# CONSTITUTION

# OF

# WORK-INTEGRATED LEARNING AUSTRALIA LTD

**A Company Limited by Guarantee**
**ACN 143 075 932**
**ABN 89 834 663 369**

First registered November 6, 2013

Current constitution endorsed by members on June 5, 2013

**Record of revisions**

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Name changes accepted by members on 13th November 2024

**CONSTITUTION**

**WORK-INTEGRATED LEARNING AUSTRALIA LTD**

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**CONSTITUTION**
**OF**
**WORK-INTEGRATED LEARNING AUSTRALIA LTD**

**A COMPANY LIMITED BY GUARANTEE**
**ACN 143 075 932**

# GENERAL PROVISIONS

## 1. DEFINITIONS

In this Constitution unless the contrary intention appears:

'Annual General Meeting' means the annual general meeting of the Company; 'Appointed

Director' means a person appointed as a Director pursuant to **rule 30.3(c)**; 'Affiliate

Members' means a Member appointed pursuant to **rule 6.5**;

'Auditor' means the Company's auditor;

'Board' means the Directors meeting as a board or governing body of the Company comprised in accordance with **rule 30**;

'Business Day' means a day not being Saturday, Sunday or a public holiday on which the banks (as defined in the *Banking Act 1959* (Cth)) are open for business in the relevant State or Territory;

'By-laws' means the by-laws made from time to time in terms of **rule 35.3**;

'Chair of Finance and Audit Committee' means any person elected to act in that capacity by the Board in accordance with **rule 30.4(a)**;

'Chairperson' means the person holding that office under this Constitution and includes any assistant or acting chairperson;

'Chapter' means a Chapter in terms of **rule 30.2**;

'Chapter Committee' means a Committee established in accordance with **rule 36.1**; 'Chapter

Director' means a person elected as a Director pursuant to **rule 30.3(b)**; 'Committee' means

a committee established in accordance with **rule 36**; 'Company' means Work-Integrated

Learning Australia LTD ACN 143 075 932;

'Company Secretary' means any person appointed in accordance with **rule 34** to perform the duties of secretary of the Company and includes an honorary secretary;

'Constitution' means the constitution of the Company as amended from time to time in accordance with the Corporations Act;


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

‘Director’ means a person elected or appointed from time to time to the office of director of the Company in accordance with this Constitution (and includes Elected Directors, Chapter Directors, Appointed Directors and Former President Directors) and ‘Directors’ means the directors for the time being of the Company or, as the context permits such number of them as have authority to act for the Company;

‘Elected Director’ means a person elected as a Director pursuant to **rule 30.3(a)**;

‘Electronic Contact Address’ means an electronic destination such as an email address to which notices and other material from the Company may be transmitted or made available with reasonable certainty that they will be delivered to or will be accessible by the intended recipient;

‘Former President Director’ means a Director appointed in accordance with **rule 30.3(d)**;

‘Honorary Members’ means a Member appointed pursuant to **rule 6.6**;

‘Logo’ means the brand mark as determined by the Board from time to time and includes modified and superseded brand marks;

‘Member’ means a person who is a member of the Company (and includes Ordinary Institutional (Full) Members, Ordinary Institutional (Limited) Members, Ordinary Individual Members, Affiliate Members and Honorary Members) in accordance with **rule 6**, and ‘Membership’ has the corresponding meaning;

‘Member Present’ means in connection with a meeting of Members, a Voting Member being present in person or by proxy or attorney or, in the case of a body corporate, by a Representative;

‘Objects’ means the objects of the company under **rule 3.1**;

‘Office’ means the Company's registered office;

‘Office Bearer’ means a Director elected as an office bearer of the Company under **rule 30.4**;

‘Officer’ has the same meaning as given to that term in the Corporations Act; ‘Ordinary Individual

Members’ means a Member appointed pursuant to **rule 6.4**; ‘Ordinary Institutional (Full)

Members’ means a Member appointed pursuant to **rule 6.2**; ‘Ordinary Institutional (Limited)

Members’ means a Member appointed pursuant to **rule 6.3**; ‘Person’ means a natural person;

‘President’ means any Person elected to act in that capacity as chair of the Board by the Board in accordance with **rule 30.4(a)**;

‘Register’ means the register of Members pursuant to the Corporations Act; ‘Registered

Address’ means the last known address of a Member as noted in the Register;

‘Regulations’ means the regulations made from time to time in terms of **rule 35.3**;

‘Representative’ means the individual, as advised by the Member to the Company Secretary from time to time, who is appointed by a body corporate that is a Member to exercise all or any of the powers that the body corporate may exercise as a Member;


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

‘Seal’ means the Company's common seal (if any);

‘Voting Members’ means, subject to **rule 23.2**, Members who:

(a) are entitled to vote pursuant to **rule 6.1(b)(i)**; and

(b) have paid any applicable fees within the time limits specified in **rule 10**;

‘WIL’ means Work Integrated Learning; and

‘Year’ means for the Company or for a Chapter the period between 1 July and 30 June. **2.**

## INTERPRETATION

### 2.1. Interpretation

In this Constitution, unless the contrary intention appears:

(a) the singular includes the plural and vice versa, and words importing a gender include other genders;

(b) words importing natural persons include corporations;

(c) the words ‘writing’ and ‘written’ include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form;

(d) headings, bold type and italics are for ease of reference and convenience only and do not affect the construction and interpretation of this Constitution;

(e) a reference to any legislation or to any provision of any legislation, includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it; and

(f) a reference in a rule in general terms to a person holding or occupying a particular position or office includes a reference to any person who occupies or performs the duties of that position or office for the time being.

### 2.2. Application of replaceable rules and Corporations Act

(a) This Constitution is to be interpreted subject to the Corporations Act, however, the rules that apply as replaceable rules to companies under the Act are displaced by this Constitution to the extent that it is inconsistent with the replaceable rules; and

(b) an expression used in a rule that is defined for the purposes of the Corporations Act has the same meaning as in the Corporations Act unless the contrary intention appears in the expression used in a rule in this Constitution.


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

## 3. OBJECTS AND POWERS

### 3.1. Objects

The Objects for which the Company is established are:

(a) to promote and enhance WIL throughout Australia;

(b) to facilitate the development and sharing of knowledge and practice in WIL for the improvement of the student experience;

(c) to strengthen partnerships and relationships within the higher and vocational educational sectors for the provision of WIL opportunities;

(d) to foster and facilitate research and scholarship initiatives in WIL; and

(e) anything ancillary to the Objects referred to in **rule 3.1(a)** to **3.1(d)**.

### 3.2. Powers

The Company may act in ways and matters consistent with the direct and indirect pursuit of its Objects and in ways and matters incidental to its Objects and in ways that, under the Corporations Act, a public company limited by guarantee may exercise, take or engage in if authorised by its constitution. In pursuing the Objects, the Company may, in any manner permitted by the Corporations Act:

(a) exercise any power;

(b) take any action; or

(c) engage in any conduct or procedure; and

(d) where the Corporations Act authorises a company to do any matter or thing if so authorised by its constitution, the Company is taken by this rule to be so authorised or permitted to do that matter or thing.

### 3.3. Exercise of powers

(a) Where this Constitution uses the word 'may' in providing that a person or body may do a particular act or thing, then whether the act or thing is done or not is at the discretion of the person or body.

(b) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken to include a power:

(i) exercisable in the like manner and subject to any like conditions to repeal, rescind, revoke, amend or vary that act or thing; and

(ii) to do the act or thing from time to time.


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

(c) Where this Constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.

(d) Other than in respect of Directors, where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:

(i) to appoint a person to act in the office or position until a person is appointed to the office or position;

(ii) subject to any contract between the Company and the relevant person and any applicable industrial law, to remove or suspend with or without cause any person appointed; and

(iii) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.

(e) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.

(f) Where this Constitution confers a power on a person or body to delegate a function or a power:

(i) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;

(ii) the delegation may be either general or limited in any manner provided in the terms of delegation;

(iii) the delegation may be to a specified person or may be to any unspecified person from time to time holding, occupying or performing the duties of a specified office or position;

(iv) subject to **rule 36.2(b)**, the delegation may include the power to delegate;

(v) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and

(vi) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body that delegated the function or power.


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

## 4. INCOME AND PROPERTY OF COMPANY

### 4.1. Only to be used to promote objects of the Company

The income and property of the Company will only be applied towards the promotion of the Objects set out in **rule 3.1**.

### 4.2. No transfers to Members

No income or property will be paid, distributed or transferred directly or indirectly by way of dividend, bonus or other profit distribution to any Member of the Company or former Member of the Company or any person claiming through such a person. Nothing in this Constitution shall prevent payments in good faith to a Member:

(a) of reasonable and proper amounts in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;

(b) of interest for moneys lent at a rate not exceeding current bank overdraft rates of interest for moneys lent by the Company's bankers to the Company;

(c) of reasonable and proper remuneration to any employee of the Company;

(d) of reasonable and proper rent for premises leased by any Member to the Company;

(e) of reimbursement in good faith of out-of-pocket expenses incurred on behalf of the Company, where such expenses have been appropriately authorised in accordance with processes as determined by the Board from time to time; and

(f) of any other sums payable under this Constitution.

