

CONSTITUTION OF The Australian Council for Certification of Medical Laboratory Scientific Workforce Limited

Australian Company Number 637 059 039

Corporations Act 2001

A Company Limited by Guarantee

Date: of Adoption 1st November 2019

PRELIMINARY

1. Name and type of company

- 1.1. The name of the company is The Australian Council for Certification of Medical Laboratory Scientific Workforce Limited (referred to as the **Company** in this Constitution).
- 1.2. The Company is a not-for-profit public company limited by guarantee.
- 1.3. The liability of Members is limited to the guarantee amount in clause 9.

2. Powers

- 2.1. The Company has all the powers of an individual and a body corporate but does not have the power to issue shares.
- 2.2. The powers of the Company are ancillary to and exercisable only in pursuit of the Company's Objects as set out in clause 6.

3. Definitions & Interpretation

- 3.1. In this Constitution, unless the context requires another meaning:

'ACCMLSW' or the **'Company'** means The Australian Council for Certification of Medical Laboratory Scientific Workforce Limited (or its successor body).

'Auditor' means the auditor for the time being of the Company.

'Board' means the board of Directors for the time being of the Company comprised as required by clause 28.

'By Laws' means regulations made by the Board for the administration and management of the Company's affairs.

'Certificant' means a member of the Australian Medical Laboratory Scientific Workforce who has been certified by the ACCMLSW, and whose name is entered in the Register of Certificants.

'Chair' means the Company's elected chairperson.

'Chief Executive Officer' means the Chief Executive Officer appointed by the Board whose title shall be determined by the Board from time to time.

‘Company Secretary’ means the secretary of the Company appointed in accordance with the Corporations Act and this Constitution (or any of them if more than one).

‘Constitution’ means this constitution as amended from time to time and a reference to a particular **‘clause’** of this Constitution has a corresponding meaning.

‘Corporations Act’ means the *Corporations Act 2001* (Cth) or any statutory amendment modification or re-enactment for the time being in force.

‘Deputy Chair’ means the Director (if any) elected as the Company’s deputy chairperson.

‘Director’ means a person holding office as a director of the Company in accordance with the Corporations Act and this Constitution, and where appropriate includes an alternate director.

‘Founding members’ means the medical science professional organisations named in the application for registration of the Company , with their consent, as a proposed member of the Company at the time of incorporation.

‘General Meeting’ means a meeting of Members and includes the annual general meeting of the Company in accordance with this Constitution.

‘Governmental Agency’ means any government or any governmental, semi-governmental, administrative, fiscal or judicial body, department, commission, authority, tribunal, agency or entity.

‘Level of Membership’ means the level(s) of Membership of the Company set out in clause 10.9.

‘Medical Laboratory Scientific Worker or Workforce’ means any one or more individuals who hold a qualification that enables them to work as a medical laboratory scientist or technician in Australia at a level relevant to their qualification.

‘Meeting of Directors’ means a meeting of the Board held in accordance with the Corporations Act and this Constitution.

‘Member’ means a member of the Company being any one or more of the professional associations who has been accepted by the Board as a member in accordance with this Constitution.

‘Member’s Representative’ means a nominee of a Member who has been endorsed by that Member to vote on behalf of its constituents and appointed in accordance with clause 11 (Member Representatives).

‘National Law’ means the *Health Practitioner Regulation National Law* as enacted in each participating jurisdiction in Australia, and any associated regulations, as amended from time to time.

‘Register of Members’ means the register of Members of the Company as required under the Corporations Act.

‘Register of Certificants’ means the register in which the names and details of certified Medical Laboratory Scientific Workers are recorded.

‘Seal’ means the common seal of the Company (if any).

‘Special Resolution’ means a resolution passed in General Meeting by 75% of the Members and/or Members’ Representatives who, being entitled to vote, vote in person or by proxy or in any other manner authorised by the Constitution or the Corporations Act.

3.2. In this Constitution:

- (a) the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- (b) a word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this Constitution.
- (c) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

4. Exclusion of Replaceable Rules

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

5. Purpose

5.1. The Company is an independent organisation established for the advancement of science through the assessment and recognition of the competence of eligible individuals participating in the Medical Laboratory Scientific Workforce in Australia.

6. Objects

- 6.1. The Company is a member-based association with the objective of the advancement of science. The Company operates with the understanding and delivery of medical services and will establish and implement professional standards for those individuals using their scientific knowledge in medical fields for the benefit and protection of the community.
- 6.2. Consistent with its purpose, the Company will achieve this objective by promoting the highest standards of professional competence in medical laboratory science, and its application in medicine, through any one or more of the following non-exhaustive list of activities:
 - 6.2.1. Provide a comprehensive competency-based individual certification service, in line with relevant national medical laboratory accreditation standards, assuring industry and regulatory authorities that the services provided by certified participants are safe and minimise risk, including:
 - i. Defining classes of certification, and competency assessment requirements for each class of certification;
 - ii. Certificating candidates who meet the certification requirements; and
 - iii. Taking appropriate steps to ensure continuing competence of the Company-certified Medical Laboratory Scientific Workforce, including (but not limited to) keeping them informed on important matters that may affect them, such as performance monitoring, continued professional development and monitoring of professional conduct.
 - 6.2.2. To promote and maintain the Company’s professional and ethical standards of practice, including:
 - i. Develop, review and maintain a list of relevant qualifications suitable to achieve initial entry to Medical Laboratory Scientific Workforce certification;
 - ii. Develop and maintain competency frameworks to underpin the assessment requirements for a Medical Laboratory Scientific Workforce certification scheme.

- iii. Develop and promote risk-based assessment tools and guidelines to be used by employers and supervisors of the Medical Laboratory Scientific Workforce to assess and recognise competence.
- 6.2.3. Advise and make recommendations to relevant regulatory agencies and assessment bodies relating to the certification of the Medical Laboratory Scientific Workforce.
- 6.2.4. Promote the career pathway for the workforce by defining the competencies required for progression
- 6.2.5. Provide information, guidance and advice to Governmental Agencies, employers and other relevant organisations relating to law and policy regarding competency requirements for the certification of the Medical Laboratory Scientific Workforce.
- 6.2.6. To establish and maintain relationships with organisations having objects and functions in whole or in part similar to the objects and functions of the Company.
- 6.2.7. To act on the reasonable direction of Members of the Company consistent with the objects and purpose of the Company.

