New Zealand; noting that the President and a lawyer elected to the board do not represent any specific state, notwithstanding their usual State of domicile.

7.2 Eligibility

- (a) A Director must have been a fully paid Member of the Academy for a continuous period of 24 months immediately prior to seeking a directorship, unless:
 - (i) the Board unanimously resolves to waive this requirement in respect of an appointment; or
 - (ii) the Members in general meeting resolve by ordinary resolution to waive this requirement in respect of the nomination of a Member for election.

- (b) Neither the auditor of the Academy nor any partner, director or employee of the auditor is eligible to act as a Director.

7.3 Election by general meeting

Subject to this document, section 201E and to the number of Directors for the time being fixed under rule 7.1 not being exceeded, the Academy may elect from those nominated under rule 7.4 Directors by ordinary resolution.

A Director appointed to replace one removed from office pursuant to rule 7.11 or rule 7.10 must retire when the Director replaced would have been required to retire, under rule 7.6 if not removed but is eligible for re-election.

7.4 Eligible candidate

The Academy in general meeting cannot validly elect a person as a Director unless:

- (a) with notice of the meeting at which the relevant resolution will be considered under rule 3.3 the Board nominates and recommends the appointment or the Academy receives a nomination of the person by 3 Members (other than the person); and
- (b) a consent to act as a Director is signed by the person.

7.5 The term of elected directors tenure

Subject to the Constitution, the term of office of each directorship shall be from the end of the general meeting in which they were elected until the end of the fourth annual general meeting after their election (effectively, each elected Director has a term of 4 years).

7.6 The appointment of directors by the Board

- (a) Subject to the maximum number of directors allowed under, and the eligibility requirements of, the Constitution, the Board may appoint a person to be a Director at any time except during a general meeting.
- (b) The appointment of a Director must be ratified by ordinary resolution of the members of the Academy at the next general meeting held during a biennial conference unless the person resigns, in which case they may be nominated for election as a Director at that meeting.
- (c) The period of directorship of a Director whose appointment is ratified by the Members in a general meeting will be until the end of the next general meeting held during a biennial conference after the general meeting in which their directorship was ratified.

7.7 Rotating retirement

- (a) Not less than half of all Directors must resign from office at each general meeting held as part of the Academy's biennial conference.
- (b) Those Directors who are to retire under rule 7.7(a) will be the longest serving Directors on the Board excluding those Directors elected at the last general meeting held as part of the Academy's biennial conference.
- (c) Each resigning Director may stand for re-election.
- (d) There is a limit of three times that an eligible Member may stand for election as a Director.

7.8 Representation of Board

- (a) The Board should, as much as practicable, be representative of Categories and Specialties.

- (b) The Academy when electing and Board when appointing or recommending a Director must, when considering whether to appoint, recommend or elect a Director (as applicable), consider whether the Board is representative of Members in accordance with rule 7.8(a).

7.9 Time of retirement

A Director's retirement or resignation under rule 7.5 or rule 7.6 takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

7.10 Cessation of Director's appointment

A person automatically ceases to be Director if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a director;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Academy under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend two consecutive Board meetings without a leave of absence or the written consent from the Board, which consent must not be unreasonably withheld, taking into account rule 7.8 and the geographic diversity of Directors;
- (e) resigns by notice in writing to the Academy;
- (f) is removed from office under rule 7.11;
- (g) ceases to be eligible to act as a Director under rule 7.2; or
- (h) the Director must retire in accordance with rule 7.5 or rule 7.6.

7.11 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, the Academy by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D.

7.12 Too few Directors

If the number of Directors is reduced below the minimum required by rule 7.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of Members; and
- (c) in emergencies.

7.13 Director's State of domicile

For the avoidance of doubt, if a Director elected from a particular State, Territory or from New Zealand subsequently changes their domicile to a different State, Territory or country, they will continue to be a Director for the remainder of their term in office as if they were still domiciled in the State, Territory or country in which they were elected.

8 POWERS OF THE BOARD

8.1 Powers generally

Except as otherwise required by the Act, any other applicable law or this document, the Board:

- (a) has power to manage the business and control the property of the Academy; and
- (b) may exercise every right, power or capacity of the Academy to the exclusion of the Academy in general meeting and the Members.

8.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 15;
or
- (b) in accordance with a delegation of the power under rule 11.