## 5. PAYMENTS TO DIRECTORS

### 5.1. General rule

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

(a) of out-of-pocket expenses incurred in good faith by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved in accordance with processes as determined by the Board from time to time;

(b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;

(c) of interest for moneys lent at a rate not exceeding current bank overdraft rates of interest for moneys lent by the Company's bankers to the Company where the provision of the loan has the prior approval of the Board;

(d) of reasonable and proper rent for premises leased by any Director to the Company


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

where the lease has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the lease;

(e) of fees for occupying the office of Director and carrying out the duties and obligations of that office, where the amounts payable, if any, do not exceed reasonable amounts previously approved by the Board, provided that the total amount that may be paid, if any, to all Directors combined for services as Directors under this **rule 5.1(e)** is determined by the Members in general meeting; and

(f) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

## 6. MEMBERSHIP

### 6.1. Types of membership

(a) The Company may have an unlimited number of Members comprising:

(i) the existing Members of the Company when this Constitution becomes effective; and

(ii) any other persons that the Board admits to Membership in accordance with this Constitution from time to time, including each category of Member referred to in **rule 6.1(b)**.

(b) There will be five (5) categories of Members of the Company, namely:

(i) Voting Members:

(A) Ordinary Institutional (Full) Members;

(B) Ordinary Institutional (Limited) Members;

(C) Ordinary Individual Members;

(ii) Non-voting Members:

(A) Affiliate Members; and

(B) Honorary Members.

(c) Unless otherwise provided by the terms of Membership of a class of Members, or otherwise required by the Corporations Act:

(i) all or any of the rights or privileges attached to the class may be varied, whether or not the Company is being wound up, only with the consent in writing of at least 75% of the Members of that class, or with the sanction of a special resolution passed at a separate meeting of the Members of that class (in addition to the requirements of the Corporations Act in relation to the


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

amendment of the Constitution);

(ii) the provisions of this Constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to each separate meeting of the Members of that class; and

(iii) the rights and privileges conferred upon the Members of that class are to be taken as not being varied by the admission of further Members in that class or any category, the establishment of and admission of Members into any new class or category of Membership irrespective of the rights or privileges attached to that new class or category of Membership, or the cessation of Membership irrespective of how it occurs.

(d) For all purposes, including those in relation to the Corporations Act, a category of Membership under this Constitution does not necessarily constitute a distinct class of Members.

### 6.2. Ordinary Institutional (Full) Members

(a) The qualifications of Ordinary Institutional (Full) Members are a body corporate which:

(i) has involvement in or with, interest in or association with WIL;

(ii) is listed on the National Register of Higher Education Providers maintained by the Tertiary Education Quality and Standards Agency in accordance with section 198 of the *Tertiary Education Quality and Standards Agency Act 2011* (Cth);

(iii) which has met any specific qualifying criteria that the Board may set from time to time; and

(iv) completes the admission process by:

(A) applying for admission as an Ordinary Institutional (Full) Member using the form or process as determined by the Board from time to time;

(B) being accepted as an Ordinary Institutional (Full) Member by the Board; and

(C) paying any applicable fees and subscriptions due pursuant to **rule 10**.

(b) An Ordinary Institutional (Full) Member is:

(i) entitled to have an unlimited number of staff, who are engaged by the Ordinary Institutional (Full) Member, apply to be admitted as Ordinary Individual Members, for no additional fee to the Ordinary Institutional (Full) Member or to the Ordinary Individual Member, if admitted, except that if the Ordinary Institutional (Full) Member ceases to be a Member then the Membership of those staff ceases as well (subject to **rule 6.4(c)**);

(ii) entitled to access grants and scholarships made available by the Company from time to time, subject to any application process or eligibility criteria determined by the Board; and


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

(iii) entitled to vote.

### 6.3. Ordinary Institutional (Limited) Members

(a) The qualifications of Ordinary Institutional (Limited) Members are a body corporate which:

(i) has involvement in or with, interest in or association with WIL;

(ii) has met any specific qualifying criteria that the Board may set from time to time; and

(iii) completes the admission process by:

(A) applying for admission as an Ordinary Institutional (Limited) Member using the form or process as determined by the Board from time to time;

(B) being accepted as an Ordinary Institutional (Limited) Member by the Board; and

(C) paying any applicable fees and subscriptions due pursuant to **rule 10**.

(b) An Ordinary Institutional (Limited) Member is:

(i) entitled to have up to 5 staff, who are engaged by the Ordinary Institutional (Limited) Member, admitted as Ordinary Individual Members for no additional fee to the Ordinary Institutional (Limited) Member or to the Ordinary Individual Member, if admitted, except that if the Ordinary Institutional (Limited) Member ceases to be a Member then the membership of those staff ceases as well (subject to **rule 6.4(c)**);

(ii) not entitled to access grants and scholarships made available by the Company from time to time; and

(iii) entitled to vote.

### 6.4. Ordinary Individual Members

(a) Subject to **rule 6.4(b)**, the qualifications of Ordinary Individual Members are any Person who:

(i) is ordinarily resident in Australia;

(ii) has involvement in or with, interest in or association with WIL;

(iii) has met any specific qualifying or identification criteria that the Board may set from time to time; and

(iv) completes the admission process by:


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

(A) applying for admission as an Ordinary Individual Member using the form or process as determined by the Board from time to time;

(B) being accepted as an Ordinary Individual Member by the Board; and

(C) paying, subject to **rules 6.2(b)** and **6.3(b)**, any applicable fees and subscriptions due pursuant to **rule 10**.

(b) Ordinary Individual Members:

(i) include those individuals referred to in **rules 6.2(b)** and **6.3(b)**; and

(ii) are entitled to vote.

(c) Where an Ordinary Institutional (Full) Member or an Ordinary Institutional (Limited) Member ceases to be a Member of the Company, those staff (of the ceasing Ordinary Institutional (Full) Member or Ordinary Institutional (Limited) Member, as the case may be) admitted as Ordinary Individual Members pursuant to **rules 6.2(b)** and **6.3(b)** are permitted to reapply for admission as Ordinary Individual Members pursuant to this **rule 6.4**.

### 6.5. Affiliate Members

(a) The qualification of Affiliate Members are any Person or body corporate who:

(i) has an interest in WIL or who, in the opinion of the Board, would make a contribution to the furtherance of the Objects; and

(ii) completes the admission process by:

(A) applying for admission as an Affiliate Member using the form or process as determined by the Board from time to time;

(B) being accepted as an Affiliate Member by the Board; and

(C) paying any applicable fees or subscriptions due under this Constitution.

(b) Affiliate Members have no voting rights.

6.6. Honorary Members

(a) The qualifications of Honorary Members are a Person who:

(i) has an interest in WIL or who in the opinion of the Board, would make a contribution to the furtherance of the Objects and who, in the opinion of the Board, has made an outstanding contribution to, or is a leader in, that person's field; and

(ii) completes the admission process by:


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

(A) being nominated for Honorary Membership by either a Member or Director, with such nomination seconded by another Member or Director;

(B) completing the admission as an Honorary Member using the form or process as determined by the Board from time to time; and

(C) if the Board then decides to invite the Person to become an Honorary Member, the Person accepting that invitation for the period as determined by the Board.

(b) Honorary Members pay no Membership fees and have no voting rights.

## 7. MEMBERSHIP APPLICATIONS

### 7.1. Application

Applications for Membership must be delivered to the Company Secretary at the Office and must be:

(a) in writing;

(b) signed by the applicant or otherwise validated as the Board determines from time to time;

(c) be accompanied by any entrance fee and annual subscription payable pursuant to **rule 10**; and

(d) in such form and be made in such manner as may be determined by the Board from time to time provided that such form must provide for the Electronic Contact Address of the applicant.

### 7.2. Consideration Of Membership Applications

(a) At the earliest practicable meeting of the Board after the receipt of any application for Membership and of such further information, if any, as the Board may require, the Board must consider the application and in its absolute discretion determine to admit or not to admit the applicant.

(b) The Board may delegate the consideration and determination of any Membership application.

(c) An applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

## 8. REJECTION OF MEMBERSHIP APPLICATIONS

### 8.1. Written notice of decision not to admit

(a) When the Board has determined not to admit an applicant to Membership, the Company


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Secretary, or other person delegated by the Board, must advise the applicant in writing of the decision within twenty-eight (28) days of the decision being made.

(b) The Board is not required to give any reason for determining not to admit an applicant to Membership.

(c) If the applicant has not previously been a Member and is not admitted to Membership in due course then any moneys paid by them for Membership must be returned to them in full.

## 9. NOTIFICATION TO SUCCESSFUL APPLICANTS

### 9.1. Notification

When a determination has been made to admit an applicant as a Member, the Company Secretary, or other person delegated by the Board, must advise the applicant in writing of the decision within twenty eight (28) days of the decision being made.

### 9.2. Payment of entrance fee and annual subscription

The acceptance of any application to be a Member is subject to payment of any fees in accordance with **rule 10** and if such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for Membership of the Company.

## 10. ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS

### 10.1. Fees payable

(a) The entrance fee and annual subscription payable by each category of Member will be as determined by the Board from time to time.

(b) The Board may determine different entrance fees and / or annual subscriptions for amounts charged to Members as between different categories, if any, of Members and as between Members within a category of Membership.

(c) The Board may in its discretion:

(i) determine that no entrance fee or annual subscription is payable by a Member or Members (in whole or in part in a given Year); and

(ii) extend the time for payment of the entrance fee or annual subscription by any Member or Members.

(d) The Board may determine that a Member admitted to Membership in the second half of the Membership Year will pay only one-half of the relevant annual subscription until that Member's next annual subscription falls due.

### 10.2. Timing and manner of payments

Any amounts charged to Members are payable in such manner and at such times as are determined by the Board.


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### 10.3. Refunding of fees

No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with **rule 12.1(a)**.

### 10.4. Failure to pay subscription

(a) If a Member does not pay a subscription within sixty (60) days after it becomes due the Board:

(i) may give the Member written notice of that fact; and

(ii) if the subscription remains unpaid twenty one (21) days from the date of that notice, that Member's Membership is forfeited.