7. Application of Income and Property

- 7.1. Subject to clause 7.2, the profit, income and property of the Company shall be applied solely towards the promotion of the Objects and no portion of that profit, income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members (past or present) or to any person claiming through any of them or by way of Directors' fees to Board members, except as provided in clause 7.2.
- 7.2. Nothing contained in clause 7.1 shall prevent:
 - 7.2.1. The payment in good faith of remuneration to any officers, servants or employees of the Company or to any Member, Director, or other person in return for any services actually rendered to the Company that are approved by the Board or reimbursement of out-of-pocket expenses.
 - 7.2.2. The repayment of money advanced by any Member to or for the purposes of the Company.
 - 7.2.3. The payment of interest at a rate not exceeding the rate for the time being charged on overdraft accounts exceeding \$100,000.00 by the Company's bankers on money lent to the Company by any Member for the purposes of the Company.
 - 7.2.4. The payment of reasonable and proper rent for premises leased or otherwise made available to the Company by any Member.

8. Liability of Members

The liability of the Members is limited to the amount of the guarantee in clause 9.

9. Contribution of Members on Winding Up

Each Member undertakes to contribute to the assets of the Company in the event of the Company being wound up while they are a Member, or within one year of ceasing to be a Member, an amount not exceeding fifty dollars (\$50.00) (the guarantee), for the payment of the debts and liabilities of the Company incurred whilst the Member or past Member, as the case may be, was a Member, and the costs of winding up and for the adjustment of the rights of the contributors amongst themselves.

MEMBERSHIP

10. Eligibility, Application and Admission

Members

- 10.1. The Members of the Company are:
 - 10.1.1. The Founding Member(s); and
 - 10.1.2. Any other professional incorporated or unincorporated organisation that the Directors allow to be a Member, in accordance with this Constitution.
- 10.2. An incorporated or unincorporated entity who supports the objects of the Company under clause 6 is eligible to apply to be a Member provided that they write to the Company Secretary to make an application for membership in the manner prescribed by the Board from time to time, and stating that they:
 - 10.2.1. want to become a Member;
 - 10.2.2. support the Objects of the Company;
 - 10.2.3. provide the consent of the applicant and a nomination in writing signed by an approved representative on behalf of the applicant;
 - 10.2.4. agree to provide the guarantee under clause 9; and
 - 10.2.5. agree to be bound by this Constitution and remain a Member unless their Membership ends and they are removed by notice in accordance with the Constitution.
- 10.3. Within thirty (30) calendar days of receipt of an application the Directors must consider the application and the Company Secretary will notify the applicant in writing that: a) the Directors have approved the applicant for membership of the Company and their Level of Membership and will request the applicant to forward the first year's membership fees, if online or monthly periodic payment has not already been arranged; or b) the Directors have not approved the applicant for membership stating the reasons for refusal.
- 10.4. On receipt of the payment of the required membership fees, the Company Secretary will enter the applicant's name, address and the date of entry in the Register of Members to be kept by the Company Secretary and from that date the applicant becomes a Member of the Company.
- 10.5. An annual subscription fee will be charged or levied upon Members or nominees for Membership according to the Level of Membership, as listed from time to time in the Company By Laws.
- 10.6. Annual subscriptions shall be due and payable as determined by the Board.
- 10.7. If a Member fails to pay to the Company the subscription payable within two months after the date upon which such subscription is payable, the Member's membership shall cease or be suspended, as the case may be, but may be reinstated by the Board in its absolute discretion and upon such terms and conditions as it may see fit.
- 10.8. Upon a Member's membership ceasing, they shall cease to be entitled to vote or have any interest in any of the property or assets of the Company but shall still be liable to pay to the Company all amounts owing to it at the date of their cessation. Any such amounts may be recovered by the Company in any court of competent jurisdiction as a debt due and owing to the Company.
- 10.9. Levels of Membership:
 - 10.9.1. Level 1 Member (1,000 or more eligible Medical Laboratory Scientific Workforce constituents);

- 10.9.2. Level 2 Member (300-999 eligible Medical Laboratory Scientific Workforce constituents); and
- 10.9.3. Level 3 Member (less than 300 eligible Medical Laboratory Scientific Workforce constituents).

11. Member Representatives

- 11.1. A Member may, subject to clauses 11.2, 11.3 and 11.4, appoint as its representative:
 - 11.1.1. An eligible natural person(s) in accordance with their Level of Membership and clause 12.2 to represent the Member at meetings and to sign circular resolutions under clause 27, and
 - 11.1.2. the same person or another person for the purpose of being appointed or elected as a Director.
- 11.2. A Member is entitled to nominate representative(s) (Member Representative) in accordance with their Level of Membership, as follows:
 - 11.2.1. Level 1 Member (1,000 or more eligible Medical Laboratory Scientific Workforce members) – can nominate up to three Member Representatives.
 - 11.2.2. Level 2 Member (300-999 eligible Medical Laboratory Scientific Workforce members) – can nominate up to two Member Representatives .
 - 11.2.3. Level 3 Member (less than 300 eligible Medical Laboratory Scientific Workforce members) – can nominate one Member Representative.
- 11.3. The appointment of a representative by a Member must:
 - 11.3.1. be in writing in the manner prescribed by the Board from time to time;
 - 11.3.2. include the name of the representative;
 - 11.3.3. include the representative’s consent to the appointment and evidence of their commitment to the Objects of the Company as may be required by the Board from time to time;
 - 11.3.4. be signed on behalf of the Member; and
 - 11.3.5. be given to the **Company** or, for representation at a meeting, be given to the Chair before the meeting starts.
- 11.4. A natural person is eligible to be appointed a Member Representative if they:
 - 11.4.1. Are a Medical Laboratory Scientific Worker ;
 - 11.4.2. Consent to the appointment and agree to be bound by this Constitution;
 - 11.4.3. The nominating Member has not exceeded the number of Member Representatives it is entitled to appoint under this clause.
- 11.5. The Board may not decline any nomination for a Member Representative that meets the requirements of clause 12.1 but must decline any nomination if the nominating Member has already nominated the full number of Member Representatives they are entitled to nominate and it is not intended that the nominee will take the place of an existing Member’s Representative nominated by that Member.
- 11.6. Where an individual ceases to be a Member Nominee pursuant to clause 15, the nominating Member is required to:
 - 11.6.1. Nominate a person in place of that representative, in accordance with these clauses, within sixty (60) days of giving or receiving notice (as the case may be) related to such cessation; or
 - 11.6.2. Give notice to the Company Secretary that it waives its entitlement to make such a nomination on that occasion.