9 EXECUTING NEGOTIABLE INSTRUMENTS

The Board must decide on the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Academy. The Academy may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

10 AGENT OR ATTORNEY

- (a) The Board, may by ordinary resolution, appoint any person or persons to be an agent or attorney of the Academy for any purpose and with the powers, authorities and discretions vested in or exercisable by the Board for such period and subject to such conditions as the Board deems appropriate; and
- (b) any document appointing an agent or attorney may contain such provisions for the protection or convenience of persons dealing with the agent or attorney as the Board thinks fit.

11 DELEGATION OF BOARD POWERS

11.1 Power to delegate

The Board may delegate any of its powers as permitted by section 198D including to a committee.

11.2 Power to revoke delegation

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

11.3 Terms of delegation

- (a) A delegation of powers under rule 11.1 must be made by way of written document and may be made:
 - (i) for a specified period or without specifying a period; and
 - (ii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

- (b) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board think appropriate.
- (c) A document of delegation to a Committee must specify the Committee's persons and powers.

11.4 Power to establish Committees

- (a) The Board has the power to establish a Committee to which it may delegate powers under rule 11.1.
- (b) The Board must specify in a written document:
 - (i) the persons included in the Committee;
 - (ii) the initial powers delegated to the Committee;
 - (iii) that, wherever possible, the Board should be consulted on the exercise of powers; and
 - (iv) that the Committee must report to the Board for ratification of the exercise of powers by the Committee.

11.5 Proceedings of Committees

- (a) Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of Committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board;
- (b) Committees are to report to the Board on the exercise of powers of the Board unless the Board specifies otherwise; and
- (c) Following the report of rule 11.5(b), the Board must ratify the exercise of the powers exercised by the Committee unless the Board specifies otherwise.

12 DIRECTORS' DUTIES AND INTERESTS

12.1 Compliance with duties under the Act

Each Director must comply with sections 180 to 183.

12.2 Director can hold other offices etc

Subject to rule 7.2 and 13.2, a Director may:

- (a) hold any office or place of profit or employment other than that of the Academy's auditor or any director or employee of the auditor;
- (b) be a Member of any corporation (including the Academy) or partnership;
- (c) be a creditor of any corporation (including the Academy) or partnership; or
- (d) enter into any agreement with the Academy.

12.3 Disclosure of interests

Each Director must comply with section 191.

12.4 Director interested in a matter

Each Director must comply with section 195 in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest and the Academy may proceed with any transaction that relates to the interest;
- (b) the Director may execute any relevant document by or on behalf of the Academy that relates to the interest;
- (c) the Director may retain benefits under a transaction with the Academy even though the Director has the interest; and
- (d) the Academy cannot avoid a transaction between a Director and the Academy merely because of the existence of the interest.

If the interest is required to be disclosed under section 191, paragraph (c) applies only if it is disclosed before the transaction is entered into.

12.5 Agreements with third parties

The Academy cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

12.6 Obligation of secrecy

Every Director and Secretary must keep the transactions and affairs of the Academy and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as a Director of the Academy;
- (b) by the Board or the Academy in general meeting; or
- (c) by law.

The Academy may require a Director, Secretary, auditor, trustee, committee Member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Academy.

13 DIRECTORS' REMUNERATION

13.1 Restrictions on payments to Directors

Subject to rule 13.2, rule 1.4 and rule 14 the Academy must not pay fees or other remuneration to a Director.

13.2 Payments to Directors with Board Approval

With the approval of the Board the Academy may pay to a Director:

- (a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- (b) reasonable remuneration for any service rendered by the Director to the Academy;
- (c) reasonable remuneration where the Director is an employee of the Academy and the terms of employment have been approved by the Board;
- (d) interest on money lent by the Director to the Academy at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;

- (e) reasonable remuneration for goods supplied by the Director to the Academy in the ordinary course of business; and
- (f) reasonable rent for premises leased by the Director to the Academy.

14 OFFICERS' INDEMNITY AND INSURANCE

14.1 Indemnity

Subject to and so far as permitted by the Act, the Australian Consumer Law and any other applicable law:

- (a) the Academy:
 - (i) must, to the extent the person is not otherwise indemnified, indemnify every Director and Secretary of the Academy; and
 - (ii) may indemnify its auditor against a Liability (other than the Academy) including a Liability incurred by the Director, Secretary or auditor to a person as a result of appointment or nomination by the Academy as a trustee or as an officer of another company; and
- (b) the Academy may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by the Director, Secretary or auditor in defending an action for a Liability incurred by the Director, Secretary or auditor.

In this rule, **Liability** means a liability, cost, damage or expense of any kind (whether actual or contingent and whether fixed or unascertained) including those incurred in connection with any investigation or inquiry by a government agency or a liquidator, except where the Liability arises out of:

- (a) conduct by the Director, Secretary or auditor involving lack of good faith;
- (b) negligent or wilful conduct by the Director, Secretary or auditor; or
- (c) any other conduct which the Academy when appointing the Director, Secretary or auditor states will not be covered as a Liability.