(b) If a Membership is forfeited pursuant to **rule 10.4(a)**, and the Member thereafter pays all fees in arrears, the Board, if it thinks fit, may reinstate the Membership.

## 11. THE RIGHTS OF MEMBERS

### 11.1. Members' rights

(a) Each Ordinary Member, including Ordinary Institutional (Full) Member, Ordinary Institutional (Limited) Member and Ordinary Individual Member, will have the following rights exercisable by that Member or Representative of that Member, as the case may be:

(i) to receive notice of general meetings of the Company;

(ii) to attend and to speak at general meetings of the Company, and at general meetings of the Chapter of the State or Territory in which the Member is ordinarily resident;

(iii) to vote at general meetings of the Company, and at general meetings of the Chapter of the State or Territory in which the Member is ordinarily resident;

(iv) if an Ordinary Individual Member, to be eligible for appointment as a Director;

(v) if an Ordinary Individual Member, to be eligible for appointment as an Office Bearer subject to **rule 30.4(a)**;

(vi) if an Ordinary Individual Member, to be eligible for election as a member of the Chapter Committee of a Chapter of a State or Territory provided that the Member is not a member of any other Chapter Committee; and

(vii) if an Ordinary Individual Member, to be eligible for election as an office bearer of a Chapter of a State or Territory provided that the Member is not a member of any other Chapter Committee.

(b) Each Affiliate Member or Honorary Member will have the following rights: (i) to


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receive notice of general meetings of the Company;

(ii) if an individual or the Representative of a body corporate that is an Affiliate Member, to attend (but not speak at) general meetings of the Company;

(iii) if an Honorary Member, to attend and speak at general meetings of the Company.

(c) A right, privilege or obligation which a person has by reason of being a Member of the Company:

(i) is personal to the Member and not capable of being transferred to another person by a Member's own act or by operation of law; and

(ii) terminates upon the cessation of Membership whether by death, resignation or otherwise.

### 11.2. Designation of Member

(a) Each Ordinary Institutional (Full) Member, Ordinary Institutional (Limited) Member and Ordinary Individual Member will be entitled to use the designation, 'Member of the Work-Integrated Learning Australia LTD'.

(b) Individuals who are Ordinary Members may use after their name the initials 'WILA'.

### 11.3. Use of Company Logo

(a) If a Member applies in writing to the Board to use the Logo of the Company from time to time, and the Board gives its approval in writing to the Member to use the Logo (which approval may be withheld, or, if given, withdrawn at any time, by the Board in its absolute discretion), the Member may use the Logo in the manner, and subject to any conditions, specified by the Board.

(b) Members may not otherwise use the Logo of the Company.

## 12. TERMINATION OR SUSPENSION OF MEMBERSHIP

### 12.1. Cessation of Membership

(a) A Member's Membership will cease:

(i) on the date that the Secretary receives written notice of resignation from that Member, subject to the Board's power to decline to accept the resignation of a Member while their professional conduct is the subject of investigation or of disciplinary or legal proceedings, in which event the resignation shall take effect from a later date as may be determined by the Board from time to time;

(ii) in the case of a Person, upon that Member dying;

(iii) upon that Member no longer satisfying the criteria for its respective category of Membership (unless transferred to another category of Membership by the Board);


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(iv) upon that Member becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;

(v) pursuant to **rule 10.4(a)**, if that Member fails to pay any fee or annual subscription;

(vi) if the Member is a Person and becomes mentally incapacitated or if the Member or his or her estate is liable to be dealt with in any way under the laws relating to mental health;

(vii) if the Member is expelled from the Company pursuant to **rule 12.3**; (viii)

if, being a body corporate Member:

(A) that Member is dissolved or otherwise ceases to exist;

(B) that Member has:

(1) a receiver;

(2) a receiver and manager;

(3) a liquidator;

(4) an administrator;

(5) an administrator of a deed of company arrangement; or

(6) a trustee of other person administering a compromise or arrangement between the Member and someone else; appointed to it; or

(ix) if the Company in general meeting resolves by special resolution to terminate the Membership of a Member whose conduct or circumstances in the opinion of the Company renders it undesirable that that Member continue to be a Member of the Company. The Member must be given at least twenty one (21) days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed.

(b) Subject to **rule 10.4(a)**, any Member that ceases to be a Member pursuant to **rule 12.1(a)(v)** shall not be readmitted as a Member until any unpaidmoneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on outstanding moneys.

## 12.2. Investigation and determination of complaints and concerns, and referrals

The Board may in its discretion:

(a) investigate a complaint or concern in accordance with any Regulations if applicable; and


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(b) refer any complaint or concern or any other matter to a regulator or appropriate law enforcement body in accordance with the Regulations, if any.

## 12.3. Disciplining of Members

(a) Subject to this rule the Board may resolve by a majority of at least 75% (rounded down when it is not a whole number) of Directors present and eligible to vote to expel any Member, or to suspend any Member from Membership for a specified period, if the Member:

(i) fails to comply with this Constitution;

(ii) fails to comply with the terms of Membership applicable to the Member;

(iii) fails to satisfy any undertaking given by the Member upon their admission to Membership; or

(iv) in the opinion of the Board, has acted in a manner that renders it undesirable that the Member continues to be a Member where such action could include that the Member has acted in a manner prejudicial to the interests of the Company.

(b) If the Board passes a resolution in accordance with **rule 12.3(a)** to expel or suspend a Member, then the Company Secretary must give the Member written notice:

(i) setting out the resolution and the grounds upon which it was based; and

(ii) stating that the Member has thirty (30) calendar days from the date of the notice to give written submissions to the Board in response to the resolution.

(c) If the Member gives written submissions in response to the resolution then the Board must consider those submissions at its next meeting and the Company Secretary must then give the Member written notice:

(i) as to whether or not the Board still intends to proceed with the resolution; and

(ii) if the Board does so intend, that the Member has twenty one (21) calendar days from the date of the notice to advise the Board in writing that the Member requires the matter be referred to mediation under **rule 12.3(e)**.

(d) If the Member does not give written submissions within the time specified in **rule 12.3(b)(ii)**, or advice in writing within the time specified in **rule 12.3(c)(ii)**, in response to the resolution, then the Board may decide whether or not to endorse the resolution under **rule 12.3(a)** and it is only at that time that any resolution under **rule 12.3(a)** will be effective.

(e) If the matter is referred to mediation under **rule 12.3(c)(ii)**, then the mediation must be conducted:

(i) subject to **rule 12.3(e)(ii)**, in such manner as the Board reasonably determines; and

(ii) in accordance with the rules of natural justice.


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(f) The costs of the mediator appointed pursuant to **rule 12.3(e)** shall be shared equally between the parties to the dispute.

(g) The mediator appointed pursuant to **rule 12.3(c)** shall determine whether the resolution made pursuant to **rule 12.3(a)** will be upheld or withdrawn. The Member party to the mediation agree that the mediator's determination is final.

### 12.4. Re-admission to Membership

In relation to a former Member who has been removed from Membership pursuant to **rule 12.3**, the Board may in its discretion:

(a) agree to re-admit any former Member who re-applies for Membership; and

(b) require a former Member re-applying to provide such information or satisfy such other requirements for re-admission as it determines and of which it gives reasonable notice to the former Member, which may include information relating to the former Member's previous removal from Membership.

### 12.5. Publication

The Company may publish on the Company's website and otherwise communicate in its discretion the Membership status of a Member arising in accordance with **rule 12.3**, but shall not include any reasons regarding any such determination of the Board.

### 12.6. Member obligations

If the Board makes a reasonable inquiry of a Member about a complaint or concern about that Member, the Member must provide a reasonable response to the Board, which in the Board's opinion is an adequate and reasonable response, within the time requested by the Board, or such further time as is agreed.

### 12.7. Cessation of Membership and subscriptions

Any Member ceasing to be a Member:

(a) will not be entitled to any refund (or part refund) of a fee or subscription;

(b) who has any unpaid monies outstanding at the time they ceased to be a Member, shall not be readmitted as a Member pursuant to **rules 6** and **7** unless, in addition to any standard requirements for admission to Membership, the former Member pays any outstanding amount, including any interest or other charges levied on any outstanding monies; and

(c) will continue to be liable for any sum for which they are liable pursuant to **rule 51.1** to this Constitution.

## 13. RESOLUTION OF DISPUTES BETWEEN MEMBERS

(a) Disputes between Members (in their capacity as Members) shall be referred to the Board which must take steps to resolve the dispute.


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(b) If a dispute so referred is not resolved to the satisfaction of any party to the dispute within thirty (30) days of its being referred, then that party may refer the dispute to mediation before a mediator appointed by mutual agreement of the parties.

(c) Failing agreement by the parties to the appointment of a mediator within fourteen (14) days of a party notifying the other party of its intention to refer the dispute to mediation, the appointment of the mediator shall be made by the President of the Law Institute of Victoria.

(d) The costs of the mediator appointed pursuant to **rule 13(b)** or **rule 13(c)** (as the case may be) shall be shared equally between the Members party to the dispute.

(e) At least seven (7) days before a mediation session established by a mediator appointed pursuant to **rule 13(b)** or **rule 13(c)** (as the case may be) is to commence, the parties to the dispute are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## 14. POWERS OF ATTORNEY

### 14.1. Notation of instrument of appointment

If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's Membership, that Member must deliver the instrument appointing the Attorney to the Company for notation.

### 14.2. Provision of certified copy

If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

### 14.3. Evidence of the power of attorney

The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

## 15. GENERAL MEETINGS

### 15.1. Calling a General Meeting

(a) The Board or any four (4) Directors may, whenever they think fit, call and arrange to be held a general meeting of the Company.