12. Register of Members

- 12.1. The Company must establish and maintain a Register of Members at the registered office.
- 12.2. When an applicant has been accepted for membership the Company Secretary must cause the Member's name to be entered in the Register and must send to the Member written notice of the acceptance.
- 12.3. The Register shall set out:
 - 12.3.1. For each current Member, their name, physical address, any alternative address nominated for the service of notices (physical and email), the date the Member was entered into the Register, appointed Member Representatives from time to time, the status of each Member and shall contain such further particulars as the Board may at any time prescribe; and
 - 12.3.2. For each member who stopped being a Member in the last 7 years, the information set out in clause 12.3.1 and the dates the membership started and ended.
- 12.4. The rights of any Member will not be transferable.
- 12.5. The Company must give current Members access to the Register of Members.
- 12.6. Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members.

13. Cessation of Membership

- 13.1. Membership of the Company will cease upon any one or more of the following:
 - 13.1.1. The Company Secretary receiving from the Member, a letter giving notice of resignation in accordance with clause 14.2;
 - 13.1.2. The Member is wound up or otherwise dissolved or deregistered;
 - 13.1.3. The Member being absent (that is, where the Member's Representative or all of them if more than one is appointed, is absent) without due cause or leave from three successive General Meetings or meetings of the Board or any committee thereof, of which that Member is a member, and the Board considers, in its discretion, that the Member should forfeit their membership of the Company.
 - 13.1.4. A resolution is made to end a Member's membership in accordance with clause 17.
- 13.2. Any Member that wishes to resign shall give the Company Secretary one month's notice in writing of the Member's intention to resign and the resignation will take effect at the end of such period.
- 13.3. A Member whose membership of the Company ceases pursuant to clause 14.1 will be liable for all moneys due by that Member to the Company in addition to any sum not exceeding fifty dollars (\$50.00) for which the Member is liable under this Constitution.
- 13.4. A Member whose membership ceases pursuant to clause 14.1 must not make any claim, monetary or otherwise, on the Company, its funds or property, except if they are a genuine creditor of the Company.
- 13.5. Any organisation that for any reason ceases to be a Member must no longer represent themselves in any manner as being a Member.
- 13.6. Any organisation that for any reason ceases to be a Member immediately loses all voting and other rights and entitlements enjoyed by Members generally.

14. Cessation of Member Representation

- 14.1. Appointment as a Member Representative to the Company will cease upon any one or more of the following:

- 14.1.1. The Company Secretary receiving from the Member, a letter giving notice of the removal of the relevant Member Representative.
- 14.1.2. The death of the Member Representative.
- 14.1.3. The Member Representative becoming of unsound mind or is liable to be dealt with in any way under the law relating to mental health and the Board considers, in its discretion, that the Member Representative should have their appointment cancelled (in which instance the Company Secretary shall ensure the nominating Member is given prompt notice).
- 14.2. Any Member Representative who wishes to resign shall give the Company Secretary and the relevant Member organisation one month's notice in writing of the Member Representative's intention to resign and the resignation will take effect at the end of such period.
- 14.3. Any person who for any reason ceases to be a Member Representative must no longer represent themselves in any manner as being a Member Representative (except to the extent that they may remain noted as a Member Representative on the Register of Members of the Company until replaced by a new Member Representative).
- 14.4. Any person who for any reason ceases to be a Member Representative immediately loses all voting and other rights and entitlements enjoyed by Member Representatives generally.

15. Dispute resolution

- 15.1. The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a Member or Director and:
 - 15.1.1. one or more Members (or their Member Representative(s) as the case may be),
 - 15.1.2. one or more Directors, or
 - 15.1.3. the Company.
- 15.2. A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 16 until the disciplinary procedure is completed.
- 15.3. Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 15.4. If those involved in the dispute do not resolve it under clause 15.3, they must within 10 days:
 - 15.4.1. tell the Directors about the dispute in writing,
 - 15.4.2. agree or request that a mediator be appointed, and
 - 15.4.3. attempt in good faith to settle the dispute by mediation.
- 15.5. The mediator must:
 - 15.5.1. be chosen by agreement of those involved, or
 - 15.5.2. where those involved do not agree:
 - i. for disputes between Members, a person chosen by the Directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **Company** has its registered office.
- 15.6. A mediator chosen by the Directors under clause 16.5.2(i):
 - 15.6.1. may be a Member or former member of the Company,
 - 15.6.2. must not have a personal interest in the dispute, and
 - 15.6.3. must not be biased towards or against anyone involved in the dispute.
- 15.7. When conducting the mediation, the mediator must:
 - 15.7.1. allow those involved a reasonable chance to be heard,

- 15.7.2. allow those involved a reasonable chance to review any written statements,
- 15.7.3. ensure that those involved are given natural justice, and
- 15.7.4. not make a decision on the dispute.

16. Disciplining members

- 16.1. In accordance with this clause, the Directors may resolve to warn, suspend or expel a Member from the Company if the Directors consider that:
 - 16.1.1. the Member (or a Member's Representative as the case may be) has breached this Constitution, or
 - 16.1.2. the Member's (or a Member's Representative, as the case may be) behaviour is causing, has caused, or is likely to cause harm to the Company.
- 16.2. At least 14 days before the directors' meeting at which a resolution under clause 16.1 will be considered, the Company Secretary must notify the Member in writing:
 - 16.2.1. that the Directors are considering a resolution to warn, suspend or expel the Member;
 - 16.2.2. that this resolution will be considered at a Directors' meeting and the date of that meeting;
 - 16.2.3. what the Member (or the Member's Representative as the case may be) is said to have done or not done;
 - 16.2.4. the nature of the resolution that has been proposed,; and
 - 16.2.5. that the Member may provide an explanation to the Directors, and details of how to do so.
- 16.3. Before the Directors pass any resolution under clause 16.1, the Member must be given a chance to explain or defend themselves by:
 - 16.3.1. sending the Directors a written explanation before that Directors' meeting, and/or
 - 16.3.2. speaking at the meeting.
- 16.4. After considering any explanation under clause 16.3, the Directors may:
 - 16.4.1. take no further action,
 - 16.4.2. warn the Member,
 - 16.4.3. suspend the Member's rights as a Member for a period of no more than 12 months,
 - 16.4.4. expel the Member
 - 16.4.5. refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - 16.4.6. require the matter to be determined at a General Meeting.
- 16.5. The Directors cannot fine a Member.
- 16.6. The Company Secretary must give written notice to the Member of the decision under clause 16.4 as soon as possible.
- 16.7. Disciplinary procedures must be completed as soon as reasonably practical.
- 16.8. There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

MEETINGS OF MEMBERS

18. Annual General Meeting

- 18.1. Subject to the Corporations Act, a General Meeting called the annual General Meeting must be held within 18 months after registration of the Company and then at least once in every

calendar year and within the period of five (5) months after the end of the financial year at such time and place as may be determined by the Directors.