14.2 Insurance

Subject to the Act and any other applicable law, the Academy may enter into, and pay premiums on, a contract of insurance in respect of any person, including for the avoidance of double insurance for any person attending a conference, meeting or workshop of the Academy or involved in a publication or presentation of the Academy.

14.3 Former Directors

The indemnity in favour of Directors and Secretaries under rule 14.1 is a continuing indemnity. It applies in respect of all acts done by a person while a Director or Secretary of the Academy or one of its wholly owned subsidiaries even though the person is not a Director or Secretary at the time the claim is made.

14.4 Deeds

Subject to the Act, the Australian Consumer Law and any other applicable law, the Academy may, without limiting a person's rights under this rule 14, enter into an agreement with a person who is or has been a Director or Secretary of the Academy or any of the Academy's subsidiaries, to give effect to the rights of the person under this rule 14 on any terms and conditions that the Board thinks fit.

15 BOARD MEETINGS

15.1 Convening Board meetings

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

15.2 Notice of Board meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director who is in Australia and New Zealand; and
- (b) may give that notice orally (including by telephone) or in writing by any notice given orally will not be effective until confirmed in writing,

but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

15.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of 2 or more places, at the place where the chairman of the meeting is located.

15.4 Chairing Board meetings

- (a) The Board may by resolution elect a Director to chair its meetings and decide the period for which that Director holds that office.
- (b) If there is no chairman of Directors or the chairman is not present within 15 minutes after time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

15.5 President

- (a) The person elected to chair the meetings of the Board under rule 15.4 shall be referred to as the President of the Academy ("the President"); and
- (b) Subject to any express limitations determined by the Board by ordinary resolution:
 - (i) the President shall have all the powers of the Board; and
 - (ii) rule 8.2(a) shall not apply to powers exercised by the President.

15.6 Immediate Past President

Where a person retires from the office of President ("Immediate Past President"), for a period of 12 months after their retirement that person will be entitled to be included in all meetings of the Board of Directors, without the right to vote unless they are a duly elected or appointed director, and advise the person replacing them in the position of President as may be required from time to time.

15.7 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is 3 Directors and a quorum must be present for the whole meeting. A Director is treated as present at a meeting

held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors are treated as present.

15.8 Majority decisions

- (a) A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (b) If an equal number of votes are cast for and against a resolution, not including the vote of the chairman, the chairman of a Board meeting has the casting vote.
- (c) For a resolution to elect a chairman, in an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

15.9 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

15.10 Written resolution

If all the Directors entitle 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, a Board resolution in those terms is passed at the time when the last Director signs.

15.11 Additional provisions concerning written resolutions

For the purposes of rule 15.10:

- (a) 2 or more separate documents in identical terms, each of which is signed by 1 or more Directors, are treated as 1 document; and
- (b) a facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Academy is a document signed by that Director at the time of its receipt by the Academy.

15.12 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or Member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing office, voting on the resolution or doing the thing.

16 SECRETARY

16.1 Appointment of Secretary

The Board:

- (a) must appoint at least 1 individual; and
 - (b) may appoint more than 1 individual,
- to be a Secretary either for a specified term or without specifying a term.

16.2 Terms and conditions of office

A Secretary holds office on the terms (including as to remuneration) that the Board decides by

ordinary resolution. The Board may vary any decision previously made by it in respect of a Secretary.

16.3 Cessation of Secretary's appointment

The person automatically ceases to be a Secretary if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Academy under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Academy; or
- (e) is removed from office under rule 16.4.

16.4 Removal from office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

17 TREASURER

17.1 Appointment of Treasurer

The Board may appoint not more than two Directors at any one time to be the Treasurer.

17.2 Term

- (a) On appointing the Treasurer the Board may, at its sole discretion, specify the term of such appointment.
- (b) If the Board does not specify the term under clause 15B.2(i), then the term of the appointment of the Treasurer will be one (1) year from the date of appointment.

17.3 Terms and conditions of office

- (a) A Treasurer will hold office on the terms and conditions (including but not limited to function, responsibilities and remuneration) that the Board resolves from time to time by resolution.
- (b) The Board may, at its sole discretion, vary the terms and conditions of the office of Treasurer from time to time by resolution of the Board.