(b) Apart from as provided by **rule 15.1(a)** a general meeting of the Company may be called and arranged to be held only as provided by the Corporations Act.

### 15.2. Venue for a general meeting

A general meeting of the Company may be convened to occur at two (2) or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.


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

## 16. NOTICE OF GENERAL MEETING

### 16.1. Written notice

Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least twenty one (21) days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) of a general meeting must be given to each person who is at the date of the notice:

(a) a Member;

(b) a Director; and

(c) an auditor of the Company (if any).

### 16.2. Requirements of notice

(a) A notice calling a general meeting:

(i) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;

(ii) subject to **rule 16.3** must state the general nature of the business to be transacted at the meeting;

(iii) if a special resolution is to be proposed, must specify the details of and intention to propose it;

(iv) must specify the Member's rights in regard to appointing a proxy; and (v)

must include any other information required by the Corporations Act.

(b) Except as required by the Corporations Act or as provided in **rule 16.3**, no business other than that specified in the notice convening a general meeting may be transacted at that general meeting.

(c) A Member may waive notice of a general meeting by notice in writing to the Company.

### 16.3. Notice for Annual General Meetings

A notice of an Annual General Meeting need not state that the business to be transacted at the meeting includes:

(a) the consideration of the annual financial report, Board report (in accordance with the statutory requirements for Directors' reports) and any report from the Auditor;

(b) the election of Directors or the declaration of the results of an election of Directors; or

(c) the appointment of the Auditor or the fixing of the remuneration of the Auditor.


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### 16.4 Postponement or cancellation

(a) The Board may change the venue for, postpone or cancel a general meeting of the Company unless the meeting is called and arranged to be held by the Members or the court under the Corporations Act. If a general meeting is called and arranged to be held under section 249D of the Corporations Act, the Board may make changes or cancel the meeting in accordance with the Corporations Act.

(b) No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.

(c) Where any general meeting is cancelled or postponed or the venue for the meeting is changed:

(i) the Board must make a reasonable attempt to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; but

(ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

### 16.5. Failure to send notice to a Member

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

(b) A Member's attendance at a general meeting waives any objection that that Member may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the Member at the beginning of the meeting objects to the holding of the meeting.

## 17. PROCEEDINGS AT GENERAL MEETINGS

### 17. 1 QUORUM

(a) No business may be transacted at any general meeting unless a quorum of members is present at all times during the meeting.

(b) A quorum shall be the lesser of:

(i) the number equal to the number of Directors on the Board plus one (1); or

(ii) half the number of Voting Members.


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### 17.2. Quorum not present

If a quorum is not present within thirty (30) minutes after the time appointed for a general meeting:

(a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or

(b) in any other case:

(i) it will stand adjourned to such date, time and place as the President determines or, if no determination is made by the President, to the same day in the next week at the same time and place; and

(ii) if at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the general meeting, the Members Present (being not less than three (3)) will be a quorum.

## 18. CHAIRPERSON

### 18.1. President to preside as Chairperson

(a) The President will preside as Chairperson at every general meeting of the Company unless:

(i) there is no President;

(ii) the President is not present within fifteen (15) minutes after the time appointed for the meeting or the time at which a quorum is present, whichever is the later; or

(iii) the President is present within that time but is unwilling or unable to act as Chairperson.

(b) When the President does not preside in accordance with **rule 18.1(a)** then the Chair of Finance and Audit Committee will preside as Chairperson of the general meeting unless:

(i) there is no Chair of Finance and Audit Committee;

(ii) the Chair of Finance and Audit Committee is not present within fifteen (15) minutes after the time appointed for the meeting or the time at which a quorum is present, whichever is the later; or

(iii) the Chair of Finance and Audit Committee is present within that time but is unwilling or unable to act as Chairperson.

(c) When the Chair of Finance and Audit Committee does not preside in accordance with **rule 18.1(b)** then:

(i) the Directors present must elect as Chairperson of the meeting another Director who is present and willing to act; or


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(ii) if no other Director willing to act is present at the meeting, the Members and Representatives eligible to vote who are present in person at the meeting may elect as Chairperson of the meeting a Member who is present and willing to act and who is entitled to vote at the meeting.

(d) Despite anything in **rules 18.1(a)**, **18.1(b)** and **18.1(c)**, if the President and/or Chair of Finance and Audit Committee and/or any other Directors later attend a general meeting, the senior of them (elected if necessary as outlined in **rule 18.1(c)(i)** where two (2) or more Directors are later in attendance) from time to time who is willing to act must take over as Chairperson of the general meeting.

### 18.2. Chairperson to determine procedural disputes

Subject to this constitution the Chairperson of a general meeting at which a quorum is present:

(a) shall ensure that all items on the agenda are dealt with, and in the sequence set out, unless the Members Present consent to the order being changed;

(b) shall conduct the meeting in a manner designed to facilitate decision making and the transaction of business;

(c) shall superintend and control the proceedings in accordance with the requirements of the relevant law, this Constitution and the broad conventions of debate; and

(d) if there is a dispute about a question of procedure, the Chairperson may determine the question.

## 19. CONDUCT AND ADJOURNMENT

### 19.1. Rules of conduct and adjournment

(a) Subject to **rule 11.1** a Member or a Representative is entitled to attend and to speak at general meetings.

(b) The Chairperson of a general meeting may, at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting, subject to the Corporations Act, impose a limit on the time that a person may speak on each motion or other item of business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.

(c) The Chairperson of a general meeting may take any action they consider appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person in accordance with **rule 22.1**.

(d) The Chairperson of a general meeting at which a quorum is present:

(i) in their discretion may adjourn a general meeting at any time during the course of the meetings; and

(ii) must adjourn a meeting if the meeting directs them to do so.


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(e) An adjourned general meeting may take place at a different venue to the initial meeting.

(f) The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial meeting.

(g) A resolution passed at a general meeting resumed after an adjournment is passed on the day that it is passed.

(h) Notice of an adjourned general meeting must be given in accordance with **rule 16** if a general meeting has been adjourned for more than twenty one (21) days.

(i) Except as provided by **rule 19.1(h)**, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, subject to **rule 16.4(c)**.

(j) Where a general meeting is adjourned, the Board may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members or the court under the Corporations Act. If a meeting is called and arranged to be held under section 249D of the Corporations Act then the Board may not postpone it beyond the date by which the Corporations Act requires it to be held and may not cancel it without the consent of the requisitioning Members.

(k) Nothing in this Constitution is to be taken to limit the powers conferred on the chair of a general meeting by law.

## 20. DECISION ON QUESTIONS

### 20.1. Resolution carried by majority of votes

Subject to the Corporations Act in relation to special resolutions, a resolution is carried if at least a majority of the votes cast on the resolution is in favour of the resolution and any such decision is for all purposes a decision of the Members.

### 20.2. Voting procedure

(a) A resolution put to the vote of a general meeting is decided on a show of hands of the Members Present in person and eligible to vote unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands.

(b) At any time before a vote on a motion is taken at a general meeting, a summary of the proxy position and, if applicable, direct votes received in relation to the motion must be disclosed to the meeting.

### 20.3. Result of vote

Unless a poll is demanded:

(a) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and


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(b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

### 20.4. Demand for poll

(a) Under **rule 20.2(a)** a poll may be demanded:

(i) by the Chairperson of the meeting; or

(ii) by the lesser of at least five (5) Members Present or Members with at least five per cent (5%) of the votes that may be cast on the resolution on a poll.

(b) The demand for a poll may be withdrawn.

### 20.5. Impeachment or invalidation of decision

A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

## 21. TAKING A POLL

### 21.1. General provisions

(a) Subject to the Corporations Act relating to polls, a poll will be taken when and in the manner that the Chairperson directs.

(b) The result of the poll will be the resolution of the meeting at which the poll was demanded.

(c) The Chairperson may determine any dispute about the admission or rejection of a vote.

(d) The Chairperson's determination, if made in good faith, will be final and conclusive.

(e) After a poll has been demanded at a meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded, except that a poll demanded on the election of the Chairperson pursuant to **rule 18.1(c)(ii)** or the adjournment of a meeting pursuant to **rule 19.1(d)(ii)** must be taken immediately.

### 21.2. Casting vote of Chairperson

In the case of an equality of votes upon any proposed resolution, the Chairperson has a casting vote in addition to the Chairperson's votes as a Member or proxy.


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## 22. OFFENSIVE ACTIONS

### 22.1. Refusal of admission

(a) The Chairperson of a general meeting may refuse admission to, or require to leave and not return to, a meeting a person who:

(i) is in possession of a visual and/or sound recording device which in the opinion of the Chairperson of the meeting may or does cause inconvenience or disruption to the meeting;

(ii) is in possession of a placard or banner;

(iii) is in possession of an article, which the Chairperson considers to be dangerous, offensive or liable to cause disruption;

(iv) refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;

(v) behaves or threatens to behave in a dangerous, offensive or disruptive way; or

(vi) is not entitled to receive notice of the general meeting if they are not the proxy or Representative of a person entitled to receive notice of the general meeting.

(b) The Chairperson of the meeting may delegate powers conferred by **rule 22.1(a)** to any person they think fit.

## 23. VOTES OF MEMBERS

### 23.1. Right to vote

(a) A Member entitled to vote has one vote at a general meeting and may vote: (i) in

person;

(ii) by direct vote where this option is offered by the Board;

(iii) by proxy; or

(iv) by Representative.