- 18.2. The business of the annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
 - 18.2.1. The consideration of the Company's activities and finances including the annual financial report, Directors' report and auditors' report or any other statement of income and expenditure and the balance sheet of the Company and report of the Board for the past year.
 - 18.2.2. The appointment of Directors.
 - 18.2.3. The appointment of the auditor.
 - 18.2.4. The fixing of the auditor's remuneration.
- 18.3. The business of the annual General Meeting may also include the consideration of any other business the Board or any Member using the procedure set out in clause 18.4 brings before the annual General Meeting and any other business which may be lawfully transacted at the annual General Meeting.
- 18.4. Any Member intending to bring any motion or business before an annual General Meeting which does not relate to the ordinary business of the Company must give written notice of that Member's intention to the Board not less than 28 days before the day of the meeting.
- 18.5. No motion or business other than the motion or business brought before the annual General Meeting by the Board will come before the annual General Meeting unless the proper notice of the motion or business by the Member pursuant to clause 18.4 has been given.
- 18.6. Before or at the annual General Meeting, the Directors must give information to the Members on the Company's activities and finances during the period since the last annual General Meeting.
- 18.7. The Chair of the annual General Meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

19. Convening General Meetings

- 19.1. The Directors whenever they think fit may convene a General Meeting.
- 19.2. The Directors must convene a General Meeting on the request of Members with at least 5% of the votes that may be cast at a General Meeting, in accordance with section 249D of the Corporations Act and if such General Meeting is not convened within 21 days, then the Members with at least half of the votes of those making the request can convene such General Meeting in accordance with section 249E of the Corporations Act.
- 19.3. Any General Meeting convened by Members, will be held at the location determined by the Member acting reasonably.

20. Notice of General Meetings

- 20.1. A notice of a General Meeting must specify all of the following:
 - 20.1.1. The place, the day and the 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).
 - 20.1.2. The general nature of the business to be transacted at the meeting.
 - 20.1.3. Such other information as is required by section 249L of the Corporations Act.

- 20.1.4. The Company may hold a meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 20.2. Subject to the provisions of the Corporations Act relating to agreements for shorter notice, at least 21 days' notice must be given of a meeting of the Company's Members.
- 20.3. Subject to clause 14.4, notice of every meeting of the Company's Members must be given in the manner authorised by clause 55 to all of the following:
 - 20.3.1. Every Member Representative and every Director
 - 20.3.2. The auditor for the time being of the Company (if any).
- 20.4. No person other than those specified in clause 20.3 is entitled to receive notices of meetings of the Members.

21. Chairperson of General Meetings

- 21.1. Subject to clauses 21.2 and 21.3 the Chair is entitled to preside as chairperson at every General Meeting.
- 21.2. If there is no Chair or the Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the Deputy Chair must be the chairperson of the General Meeting.
- 21.3. If there is no Deputy Chair or the Deputy Chair is not present or is present but is unwilling to act for all or part of the meeting, the Members present must elect one of their Members to be chairperson of the meeting (or part of it).
- 21.4. The Chair is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

22. Quorum for General Meetings

- 22.1. No business must be transacted at any General Meeting unless a quorum is present (in person, by proxy or by representative) at the time when the meeting proceeds to business.
- 22.2. A quorum for a General Meeting is five (5) Member Representatives, from a minimum of three (3) Members.
- 22.3. For the purpose of determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one Member or a Member's Representative as the case may be).

23. Adjournment of General Meetings

- 23.1. If a quorum is not present within one hour from the time appointed for the General Meeting:
 - 23.1.1. Where the General Meeting was convened upon the request of Members - the General Meeting will be dissolved.
 - 23.1.2. In any other case:
 - 23.1.2.1. The General Meeting will stand adjourned to such day, and at such time and place, as the Chair determines or, if no determination is made by the Chair, to the same day in the next week at the same time and place.
 - 23.1.2.2. If at the adjourned General Meeting a quorum is not present within one hour from the time appointed for the adjourned General Meeting, then the General Meeting will be dissolved.

- 23.2. If at a General Meeting the whole of the business before the General Meeting is not completed the Chair of the General Meeting may with the consent of the General Meeting adjourn it to any other time and place.
- 23.3. The Chair must adjourn a General Meeting from time to time and from place to place if the Members present with a majority of votes that may be cast at that meeting agree or direct the Chair to do so. No business must be transacted at any adjourned meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- 23.4. When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.
- 23.5. Except as provided by clause 23.4, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24. Disclosure of Member's Interests

- 24.1. A Member or Member Representative who has a material personal interest in a matter that relates to the affairs of the Company being considered at a General Meeting, must give the other Members (and to their Member Representatives) notice of the interest unless one or more of the following apply:
 - 24.1.1. The interest arises because the Member is a member of the Company and the interest is held in common with the other Members.
 - 24.1.2. The interest arises merely because the Member is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Company or has a right of subrogation under such guarantee or indemnity.
 - 24.1.3. The Members are aware of the nature and extent of the interest and its relationship to the affairs of the Company.
 - 24.1.4. The Member has already given notice of the nature and extent of the interest and its relationship to the affairs of the Company and the composition of the Members and the nature or extent of the interest have not changed since such notice was given.