17.4 Cessation of Treasurer's appointment

The person automatically ceases to be a Treasurer if the person:

- (a) becomes disqualified from managing corporations under Part 2D.6;
- (b) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (c) resigns by notice in writing to the Academy; or
- (d) is removed from office under rule 17.5.

17.5 Removal from office

Notwithstanding rule 17.2 the Board may remove the Treasurer from that office at any time by resolution.

18 MINUTES

18.1 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Academy's Members;
 - (b) the names of Directors present at each Board meeting or committee meeting;
 - (c) proceedings and resolutions of Board meetings (including meetings of a committee to which the Board powers are delegated under rule 11);
 - (d) resolutions passed by Directors without a meeting; and
 - (e) disclosures and notices of Directors' interests,
- to be kept in accordance with sections 191, 192 and 251A.

18.2 Minutes as evidence

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

18.3 Inspection of minute books

The Academy must allow Members to inspect, and provide copies of, the minute books for the meetings of Members in accordance with section 251B.

19 COMPANY SEALS

19.1 Common seal

The Board:

- (a) may decide whether or not the Academy has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2).

19.2 Use of seals

- (a) The common seal and duplicate seal (if any) may only be used with the authority of the Board.
- (b) The Board must not authorise the use of a seal that does not comply with section 123.

19.3 Fixing seals to documents

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by 2 Directors;
- (b) by 1 Director and 1 Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

20 FINANCIAL REPORTS AND AUDIT

20.1 Academy must keep financial records

The Board must cause the Academy to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared and audited,
- and must allow a Director and the auditor to inspect those records at all reasonable times.

20.2 Financial reporting

The Board must cause the Academy to prepare a financial report and a directors' report that comply with Part 2M.3 and must report to Members in accordance with section 314 no later than the deadline set by section 315.

20.3 Audit

The Board must cause the Academy's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Division 2 of Part 2M.3, Divisions 1 to 6 of Part 2M.4 and sections 1280, 1289, 1299B and 1299C.

20.4 Conclusive reports

Audited financial reports laid before the Academy in general meetings are conclusive except as regards errors notified to the Academy within 3 months after the relevant general meeting. If the Academy receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

20.5 Inspection of financial records and books

Subject to rule 18.3 and section 247A, a Member who is not a Director does not have any right to inspect any document of the Academy except as authorised by the Board or by ordinary resolution.

21 REGISTER OF MEMBERS

The Academy must set up and maintain a register of Members.

In accordance with section 169, the Register must contain the following information:

- (a) the name and address of each Member;
- (b) the date on which the entry of the Member's name in the Register is made;
- (c) Category of Membership of the Member;
- (d) the name and details of each person who stopped being a Member within the last 7 years;
- (e) the date on which the person stopped being a Member; and
- (f) an index of Members' names if the Academy has more than 50 Members and the Register itself is not kept in a form that operates effectively as an index.

22 WINDING UP

If the Academy is wound up any surplus property must not be paid to Members but must be paid or transferred to another corporation which complies with section 150(1).

23 NOTICES

23.1 Notices by Academy

A notice is properly given by the Academy to a person if it is:

- (a) in writing signed on behalf of the Academy (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
 - (iii) sent by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person and the Member has given consent to receive notices by electronic message.

23.2 Overseas Members

A Member, whether or not an Overseas Member, but including all Overseas Members whose registered address is not in Australia may notify the Academy in writing of an address in Australia to which notices may be sent.

23.3 When notice is given

A notice to a person by the Academy is regarded as given and received:

- (a) if it is in writing and delivered personally:
 - (i) by 5 pm (local time in the place of receipt) on a business day – on that day; or
 - (ii) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day – on the next business day;
- (b) if it is in writing and sent by fax or electronic message or given under section 249J(3)(cb):
 - (i) by 5 pm (local time in the place from which it is sent or given) on a business day – on that day; or
 - (ii) after 5 pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day – on the next business day;
- (c) if it is in writing and sent by mail:
 - (i) within Australia – 1 business day after posting; or
 - (ii) to a place outside Australia – 3 business days after posting; and
- (d) if it is oral notice:
 - (i) when it is confirmed by notice in writing given or received in accordance with (a),
 - (ii) (b) or (c) above; and
 - (iii) it is dated following such confirmation, when the oral notice was given.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

23.4 Business days

For the purposes of rule 23.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

23.5 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

23.6 Notices to “lost” Members

If:

- (a) on 2 or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that the Member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a Member is not at the address shown in the Register or notified to the Academy under rule 23.2,

the Academy may give effective notice to that Member by exhibiting the notice at the Academy’s registered office for at least 48 hours.

This rule ceases to apply if the Member gives the Academy notice of a new address.