(b) Where the Board has allowed Members entitled to vote to cast a direct vote on a matter by electronic or postal means, the voting must be done in a way that identifies that a Member has voted but with the actual way in which the vote is cast secret. Subject to **rules 23.1(a)** and **23.1(c)**, the Board may put a matter that has been voted on by direct vote to a general meeting.

(c) If a Member eligible to vote has cast a direct vote on a matter and the Board puts that matter to a general meeting for a vote then if a Member who has already cast a direct vote or their proxy is at the general meeting they are not entitled to vote and


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must not vote on the matter at the general meeting. Their direct vote will be counted if a poll is taken on the matter

### 23.2. Suspension of voting rights

A Member is not entitled to vote at a general meeting if the Member's annual subscription is more than sixty (60) days in arrears at the date of the meeting (see **rule 10.4**), or if they have had their Membership suspended pursuant to **rule 12.3**.

23.3. Mental incapacity of Member

(a) A Voting Member:

(i) of unsound mind; or

(ii) whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

(iii) who is a minor;

may vote, whether on a show of hands or on a poll, by that Voting Member's committee or by such other person as properly has the management or guardianship of that Voting Member's estate or by the public trustee (as the case may be) and the committee or other person or trustee may vote by proxy or representative.

(b) Any person having the right of management or guardianship of the person or estate in respect of a Voting Member as referred to in **rule 23.3(a)** must not exercise any of the rights conferred under that rule unless and until the person has provided to the Board satisfactory evidence of the appointment of the person accordingly.

## 24. OBJECTIONS

### 24.1. Objection to qualification of voter

An objection to the qualification of a person to vote at a general meeting may only be raised before or at the meeting or adjourned meeting at which the voter tendered their vote.

### 24.2. Objection to be referred to Chairperson

An objection must be referred to the Chairperson of the meeting. The Chairperson's decision is final.

### 24.3. Vote not disallowed is valid

A vote which the Chairperson does not disallow under **rule 24.2** is valid for all purposes.

## 25. RIGHT OF NON-MEMBERS TO ATTEND GENERAL MEETING

(a) The Chairperson of a general meeting may invite any person who is not a Member to attend and address a meeting.


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(b) Any Auditor and any Director of the Company shall be entitled to attend and address a general meeting.

## 26. VOTES BY PROXY

### 26.1. General rules

(a) If a Member or Representative appoints a proxy, the proxy may vote on a show of hands or a poll.

(b) A proxy may demand or join in demanding a poll.

(c) A proxy may, but need not, be a Member or a Member who is entitled to vote.

(d) A proxy is entitled to a separate vote for each Member entitled to vote that the person represents, in addition to any vote they may have as a Member in their own right.

(e) A proxy who is not the Chairperson may vote or abstain as they choose except that where the appointment of the proxy directs the way the proxy is to vote on a particular resolution at a general meeting and the proxy, in breach of rule **26.1(f)**, does not vote or does not attend the meeting and a poll is taken on that resolution then, in accordance with the Corporations Act, before the voting on the resolution closes, the Chairperson is taken to have been appointed proxy for that resolution.

(f) If an appointment directs the way the proxy is to vote on a particular resolution, the proxy must vote as directed.

## 27. DOCUMENT APPOINTING PROXY

### 27.1. Validity of appointment of proxy

(a) An instrument of a proxy is valid if it contains the following information, and any additional information required by the Corporations Act:

(i) the name and address of the Voting Member or the name of a Representative of a Voting Member, if applicable;

(ii) the name of the Company;

(iii) the proxy's name or the name of the office of the proxy; and

(iv) the meetings at which the instrument of proxy may be used.

(b) The President may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.

(c) The appointment of a proxy is not revoked by the appointor attending and taking part in the general meeting but, if the appointor votes on any resolution, the proxy is not entitled to vote, and must not vote, as the appointor's proxy on the resolution.

(d) The Chairperson of a general meeting may require any person acting as a proxy to


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establish to the satisfaction of the Chairperson of the meeting that the person is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish their identity, they may be excluded from voting in which case **rule 27.6** applies unless the form of proxy indicates otherwise.

(e) An instrument of proxy may be revoked at any time by notice in writing to the Company.

### 27.2. Acceptance by electronic transmission

For the purposes of **rule 27.1**, an appointment received at an electronic address will be taken to be signed by the Member if:

(a) a personal identification code allocated by the Company to the Member has been input into the appointment; or

(b) the appointment has been verified in another manner approved by the Board.

### 27.3. Adjourned meeting

A proxy's appointment is valid at an adjourned general meeting unless the form of proxy indicates otherwise.

### 27.4. Purpose of appointment

An instrument of proxy may be expressed as a standing appointment or as an appointment for any number of general meetings or for a particular general meeting. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.

### 27.5. Authority of proxy

Unless otherwise provided for in the proxy's appointment, the appointment of the proxy will be taken to confer authority:

(a) to vote on:

(i) any allowable amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion, in a way that is consistent with any direction given by the Member or Representative in the appointment;

(ii) any procedural motion, including any motion to elect under **rule 18.1(c)(ii)** the Chairperson, to vacate the chair or to adjourn the meeting under **rule 19.1(d)(ii)**; and

(iii) to vote on any motion before the meeting whether or not the motion is referred to in the appointment; and

(b) to act generally at the meeting;

(c) to agree to a meeting being convened by shorter notice than is required by the


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Corporations Act or by this Constitution;

(d) authority to speak to any proposed resolution on which the proxy may vote; and

(e) authority to demand, or join in demanding, a poll on any resolution on which the proxy may vote.

### 27.6. Failure to name proxy

Unless otherwise provided in the instrument, but subject to the Corporations Act, an instrument appointing a proxy will be taken to appoint the Chairperson of the general meeting as the proxy unless the Member clearly specifies another person or position as proxy and that person individual holding that position attends the general meeting.

### 27.7. Form of proxy

The instrument appointing a proxy may be in the form set out in Schedule 1 or in a common or usual form in accordance with the Corporations Act.

## 28. LODGEMENT OF PROXY

### 28.1. Receipt of appointment of proxy

(a) The appointment of a proxy must be received by the Company at least forty eight (48) hours (or such other minimum period as may be prescribed by the Corporations Act from time to time) or such lesser period as is specified for this purpose in the notice of meeting to which the proxy relates.

(b) The Board may waive all or any of the requirements of **rules 27.1**, **27.7**, **28.1** and **28.2** and in particular may, upon the production of such other evidence as the Board requires to prove the validity of the appointment of a proxy:

(i) an appointment of a proxy which is not signed and executed in the manner required by **rule 27.2**; and

(ii) the deposit, tabling or production of a copy, including a copy sent by facsimile or by electronic transfer, of an instrument appointing a proxy or of the power of attorney or other authority under which the instrument is signed.

### 28.2. Place of receipt

The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

(a) the Office;

(b) a facsimile number at the Office; or

(c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.


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## 29. VALIDITY

### 29.1. Validity of vote

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

(a) died;

(b) became mentally incapacitated; or

(c) revoked the proxy or power,

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

## BOARD STRUCTURE

## 30. BOARD

### 30.1. Directors' duties

Each Director is subject to, and must comply at all times with, the duties set out in the Corporations Act, this Constitution and otherwise as set out in the law.

### 30.2. Five Chapters

For the purposes of this Constitution there will be five (5) Chapters which will be: (a) the Chapter

of the State of New South Wales and the Australian Capital Territory; (b) the Chapter of

the State of Victoria and the State of Tasmania;

(c) the Chapter of the State of South Australia and the Northern Territory; (d) the

Chapter of the State of Western Australia; and

(e) the Chapter of the State of Queensland.

### 30.3. Composition of the Board

The Board will consist of not fewer than ten (10) and not more than twelve (12) Directors, all of whom are Voting Members or Representatives (with the exception of the Appointed Director) and of which there will be:

(a) not fewer than five (5) Elected Directors in accordance with **rule 31.1**;

(b) five (5) Chapter Directors, being:

(i) one (1) will be ordinarily resident in the Chapter of the State of Victoria and the


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State of Tasmania and elected by the Voting Members ordinarily resident and eligible to vote in that Chapter, as set out in the By-laws;

(ii) one (1) will be ordinarily resident in the Chapter of the State of South Australia and the Northern Territory and elected by the Voting Members ordinarily resident eligible to vote in that Chapter, as set out in the By laws;

(iii) one (1) will be ordinarily resident in the Chapter of the State of Western Australia and elected by the Voting Members ordinarily resident and eligible to vote in that Chapter, as set out in the By-laws;

(iv) one (1) will be ordinarily resident in the Chapter of the State of Queensland and elected by the Voting Members ordinarily resident and eligible to vote in that Chapter, as set out in the By-laws;

(v) one (1) will be ordinarily resident in the Chapter of the State of New South Wales and the Australian Capital Territory and elected by the Voting Members ordinarily resident and eligible to vote in that Chapter, as set out in the By-laws;

(c) up to one (1) Appointed Director, in accordance with **rule 30.5**; and (d) up to one (1) Former President Director, in accordance with **rule 30.6**; and will function as the Board in accordance with the Corporations Act and this Constitution. 30.4. Election of Office Bearers for the Board

(a) The Board must, from amongst the Directors elect at the first meeting of the Board after the Annual General Meeting the following Office Bearers:

(i) the President; and

(ii) the Chair of Finance and Audit Committee.

(b) If an election to the office of President or Chair of Finance and Audit Committee is tied more than once, then the successful candidate must be determined by lot unless at least one (1) candidate withdraws.

(c) Each Office Bearer will be appointed for a term lasting from when they are elected until they vacate their office. Subject to **rule 30.4(d)**, an Office Bearer vacating their position is eligible to stand for re-election.