25. Voting at General Meetings

- 25.1. At any General Meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless, before a vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by the Chair of the General Meeting or at least two of the Members present in person or by proxy.
- 25.2. Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the record containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 25.3. The demand for a poll may be withdrawn.
- 25.4. If a poll is duly demanded, it must be taken in such a manner (including by way of postal vote) as the Chair directs and, unless the meeting is adjourned, the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- 25.5. A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- 25.6. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

- 25.7. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of General Meeting at which the show of hands takes place or at which the poll is demanded will have a casting vote in addition to any vote the Chair may have in his or her capacity as a Member.
- 25.8. Subject to any rights or restrictions for the time being attached to any Member (or their Member Representative(s) as the case may be):
- 25.8.1. At meetings of the Company's Members or classes of Members, each Member (or their Member Representative(s)) who is entitled to vote may vote in person or by proxy or attorney or representative.
- 25.8.2. On a show of hands every person present who is a Member (or Member's Representative) or a proxy or representative of a Member or the Member Representative has one vote, and on a poll every person who is a Member or Member Representative present in person or by proxy or attorney or representative has one vote.
- 25.9. If a membership is held jointly and more than one such joint Member votes, only the vote of the Member whose name appears first in the Register counts.
- 25.10. A Member is not entitled to vote at a General Meeting unless all sums payable at that time by him or her in respect of the Company have been paid.
- 25.11. Objections
- 25.11.1. An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected is given or tendered.
- 25.11.2. Any such objection must be referred to the Chair, whose decision is final.
- 25.11.3. A vote not disallowed pursuant to such an objection is valid for all purposes.

26. Proxies

- 26.1. In this clause, reference to a Member includes their Member's Representative(s).
- 26.2. A Member who is entitled to attend and cast a vote at a meeting of the Company's Members may appoint a person (whether or not a Member) as the Member's proxy to attend and vote for the Member at the meeting.
- 26.3. Instruments appointing proxies
- 26.3.1. An instrument appointing a proxy must be in writing under the hand of the appointer or of their attorney duly authorised in writing or, if the appointer is a corporation, either under seal or executed in accordance with the Corporations Act or under the hand of an officer or attorney duly authorised.
- 26.3.2. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- 26.3.3. An instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.
- 26.4. An instrument appointing a proxy must be in the following form or in a form that is as similar to the following form as the circumstances allow:

The Australian Council for Certification of Medical Laboratory Scientific Workforce Ltd
ACN ###

I/We being a Member/Members of the
abovenamed Company appoint of

..... or, in his/her absence, of
..... as my/our proxy to vote for me/us on my/our behalf at the
meeting of the Company's members of the Company to be held on the day of
....., 20.. and at any adjournment of that meeting.

This form is to be used * in favour of / * against the resolution

SIGNED this day of, 20..

* Strike out whichever is not desired # To be inserted if desired

- 26.5. An instrument appointing a proxy must not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a certified copy of that power or authority, is or are deposited not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, at the registered office of the Company or at such other place in Australia as is specified for that purpose in the notice convening the meeting.
- 26.6. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, or the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness or mind or revocation has been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

27. Circular Resolution of Members

- 27.1. Subject to clause 27.3, the Directors may put a resolution to the Members to pass without a General Meeting being held (a circular resolution).
- 27.2. The Directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members, and set out the wording of the resolution.
- 27.3. Circular resolutions cannot be used:
- (d) for a resolution to remove an auditor, appoint a Director or remove a Director
 - (e) for passing a special resolution, or
 - (f) where the Corporations Act or this Constitution requires a meeting to be held.
- 27.4. A circular resolution is passed if all the Members (and all Member Representatives) entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 27.5 or clause 27.6.
- 27.5. Members may sign:
- (g) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (h) separate copies of that document, as long as the wording is the same in each copy.
- 27.6. The Company may send a circular resolution by email to Members and Members (and all Member Representatives) may agree by sending a reply email to that effect, including the text of the resolution in their reply.

DIRECTORS

28. Appointment and Removal of Directors

- 28.1. The number of Directors must be not less than five (5) and no more than nine (9).

- 28.2. The initial Directors are the people who have agreed to act as Directors and who are named as Directors in the application for registration of the Company.
- 28.3. Apart from the initial Directors, the Members may elect a Director by resolution passed at a General Meeting.
- 28.4. A person is eligible for election as a Director if they:
- 28.4.1. are eligible to be appointed under clause 28.6.1 or clause 28.6.2 and are nominated by two Members or the Member Representatives of two Members entitled to vote (unless the person was previously elected as a Director at a General Meeting and has been a Director since that meeting); or
 - 28.4.2. are eligible to be appointed under clause 28.6.3 or 28.6.4; and
 - 28.4.3. give the Company their written consent to act as a Director prior to their appointment; and
 - 28.4.4. are not ineligible to be a Director under the Corporations Act or clause 32.3 of this Constitution.
- 28.5. The Directors may appoint a person as a Director to fill a casual vacancy or as a Director under clauses 28.6.3 and 28.6.4, if that person:
- 28.5.1. gives the Company their written consent to act as a Director prior to their appointment; and
 - 28.5.2. is not ineligible to be a Director under the Corporations Act or clause 32.3 of this Constitution.
- 28.6. The Board of Directors will, to the extent that an eligible person is available in the relevant category, consist of:
- 28.6.1. One Member's Representative from each Level 1 Member ;
 - 28.6.2. Up to three Member's Representatives from Level 2, or Level 3 Members
 - 28.6.3. One person who is a community representative nominated and appointed by the Board; and
 - 28.6.4. Up to a maximum of four additional persons nominated and appointed by the Board, for the purpose of ensuring it has suitable qualifications, skills and experience to discharge its functions from time to time ("independent director(s)").
- 28.7. The Company may from time to time by resolution passed at a General Meeting fix the number of Directors or increase or reduce the number of Directors (but so that the number shall be not less than five (5)) and may also determine in what rotation (if any) the increased or reduced number is to go out of office.
- 28.8. A Director must have the suitable qualifications, skills and experience to discharge the function of a Director to meet the requirements of the Constitution as determined by the Board from time to time.
- 28.9. If the office of a Director becomes vacant, the continuing Directors may continue to act unless the number falls below the minimum number. In that case, the continuing Directors may act only in one or more of the following circumstances:
- 28.9.1. For the purpose of increasing the number of Directors to five (or higher if required for a quorum).
 - 28.9.2. To call a General Meeting.
- 28.10. The Company may from time to time by resolution passed at a General Meeting remove any Director.
- 28.11. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act, the office of a Director becomes vacant in any one or more of the following circumstances where:

- 28.11.1. The Director becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- 28.11.2. The Director resigns his or her office by notice in writing to the Company.
- 28.11.3. The Director is absent without leave from three (3) consecutive meetings of the Board.
- 28.11.4. The Director without the consent of the Company in General Meeting holds any other office of profit under the Company.
- 28.11.5. The Director is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest as required by clause 43.
- 28.11.6. In regard to a Director holding office as Member Representative pursuant to clause 28.6, where the person ceases to be a Member Representative pursuant to clause 14.