(d) No Office Bearer may serve in the same position for more than two (2) terms or beyond their term of office as Director.

(e) If at any time, there is a vacancy in any of the offices of President or Chair of Finance and Audit Committee, the Board must act as soon as practicable to elect a replacement who shall hold office until the next Annual General Meeting, following which the provisions of **rule 30.4(a)** shall apply.

### 30.5. Appointment of Appointed Director

(a) At any time the Board, in its absolute discretion, may (but is not required to) appoint a


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person (who may or may not be a Voting Member) to be a Director, whom the Board believes will bring skills and experience to the Board to enable to Board to advance the Objects, provided that only one (1) person appointed under this **rule 30.5(a)** shall be a Director at any time.

(b) A Director appointed under **rule 30.5(a)** will hold office for a term of up to two (2) years.

(c) The power to appoint a person to be a Director under **rule 30.5(a)** is an exclusive power of the Board and may not be exercised by Members in general meeting.

(d) A person who is a Director appointed under **rule 30.5(a)** and who ceases to hold office under **rule 30.5(b)** may be reappointed by the Board under **rule 30.5(a)** for up to two (2) further terms of up to two (2) years each.

### 30.6. Appointment of Former President Director

(a) The Board may, in its absolute discretion, appoint a Former President Director to the Board at any time to fill the position provided for in **rule 30.3(d)**.

(b) A Former President Director will be a former Director of the Company, who was the immediate past President.

(c) A Director appointed under **rule 30.6(a)** will hold office from the time of their appointment for a term of up to one (1) year.

(d) A person who has held office as a Former President Director shall not be eligible for reappointment for any further term.

## 31. ELECTION OF ELECTED DIRECTORS AND CHAPTER DIRECTORS

### 31.1. Election of Elected Directors

The Company may, at the Annual General Meeting at which an Elected Director retires or at which a vacancy in the position of an Elected Director exists, fill the vacated position by electing an individual to that office from the Voting Members or Representatives listed on the Notice of Meeting.

(a) A Voting Member or Representative of a Voting Member who wishes to stand for election as an Elected Director must be nominated by two (2) Members eligible to stand for election or to have a Representative of a Voting Member stand for election.

(b) The nomination form shall be in writing, contain the consent of the Member or Representative who is a candidate to be an Elected Director and be signed by the nominated Voting Member or Representative of the Voting Member and the nominating Voting Members or Voting Member Representatives.

(c) Nominations for the position of Elected Director shall be lodged with the Company Secretary not more than ten (10) weeks and not less than five (5) weeks before the date of the Annual General Meeting.

(d) A Voting Member or Representative of a Voting Member may submit with their nomination form a resume of not more than 150 words. Such resume:


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(i) may only include details in relation to:

(A) the candidate's qualifications and relevant experience;

(B) the candidate's contribution to the Company and to WIL; and

(C) key issues the candidate sees as facing the Company;

(ii) must not endorse, disparage or otherwise refer to any other candidate or any other Director;

(iii) must not contain anything that is defamatory; and

(iv) must comply with any applicable Regulations set by the Board.

(e) The Company Secretary may in good faith edit any resume in such manner as they see fit to ensure compliance with **rule 31.1(d)**.

(f) The information provided in the resume will be included as the only information from the candidate in the notice of meeting.

### 31.2. Chapter Directors

Each relevant Chapter when required shall elect the relevant Chapter Director pursuant to the process set out in the By-Laws.

A person currently serving a term as an Elected Director is not eligible for appointment as a Chapter Director, and vice versa, until after the expiration of the term for which they are elected. The expiration of the term shall be deemed to be the nominated Annual General Meeting for which they would normally be eligible for re-election and is not amended by resignation or vacation of office.

### 31.3. Term of office

The Elected Directors and Chapter Directors will:

(a) hold office during the period from the conclusion of the Annual General Meeting immediately following their election until the conclusion of the second Annual General Meeting after that date, and shall be eligible for re-election for two (2) further terms of two (2) years each; and

(b) upon serving the maximum term of six (6) consecutive years, only be eligible to re-election to the Board, or appointment to fill a casual vacancy under **rule 32**, after a period of at least two (2) years has expired since the expiry of that Elected Director or Chapter Director's (as the case may be) previous term on the Board.

## 32. CASUAL VACANCY OF DIRECTORS

### 32.1. Appointment for casual vacancy

(a) If, at any time, there is a casual vacancy on the Board in a Chapter Director, the


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Chapter Committee for that Chapter will:

(i) appoint a Voting Member or Representative of a Voting Member who is resident in that Chapter and eligible to be appointed to fill the casual vacancy;

(ii) give written notice to the Company Secretary of the name of the Member or Representative appointed and their consent to act as a Director form; and

(iii) the Member or Representative so appointed will hold office as a Chapter Director from the time when the consent to act form is received by the Board until the conclusion of the next Annual General Meeting following the election by that Chapter in accordance with the By-Laws.

(b) If, at any time, there is a casual vacancy on the Board in respect of: (i) an

Elected Director, then the Board will:

(A) appoint a Voting Member or Representative of a Voting Member to fill the casual vacancy; and

(B) the Voting Member or Representative of a Voting Member so appointed will hold office as an Elected Director only until the next Annual General Meeting, and the person so elected shall hold office until the due date of election for Elected Directors, where such time, which is less than a full two year term, not be regarded as time considered for term of office as understood in **rule 31.3**;

(C) provided that if the vacancy occurs once the period for nomination of candidates under **rule 31.1** has commenced then the vacancy shall only be filled in the normal process of election.

(ii) a Chapter Director, then the Board will:

(A) on advice from the Chapter that elected the vacating Chapter Director, appoint a Voting Member or Representative of a Voting Member from the same Chapter as the vacating Chapter Director to fill the casual vacancy;

(B) the Voting Member or Representative of a Voting Member so appointed will hold office as a Director only until the next Annual General Meeting at which an election for the Chapter Director position shall occur in accordance with **rule 31.2**, and the person so elected shall hold office until the due date of election for Chapter Directors, where such time which is less than a full two year term not be regarded as time considered for term of office as understood in **rule 31.3**;

(iii) an Appointed Director, then the Board may appoint a new Appointed Director for a full new term, pursuant to **rule 30.5**; and

(iv) a Former President Director, then the vacancy will remain until the current President concludes his or her term and is eligible for appointment pursuant to **rule 30.6**.

(c) Where a voting member is appointed to fill a casual vacancy on the Board, such time


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served prior to the following Annual General Meeting shall not be regarded as time considered for term of office as understood in **rule 31.3**

(d) A person currently serving as a director of the company may not be appointed to a casual vacancy in a director type different to that for which they were elected. That is, a person elected under **rule 31.1**, may not be appointed to a casual vacancy of a director elected under **rule 31.2**, or vice versa.

## 33. VACATION OF OFFICE BY DIRECTOR

### 33.1. Vacancy

(a) Subject to **rules 33.1(b)** and **33.1(c)**, a person vacates their office of Elected Director or Chapter Director at the conclusion of the Annual General Meeting at which they retire or their term of office expires subject to them being re-elected an Elected Director or Chapter Director in accordance with this Constitution.

(b) Any Director may resign by giving written notice to the Company through the Company Secretary of their intention to resign and the resignation will take effect at the time expressed in the notice provided that the time is not earlier than the date of delivery of the written notice to the Company Secretary.

(c) The office of Director becomes vacant if the Director:

(i) dies;

(ii) becomes bankrupt or makes any arrangement or composition with creditors generally;

(iii) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act;

(iv) under any legislation relating to mental health, is certified, declared or found to be mentally ill or in need of treatment or care and control or incapable of managing his or her own affairs or is admitted to, and remains in a hospital or other institute for the treatment of mental illness, or a guardian is appointed to the member or a trustee or administrator is appointed to his or her estate;

(v) is removed by a resolution of the Company;

(vi) is absent, with or without the consent of the Board, from four (4) consecutive meetings of the Board over a period of at least four (4) months unless at the next meeting of the Board, the Board resolves otherwise with the date of any vacancy to be the date of that next meeting;

(vii) becomes an employee or holds any office of profit under the Company, except in the case of the Company Secretary or in accordance with **rule 5.1(e)**;

(viii) subject to **rules 30.5** and **30.6**, ceases to be a Voting Member or the Representative of a Voting Member;

(ix) has or enters into directly or indirectly a material personal interest in any


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contract or proposed contract with the Company or any other material personal interest and fails to declare the nature of the interest as required by the Corporations Act; or

(x) is convicted on indictment of an offence and the Board does not within two (2) months after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director.

## 34. COMPANY SECRETARY

### 34.1. Appointment by the Board

There must be at least one Company Secretary who will be appointed by the Board in accordance with the Corporations Act for a term and for such remuneration and on such conditions as are determined by the Board.

### 34.2. Suspension, removal or dismissal by Board

Any Company Secretary so appointed may, subject to the terms of the Company Secretary's terms of engagement and the law, be suspended, removed or dismissed by the Board.

### 34.3. Need not be a Member

The Company Secretary is not required to be a Member of the Company.

### 34.4. Right to attend meetings

At general meetings, the Company Secretary will have any applicable voting rights as a Member or Representative or proxy of a Member.

## 35. THE POWERS AND DUTIES OF THE BOARD AND OTHER COMMITTEES

### 35.1. General Powers

(a) The business of the Company is to be managed by the Board who may exercise all the powers of the Company not required by the Corporations Act, or by this Constitution, to be exercised by the Company in general meeting.

(b) A majority of not less than seventy five per cent (75%) of Directors present and voting at a duly convened meeting of the Board may make, amend or repeal By Laws or Regulations.

### 35.2. Specific Powers

Without limiting the generality of **rule 35.1**, the Board may exercise all the powers of the Company to:

(a) borrow money;

(b) mortgage or charge any property or business of the Company;


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(c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and

(d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

### 35.3. By-Laws and Regulations

All By-Laws or Regulations, if any, are subject to this Constitution, the Corporations Act and must not be inconsistent with this Constitution or those Corporations Act provisions.

### 35.4. Validity of resolutions

No resolution made by the Company in general meeting will invalidate any prior act of the Board which would have been valid if that resolution had not been passed.

### 35.5. Payments, signing of cheques and receipts

All payments including without limitation electronic payment, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company will be paid, signed, drawn, accepted, endorsed in such manner as the Board determines from time to time.

## 36. APPOINTMENT OF COMMITTEES AND DELEGATION OF POWERS

### 36.1. Committees

To the extent permitted by law, the Board may appoint one or more Committees or working parties which will comprise such number of persons, being Members, Representatives or other persons, and have such powers, as the Board may determine in its absolute discretion, including but not limited to, Chapter Committees.

### 36.2. Delegation of Board powers

(a) The Board may delegate to any such Committee or working party any of its powers (not being duties imposed on it as the Board of the Company by the Corporations Act or the general law) other than powers relating to:

(i) the application of the Seal, if there is a Seal;

(ii) the financial affairs of the Company, subject to any powers that may be delegated to the Finance and Audit Committee of the Board; and

(iii) matters affecting the relations of the Company with overseas bodies having objects similar to the Objects.

(b) Any such Committee or working party shall not delegate any of its powers. 36.3.

Exercise of Committee powers

(a) Any such Committee or working party will exercise the powers delegated to it, subject always to the control and regulation of the Board, which may make such terms of reference governing the proceedings of, and fixing the quorum for meetings of, any


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such Committee or working party.

(b) Each Committee or working party will have the power to co-opt any Member or Members, Representative or Representatives or other persons, unless the Board determines otherwise.

### 36.4. One member to be a Director

At least one member of each Committee or working party must be a Director.

### 36.5. Meetings of Committees

(a) Any Committee or working party appointed by the Board may meet and adjourn, as it thinks fit and any meeting will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board.

(b) Questions arising at any meeting will be determined by a majority of votes of the members of the Committee or working party present.

(c) In the case of an equality of votes pursuant to a vote under this **rule 36.5**, the Chairperson of the Committee will have a second or casting vote.

### 36.6. Revocation or variation of delegation

The Board may at any time revoke or vary any delegation under this **rule 36**.

## 37. VALIDITY OF ACTS

### 37.1. Valid even if defective

All acts done by any meeting of:

(a) the Board:

(b) any other Committee appointed by the Board; or

(c) by any person acting as a Director, or other Committee,

notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director, or committee member or that the Directors, or other committee members or any of them were disqualified, will be as valid as if every such person had been duly appointed and was not disqualified.


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## 38. MEETINGS OF THE BOARD

### 38.1. Requisitioning of Board Meetings

(a) The Board may meet together for the despatch of business, adjourn and otherwise regulate its meeting as it thinks fit.

(b) The President or any four (4) Directors, or more, may at any time, and the Company Secretary must on the request of the President or any four (4) or more Directors, call a meeting of the Board.

(c) Unless special circumstances apply, a meeting of the Board must be called on at least forty eight (48) hours written notice of a meeting to each Director save that twenty one (21) days' written notice will be required for any meeting at which a matter requiring the approval of not less than seventy five (75%) of Directors present and voting will be considered.

(d) Notice of a meeting of Directors must be given in writing, and the meeting may be otherwise called using any technology consented to by all Directors.

### 38.2. No notice required

It is not necessary to give notice of a meeting of the Board to a Director whom the Company Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia.

### 38.3. Form of meeting

(a) Subject to the Corporations Act, a Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

(b) The Directors need not all be physically present in the same place for a Board meeting to be held.

(c) This **rule 38.3** applies to meetings of Committees as if all Committee members were Directors.

(d) Subject to **rule 45.1**, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

### 38.4. Quorum

(a) A quorum is half the number of Directors on the Board, plus one (1) , rounded up if not a whole number.

(b) Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the Chairperson may call a general meeting of Members to deal with the matter.

## 39. MINUTES OF MEETINGS


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### 39.1. Minutes to be made

The Board must cause minutes to be made of general meetings of the Company and of meetings of the Directors (including Committees of the Board) and of resolutions passed by Directors and Committees of the Board without a meeting that:

(a) are recorded in books kept for that purpose within one (1) month following the relevant meeting; and

(b) record the proceedings and resolutions including all disclosures of interest made under **rule 45.1**.

### 39.2. Chairperson to sign minutes

(a) The minutes made pursuant to **rule 39.1** must be signed within a reasonable time after the meeting or the resolution by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

(b) A minute that is recorded and signed under **rules 39.1** and **39.2** is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

### 39.3. Registers

The Company must keep all registers required by this Constitution and the Corporations Act.

## 40. DECISIONS OF THE BOARD

### 40.1. Majority of votes

Subject to this Constitution, questions arising at any meeting of the Board will be decided by at least a majority of votes of Directors present and voting.

### 40.2. Right to vote

Each Director has one vote.

### 40.3. Chairperson vote

In case of an equality of votes, the Chairperson of the meeting will have a second or casting vote.

## 41. WRITTEN RESOLUTION

### 41.1. Procedure

(a) The Board may pass a resolution without a Board meeting if the Directors entitled to vote on the resolution sign a document containing a statement of the resolution set


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out in the document. For this purpose signatures can be contained in more than one (1) document and can include electronically transmitted signatures.

(b) A resolution under **rule 41.1(a)** shall be deemed to have been passed, subject to **rule 41.1(c)**, if one (1) week, or such other period as has been specified in the document accompanying the proposed resolution, has expired since the proposed resolution was circulated to the Directors and at least a majority of Directors who have responded have signed a document containing a statement that they are in favour of the resolution set out in the document provided that the number of Directors in favour is sufficient for a quorum at a Board meeting in accordance with **rule 38.4(a))**.

(c) Resolutions passed in accordance with **rule 41.1(b)** are to be taken to have been passed at a meeting of the Board held on the date one (1) week after the resolution was distributed to Directors or such other date as may be specified in the document accompanying the proposed resolution or on the date the resolution was assented to by the last Director who constituted the majority in favour, whichever is the sooner.

(d) For **rule 41.1(a)** a Director may signify assent to a document by signing the document or by notifying the Company Secretary of the assent of the Director in person or by post or by telephone, fax, email or other electronic means.

(e) Where a Director signifies assent to a document other than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Board attended by that Director, but failure to do so does not invalidate the resolution to which the document relates.

(f) Any document referred to in this rule may be in the form of a facsimile or electronic transmission.

(g) The minutes of the Board must record that a resolution was dealt with in accordance with this rule.

(h) This rule applies to meetings of Committees as if all members of the Committee were Directors.

## 42. CHAIRPERSON

### 42.1. President to preside as Chairperson

(a) The President has such powers and duties as specified in this Constitution, as required by law and as determined by the Board.

(b) The President, if present within ten (10) minutes after the time appointed for the holding of the meeting, and if willing to act, must preside as Chairperson at each Directors.

(c) If there is no President, or if at any meeting the President is not present within ten (10) minutes after the time appointed for holding the meeting, or is unwilling to act, then the Chair of Finance and Audit Committee must preside as Chairperson.

(d) If the Chair of Finance and Audit Committee is not present within ten (10) minutes after the time appointed for the holding of the meeting, or is unwilling to act, then the


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Directors must elect one (1) of their number to chair the meeting.

(e) Despite anything in **rules 42.1(a)** to **42.1(c)**, if the President later attends a meeting of the Board or is later willing to act, then they must take the role of Chairperson of the meeting.

## 43. APPOINTMENT OF ALTERNATE OR REPLACEMENT DIRECTORS BY CHAPTER COMMITTEES

### 43.1. No alternate Directors

Directors are not entitled to appoint alternate Directors.

## 44. REMAINING DIRECTORS

### 44.1. Vacancies

The Board may act even if there are vacancies on the Board.

### 44.2. Minimum number

If the number of Directors is less than the minimum number required under the Corporations Act, the Directors may act only to:

(a) appoint a replacement Director or Directors to fill a vacancy or vacancies in accordance with **rule 32.1(b)**;

(b) request relevant Chapter Committees appoint a replacement Chapter Director or Chapter Directors to fill a vacancy or vacancies in accordance with **rules 32.1(a)** and **31.2**;

(c) call a general meeting; or

(d) deal with an emergency.

## 45. DIRECTORS

### 45.1. Directors' Interests

(a) No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.

(b) No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as


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a Director or because of the fiduciary obligations arising out of that office.

(c) A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.

(d) A Director or a body or entity in which a Director has a direct or indirect interest may:

(i) enter into any agreement or contract or arrangement with the Company;

(ii) be appointed to hold any office or place of profit under the Company other than the office of Auditor, except that the Director may not receive remuneration in that appointed capacity; and

(iii) act in a professional capacity other than as Auditor for the Company,

and the Director may receive and keep beneficially any remuneration (subject to **rule 45.1(d)(ii)**), profits or benefits under any agreement or arrangement with the Company or from holding an office or other remunerated position in or acting in a professional capacity with the Company as if he or she was not a Director.

(e) A Director, who has a direct or indirect material personal interest in a matter relating to the Company, must disclose the nature of that interest to the Board as soon as practicable after the interest arises.