29. Schedule of transitional arrangements for the Board

- 29.1. The term of appointment of the initial Directors shall continue until the 2020 inaugural annual General Meeting, unless the term of appointment ceases earlier pursuant to this Constitution. All initial Directors, if eligible, may stand for re-election as a Director at the inaugural annual General Meeting.
- 29.2. After the inaugural annual General Meeting and appointment of Directors according to the requirements of this Constitution, these transitional arrangements in this clause 29 shall no longer apply.

30. Chair and the Deputy Chair

The Directors must elect a Director as a Chair and a Deputy Chair. The Chair and Deputy Chair shall hold office until their current term as Director expires. Any Chair or Deputy Chair may be reappointed to that office for a second consecutive term (but not a third consecutive term).

31. Defects in Appointment of Directors

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or to be a member of the committee, or to act as a Director, or that a person so appointed was disqualified, are as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

32. Rotation of Directors

- 32.1. . The initial Directors shall hold office until the inaugural annual General Meeting, at which time they may be re-elected as a Director in accordance with this Constitution or their appointment shall otherwise cease.
- 32.2. On the election of Directors at the inaugural annual General Meeting, a Director's term of office shall be determined by lot in the order stated as follows, such that (assuming the maximum possible number of Directors are elected, otherwise this clause is to be read in context of the numbers elected in each category):
 - 32.2.1.1. Of the directors appointed pursuant to clauses 28.6.2 and 28.6.3, the first one shall serve an initial term of one (1) year, the following two shall serve an initial term of two (2) years, and the remaining two shall serve an initial term of three (3) years;

- 32.2.1.2. Of the directors appointed pursuant to clause 28.6.1 and 28.6.4, the first one shall serve an initial term of one (1) year, the following two shall serve an initial term of two (2) years, and the remaining one shall serve an initial term of three (3) years.
- 32.3. Directors confirmed pursuant to clause 28 will be eligible to hold office and re-appointed for a further one (1) term of three (3) years and not longer, subject to clause 32.7.
- 32.4. Directors appointed by Members at a General Meeting shall be eligible for re-appointment at the first General Meeting following the end of their term, subject to the other provisions of this clause. Such Director shall provide a written consent to the Company to be re-appointed prior to the relevant General Meeting and must be re-appointed by resolution passed at that General Meeting.
- 32.5. Directors appointed by the Board shall be eligible for re-appointment by the Board at its first meeting following the end of their term, subject to the other provisions of this clause. Such Director shall provide a written consent to the Company to be re-appointed prior to the relevant Board Meeting to be eligible for re-appointment by resolution of the Board at that meeting.
- 32.6. A Director retiring pursuant to this clause 32 will retain office until the dissolution or adjournment of the meeting at which such Director's successor is appointed.
- 32.7. Nothing in this clause prevents a person, who is a former Director of the Company, from being at some future point again appointed a Director, so long as that person did not hold office immediately before the most recent proposed appointment and is otherwise eligible for appointment pursuant to this Constitution and in accordance with law.

33. Remuneration of Directors

The Directors must not be paid by way of remuneration for their services as a Director other than in the following circumstances:

- 33.1. Payment of fees and reimbursement of out-of-pocket expenses incurred in carrying out the duties of a Director in accordance with specific provisions resolved by the Board.
- 33.2. Payment for any service rendered to the Company in a professional or technical capacity, other than as a Director, where the provision of that service has the approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms.
- 33.3. Payment as an employee of the Company will be made where the terms of employment have been approved by resolution of the Board.
- 33.4. The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this Constitution.

34. Powers and Duties of Directors

- 34.1. Subject to the Corporations Act and to any other provision of this Constitution, the business of the Company will be managed by the Directors, who may pay all expenses incurred.
- 34.2. Without limiting the generality of clause 34.1, the Board may exercise all such powers and do all such acts and things as the Board is required by this Constitution, the Act or is otherwise authorised to exercise and do and which are not by this Constitution or by the Act directed or required to be exercised or done by the Members.
- 34.3. In addition, the Board shall have all the powers and authorities expressly conferred on the Board by this Constitution and by any resolution of the Members in a General Meeting.

- 34.4. The Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- 34.5. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
- 34.6. All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or executed, as the case may be, in such manner as the Directors determine.
- 34.7. The Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a Members' resolution at a General Meeting.
- 34.8. Subject to clause 40, the Directors may delegate any of their powers and functions to a Committee, a Director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate. The delegation must be recorded in the Company's minute book.
- 34.9. The Directors must comply with their duties as directors under legislation and common law (judge made law).

DIRECTORS' MEETINGS

35. Purpose and Place of Directors' Meetings

The Board of Directors may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit. The Board may meet for the transaction of business at such times or places as it from time to time determines.

36. Convening Directors' Meetings

The Board may at any time, and a Company Secretary must on the requisition of a Director on giving reasonable notice to all other Directors, convene a meeting of the Directors.

37. Quorum for Directors' Meetings

At a meeting of the Directors, the number of Directors whose presence is necessary to constitute a quorum is one half of the number of Directors holding office (rounded up to the next whole number) plus one, provided that, subject to clause 43, each such person is a Director entitled under the law to vote on a motion that may be moved at that meeting. A quorum must be present for the whole Directors' meeting.

38. Chair for Directors' meetings

- 38.1. The Chair, or the Deputy Chair in the Chair's absence, is entitled to chair Directors' meetings.
- 38.2. The Directors at a Directors' meeting may choose a Director to be the chairperson for that meeting if the Chair or Deputy Chair is:
- (i) not present within 30 minutes after the starting time set for the meeting, or
 - (j) present but does not want to act as chairperson of the meeting.

39. Voting at Directors' Meetings

- 39.1. Subject to this Constitution, questions arising at a meeting of Directors will be decided by a majority of votes of Directors present and eligible to vote and any such decision will for all purposes be deemed a decision of the Directors.
- 39.2. In the case of an equality of votes, the Chair will have a casting vote in addition to any deliberative vote the Chair may have in their capacity as a Director.