(f) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not:

(i) be present while the matter is being considered at the meeting; or (ii)

vote on the matter;

unless permitted by the Corporations Act to do so, in which case the Director:

(iii) will be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;

(iv) may sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and

(v) may vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

(g) A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

(h) The Board may make Regulations requiring the disclosure of interests that a Director, and any Person deemed by the Board to be related to or associated with the Director, may have in any matter concerning the Company or a related body corporate and any Regulations made under this Constitution shall bind all Directors.


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## 46. APPOINTMENT OF ATTORNEYS AND AGENTS

### 46.1. Appointment by the Board

(a) The Board may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:

(i) for the purposes;

(ii) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);

(iii) for the period; and

(iv) subject to the conditions;

determined by the Board.

(b) An appointment by the Board of an attorney or agent of the Company may be made in favour of:

(i) any member of any local board established under this Constitution; (ii) any

company;

(iii) the members, directors, nominees or managers of any company or firm; or

(iv) any fluctuating body of persons whether nominated directly or indirectly by the Board.

(c) A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board thinks fit.

(d) The Board may appoint attorneys or agents in writing by facsimile transmission, telegraph, cable or other electronic transmission to act for and on behalf of the Company.

(e) An attorney or agent appointed under this **rule 46** may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

## 47. COMMON SEAL

### 47.1. If the Company has a Seal

If the Company has a Seal:

(a) the Board must provide for the safe custody of the Seal;

(b) the Seal must not be used without the authority of the Board;


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(c) every document to which the Seal is affixed must be signed by a Director and be countersigned by a second Director or by some other person appointed by the Board for that purpose.

## 48. INSPECTION OF RECORDS

### 48.1. Board may decide

(a) Except as otherwise required by the Corporations Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than a Director.

(b) A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Board or a resolution of the Company.

## 49. NOTICES

### 49.1. Service of Notices

(a) Notice may be given by the Company to any person who is entitled to notice under this Constitution:

(i) by serving it on the person; or

(ii) by sending it by post to the person's address as shown in the Register or the address supplied by the person to the Company for sending notices to the person;

(iii) by sending it to the fax number, Electronic Contact Address or such other address the Member has supplied to the Company for the giving of notices; or

(iv) by making a copy of it accessible electronically on a website of, or related to, the Company and advising the Member of its availability via the Electronic Contact Address.

(b) A notice sent by post is taken to be served:

(i) by properly addressing, prepaying and posting a letter containing the notice; and

(ii) two (2) days after the day on which it was posted.

(c) A notice sent by facsimile transmission or electronic notification is taken to be served:

(i) by properly addressing the facsimile transmission or electronic notification and transmitting it; and

(ii) on the day after its despatch.


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(d) The fact that a Member has supplied a fax number or email or other electronic address for the giving of notices:

(i) does not require the Company to give any notice to that person by fax or email or other electronic means; or

(ii) does not prevent the Company from giving notice to that person in the manner envisaged by **rule 49.1(a)(iv)**.

(e) If a Member has no Registered Address a notice will be taken to be served on that Member twenty four (24) hours after it was posted on a notice board at the Office.

(f) A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this rule.

(g) A certificate in writing signed by a Director, Company Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

(h) Subject to the Corporations Act the signature to a written notice given by the Company may be written or printed or a facsimile printed or affixed by some mechanical, electronic or other means.

(i) All notices sent by post outside Australia must be sent by prepaid airmail post.

(j) Subject to this Constitution, a notice may be given by the Company to any Director either by serving it personally at, or by sending it by prepaid post to, the Director's usual residential or business address, or by sending it to the fax number, Electronic Contact Address, or such other address as the Director has supplied to the Company for the giving of notices.

(k) Subject to this Constitution, a notice may be given by a Member or a Director to the Company by serving it on the Company at, or by sending it by prepaid post to, the Office or principal place of business if any of the Company or by sending it to the principal fax number or principal electronic address of the Company at its Office or principal place of business, if any.

### 49.2. Persons Entitled to Notice

(a) No person other than those specified in **rule 16.1** is entitled to receive notice of a general meeting.

(b) Any Member who has not provided to the Company a place of address or Electronic Contact Address for inclusion in the Register as the place at or via which notices may be given to the Member, shall not be entitled to receive any notice.

## 50. RECORDS, ACCOUNTS AND AUDIT

### 50.1. Audit and accounts

(a) The Board must prepare and deal with such accounts as are required under the law.


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(b) If required by the law, the Board must cause the financial records of the Company to be audited or reviewed, as required by the law.

(c) The Year shall be the period from 1 July to 30 June each year, unless the Board determines otherwise.

## 51. WINDING UP

### 51.1. Winding Up

(a) If the Company is wound up:

(i) each Member; and

(ii) each person who has ceased to be a Member within one (1) year of them ceasing to be a Member, undertakes to contribute to the property of the Company for the:

(A) payment of debts and liabilities of the Company and payment of costs, charges and expenses of winding up; and

(B) adjustment of the rights of the contributories amongst themselves, such amount as may be required,

not exceeding $20.00.

(b) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another body corporate which, by its constitution:

(i) has objects similar to the Objects;

(ii) is required to apply its profits (if any) or other income in promoting its objects; and

(iii) is prohibited from making any distribution to its members to an extent as least as great as imposed on the Company by **rule 4.2**.

(c) The body corporate referred to in **rule 51.1(b)** is such corporation to be determined by the Members at or before the winding up and in default, by the Board and in default by application to the court for determination.

(d) If the Company is endorsed or duly authorised in any way as a deductible gift recipient, as defined by the law, and the Company maintains accounts or a gift fund pursuant to such endorsement or authorisation, the Company must on the earlier of the winding up of such accounts or gift fund or of the Company having its deductible gift recipient endorsement or authorisation revoked transfer any surplus assets of those accounts or gift fund to another body corporate in Australia that has:

(i) objects which are similar to the Objects;


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

(ii) a constitution which requires its income and property to be applied to promoting its objects; and

(iii) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Company by **rule 4.2**); and

(iv) which is endorsed as a deductible gift recipient, as defined by law.

(e) The identity of the body corporate under **rule 51.1(d)** is to be determined by the Members and failing such determination being made, by the Board.

## 52. EXECUTION OF DOCUMENTS

(a) Without limiting the manner in which the Company may execute any contract, including as permitted under section 127 of the Corporations Act, the Company may execute any agreement, deed or other document by:

(i) two (2) Directors signing the same; or

(ii) one (1) Director and one (1) Company Secretary signing the same.

(b) Nothing in this Constitution requires the Company to execute any agreement, deed or other document under Seal for the same to be effectively executed by the Company.

## 53. INDEMNITY AND INSURANCE

### 53.1. Indemnity

(a) To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this rule unless:

(i) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or

(ii) it is in respect of a liability for costs and expenses incurred:

(A) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or

(B) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Corporations Act.

(b) The indemnity in **rule 53.1**:


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(i) does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void, unenforceable or not permitted by law; and

(ii) does not operate in respect of any liability of the Officer to the extent that that liability is covered by insurance.

(c) The indemnity in **rule 53.1**:

(i) is enforceable without the Officer having first to incur any expense or make any payment; and

(ii) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an Officer of the Company or its related bodies corporate.

(d) To the extent permitted by law the Company may at the discretion of the Board enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:

(i) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or

(ii) a contravention of sections 182 or 183 of the Corporations Act; and

the Board shall have the discretion to approve the terms and conditions of any such policy of insurance.

(e) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his or her actions or omissions then the Company shall not be required to indemnify the Officer under this **rule 53.1(d)** except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

(f) Nothing in **rules 53.1** or **53.1(d)**:

(i) affects any other right or remedy that a person to whom those rules apply may have in respect of any liability referred to in those rules; or

(ii) limits the capacity of the Company to indemnify or provide or pay for insurance for any person to whom those rules do not apply.

(g) The Company may enter into a deed with any Officer to give effect to the rights or discretions conferred by this **rule 53.1** on such terms as the Board thinks fit which are not inconsistent with **rule 53.1(f)**.

(h) The indemnity granted by the Company contained in this **rule 53.1** shall continue in full force and effect notwithstanding the deletion or modification of this rule, in respect of acts and omissions occurring prior to the date of the deletion or modification.


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## 54. SUBMISSION TO JURISDICTION

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of Victoria, the Federal Court of Australia and the Court which may hear appeals from those Courts.

## 55. PROHIBITION AND ENFORCEABILITY

(a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.

(b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

## c SCHEDULE 1

### SPECIMEN PROXY FORM

(please print)

Company Secretary
Work-Integrated Learning Australia LTD

I, (NAME)

Of (ADDRESS)

being a Voting Member or Representative of Work-Integrated Learning Australia LTD appoint:

(NAME)

Of (ADDRESS)

or, in his/her absence:

(NAME)

Of (ADDRESS)

or, if I have not nominated a proxy or if the nominee is absent from the meeting, the Chairperson of the meeting as my proxy to vote on my behalf at the general meeting of Work-Integrated Learning Australia Limited to be held on:

the day of , _____ and at any adjournment of that meeting.

Note
A Member or Representative who is entitled to vote at the meeting may appoint a proxy. A proxy need not be a Member of the Company.

Directing your Proxy
To instruct your proxy how to vote, insert 'X' in the appropriate column against each item of business set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.


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I instruct my proxy to vote as follows according to the Resolutions numbered in the Notice of Meeting:
Resolution No For Against Abstain
1.
2.

This proxy must be signed by the appointing Member, the Representative or the Member's attorney.

Signed Dated

The proxy form and the power of attorney or other authority if any under which it is signed or a certified copy must be received by the Company, at least 48 hours before the time for holding the meeting, at the Company's registered office.


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