40. Committees and Delegation of Powers

- 40.1. The Board may delegate any of their powers (except this power of delegation) to a committee or committees consisting of such number of Directors and non-Directors as they think fit provided that at least one Director is a member of any committee formed.
- 40.2. The committees may include any considered appropriate for the good governance of the Company. The terms of reference of each committee will be determined by the Board.
- 40.3. A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of and within any limits set by the Board, and a power so exercised will be deemed to have been exercised by the Directors.
- 40.4. The members of such a committee may elect one of their number as chairperson of their meetings.
- 40.5. Where such a meeting is held and a chairperson has not been elected or the person so elected is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the members present must elect one of their number to be chairperson of the meeting or part of it.
- 40.6. A committee may meet and adjourn as it thinks proper.
- 40.7. Questions arising at a meeting of a committee must be determined by a majority of votes of the members present and voting.
- 40.8. In the case of an equality of votes, the chairperson will have a casting vote in addition to any deliberative vote the chairperson may have in his or her capacity as a committee member.
- 40.9. The Board may from time to time by resolution invite representatives of any corporation, association, organisation, group, university or any branch, Department of Government (either Federal, State or Municipal) or any other person to attend a committee meeting. Any such representative or person so invited shall have the right to attend that committee meeting and, with the consent of the committee chairperson, may take part in all discussions but shall not be entitled to vote.
- 40.10. Without limiting this clause 40 the Directors will establish a committee to administer the certification service and any other such committee that the Directors consider necessary or expedient to undertake the objects of the Company from time to time.
- 40.11. The Board may make by-laws concerning any committee or subcommittee it has established, including with respect to (non-exhaustively):
 - 40.11.1. the particular functions and responsibilities assigned to a committee or subcommittee from time to time;
 - 40.11.2. eligibility for membership,
 - 40.11.3. term of member appointment,
 - 40.11.4. appointment of substitute members
 - 40.11.5. the vacation of the office of a member of a committee or subcommittee; and
 - 40.11.6. quorum of a meeting of members of a committee or subcommittee.

40.12. The Directors may from time to time discontinue any committee or subcommittee it has established.

41. Electronic Meetings of Directors

- 41.1. Without limiting the generality of clause 35, a meeting of Directors may be called or held using any technology consented to by all the Directors. A consent of a Director for the purposes of this clause may be a standing one. A Director may only withdraw his or her consent within a reasonable time before the meeting of Directors.
- 41.2. For the purposes of this Constitution, the contemporaneous linking together by an instantaneous communication device of a number of Directors not less than the quorum will be deemed to constitute a meeting of the Directors, and all the provisions of this Constitution as to meetings of the Directors will apply to any such meeting held by an instantaneous communication device so long as the following conditions are met:
- 41.2.1. All the Directors for the time being entitled to receive notice of the meeting of Directors (including any alternate for any Director) will be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting must be given on the instantaneous communication device or in any other manner permitted by this Constitution, and
 - 41.2.2. Each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each of the other Directors taking part at the commencement of the meeting.
- 41.3. A Director may not leave a meeting held by an instantaneous communication device by disconnecting his instantaneous communication device unless he or she has previously expressly notified the chairperson of the meeting of his or her intention to leave the meeting, and a Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his or her leaving the meeting.
- 41.4. A minute of the proceedings at meetings held by an instantaneous communication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting.
- 41.5. For the purpose of this clause 'instantaneous communication device' includes telephone, television or any other audio or visual device that permits instantaneous communication.

42. Circulating Resolutions

- 42.1. The Directors may pass a circular resolution without a Directors' meeting being held.
- 42.2. A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 42.3 or clause 42.4.
- 42.3. Each Director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 42.4. The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

42.5. A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 42.3 or clause 42.4.

43. Conflicts of Interest

Subject to this Constitution (including in particular clause 33) and the Corporations Act:

- 43.1. A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):
- 43.1.1. to the other Directors, or
 - 43.1.2. if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.
- 43.2. The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 43.3. Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clause 43.4:
- 43.3.1. be present at the meeting while the matter is being discussed, or
 - 43.3.2. vote on the matter.
- 43.4. A Director may still be present and vote if:
- 43.4.1. their interest arises because they are a Member of the Company, and the other Members have the same interest,
 - 43.4.2. their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the director incurs as a director of the Company,
 - 43.4.3. their interest relates to an indemnity payment by the Company under this Constitution, or any contract relating to an indemnity that is allowed under the Corporations Act,
 - 43.4.4. the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or
 - 43.4.5. the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

44. Chief Executive Officer

- 44.1. The Board may appoint a person to act as the Chief Executive Officer subject to the terms and conditions of employment determined by the Board for such period as the Board thinks fit and the Board may appoint such person or one of the Directors to act as Company Secretary as required by the Act.
- 44.2. Subject to the terms of any agreement entered with the Chief Executive Officer, the Board may revoke such appointment.
- 44.3. The Chief Executive Officer will perform the duties designated from time to time by the Board upon such terms as the Board thinks fit.
- 44.4. The Chief Executive Officer shall arrange an audit at least annually, at any additional times directed by the Board, of all books, documents and financial statements of the Company and

shall ensure that all books and financial records show a true and correct record of financial transactions of the Company.

44.5. Powers of the Chief Executive Officer

44.5.1. The Board shall confer upon the Chief Executive Officer the powers required for the Chief Executive Officer to manage the affairs of the Company (including signing cheques and transacting internet banking) with such restrictions as the Board shall think fit.

44.5.2. Any powers conferred upon the Chief Executive Officer may be concurrent with or be to the exclusion of the powers of the Board.

44.5.3. The Board may at any time withdraw or vary any of the powers so conferred on the Chief Executive Officer.

44.5.4. The powers and duties from time to time conferred upon the Chief Executive Officer must be recorded in writing and a copy of the written record of the powers of the Chief Executive Officer from time to time in force must be provided to each Member.

ADMINISTRATION

45. Appointment and role of Company Secretary

45.1. The Company must have at least one Company Secretary, who may also be a Director.

45.2. A Company Secretary must be appointed by the Directors (after giving the Company their signed consent to act as Company Secretary of the Company) and may be removed by the Directors.

45.3. The Directors must decide the terms and conditions under which the Company Secretary is appointed, including any remuneration.

45.4. The role of the Company Secretary includes:

45.4.1. maintaining a register of the Company's Members, and

45.4.2. maintaining the minutes and other records of general meetings (including notices of meetings), Directors' meetings and circular resolutions.

46. Minutes and records

46.1. The Company will make and keep the following records:

46.1.1. Minutes of all proceedings and resolutions of General Meetings of the Members;

46.1.2. Minutes of all proceedings and resolutions of Meetings of Directors including meetings of committee(s);

46.1.3. Minutes of circular resolutions passed by Members;

46.1.4. Minutes of circular resolutions passed by Directors;

46.1.5. A copy of a notice of each General Meeting; and

46.1.6. A copy of Member statements distributed under clause 20;

46.2. The Company will cause all such minutes and records to be duly entered into the books kept for that purpose within one month or otherwise in accordance with the Corporations Act.

46.3. The Directors must ensure that minutes of a General Meeting or a Meeting of Directors' are signed within a reasonable time after the meeting by:

(c) the chairperson of the meeting, or

(d) the chairperson of the next meeting.

46.4. The Directors must ensure that minutes of the passing of a circular resolution (of Members or Directors) are signed by a Director within a reasonable time after the resolution is passed.

- 46.5. A minute recorded and signed in accordance with the Corporations Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- 46.6. Books containing the minutes of the Members and resolutions passed by Members without a meeting will be open for inspection by any Member free of charge.
- 46.7. The Directors may give a Member access to other records of the Company subject to clause 50.

47. Accounts

- 47.1. The Company must make and keep written financial records that are a true and complete account of the affairs, transactions and financial position of the Company, and that enable true and fair financial statements to be prepared and to be audited. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Company's affairs and explain its transactions and financial position.
- 47.2. The Company must make and keep written records that correctly record its operations.
- 47.3. The Company must retain its records for at least 7 years.
- 47.4. The accounts must be held at the registered office or any other place as the Directors think fit.
- 47.5. The accounts must always be open to inspection by the Directors.
- 47.6. The Directors must arrange for the income/expenditure statement and balance sheet (including every attachment) accompanied by a copy of the auditor's report, as required by the Corporations Act to be made out and laid before the annual General Meeting.
- 47.7. The Directors must take reasonable steps to ensure that the Company's records are kept safe.

48. Financial year

- 48.1. The Company's financial year is from 1 July to 30 June, unless the Directors pass a resolution to change the financial year.

49. Audit

- 49.1. A registered company auditor must be appointed.
- 49.2. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act.

50. Inspection of Records

Subject to the Corporations Act, the Directors must determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in a meeting of the Company's Members.

51. Funds

- 51.1. All monies received on account of the Company shall be promptly paid into the bank account or accounts of the Company opened by the Board.
- 51.2. Subject to any resolution to the contrary of a General Meeting that does not contravene any other limitations contained in this Constitution, the funds of the Company will be utilised in

pursuance and furtherance of the objects set out in this Constitution in such manner as the Board determines.

- 51.3. All electronic banking, cheques, bills of exchange, promissory notes and other negotiable instruments may be transacted, signed, accepted, drawn, made or indorsed on behalf of the Company in such manner and by such persons (whether Directors or officers of the Company or not) as the Directors determine but not otherwise.

52. Execution of Documents

- 52.1. The Company may have a seal, known as the common seal, on which its name, its Australian Company Number and the words 'Common Seal' are engraved.
- 52.2. If the Company has a seal the Directors must provide for the safe custody of the seal.
- 52.3. The Seal must be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to use the seal.
- 52.4. The Company may execute a document by affixing the seal to the document where the fixing of the seal is witnessed by any of the following:
 - 52.4.1. Two Directors;
 - 52.4.2. One Director and one Company Secretary; or
 - 52.4.3. One Director and another person appointed by the Directors for that purpose.
- 52.5. The Company may execute a document without using the seal if the document is signed by any of the following:
 - 52.5.1. An individual, including the Chief Executive Officer or any other officer, acting with the Company's express or implied authority and on behalf of the Company under the power given by Section 126 of the Corporations Act;
 - 52.5.2. Two Directors;
 - 52.5.3. One Director and one Company Secretary; or
 - 52.5.4. One Director and another person appointed by the Directors for that purpose.
- 52.6. A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.

53. By Laws

The Directors may pass a resolution to make by-laws to give effect to this Constitution. Members and Directors must comply with by-laws as if they were part of this Constitution.

54. Alteration of Constitution

The Company may only alter this Constitution by special resolution passed at a General Meeting of the Members.

55. Notices

- 55.1. Anything written to or from the Company under any clause in this Constitution is a written notice and is subject to this clause unless specified otherwise.
- 55.2. A reference to Member in this clause includes a reference to that Member's Member Representative(s).
- 55.3. A notice may be given by the Company to any Member in any of the following ways:
 - 55.3.1. By serving it on the Member personally.

- 55.3.2. By sending it by post to the Member at the address, including an email address, as shown in the register of Members or the address supplied by the Member to the Company for the giving of notices to the Member.
- 55.3.3. By sending it by facsimile to the facsimile address supplied by the Member to the Company for the giving of notices to the Member.
- 55.4. Members shall for the purposes of this clause provide to the Company Secretary, and keep updated, details of their address, facsimile number, and email address for the giving of notices.
- 55.5. If the Company does not have an address for the Member, the Company is not required to give notice in person.
- 55.6. A notice or communication under this Constitution may be given to the Company, the Directors or the Company Secretary by:
- 55.6.1. delivering it to the Company's registered office;
 - 55.6.2. posting it to the Company's registered office or another address chosen by the Company for providing notices;
 - 55.6.3. sending it to an email address or other electronic address notified by the Company to the Members as the Company's email or other electronic address; or
 - 55.6.4. sending it to the fax number notified by the Company to the Members as the Company's fax number.
- 55.7. A notice delivered in person, is taken to be given on the day it is delivered.
- 55.8. Where a notice is sent by post, service of the notice will be deemed to be effected four (4) days after posting, with the correct payment of postage costs.
- 55.9. Where a notice is sent by facsimile or other electronic method, it is taken to be given on the business day after it is sent, unless the sender receives an undelivered or undeliverable notification.
- 55.10. A notice may be given by the Company to joint Members by giving notice to the joint Member first named in the register of Members.

56. Officers' Indemnities, Insurance and access

- 56.1. To the extent permitted by the Corporations Act and for the amount that the Officer is not otherwise entitled to be and is not actually indemnified by another person (including an insurer under an insurance policy):
- 56.1.1. The Company indemnifies every person who is or has been an Officer of the Company out of the assets of the Company, against all losses and liability (including for costs and expenses and charges) incurred by that person as an Officer of the Company or a wholly-owned subsidiary of the Company in defending any proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the law.
 - 56.1.2. The Company indemnifies every person who is or has been an Officer of the Company or of a wholly-owned subsidiary of the Company against any liability incurred by that person as an Officer of the Company or of a wholly-owned subsidiary of the Company, to another person (other than the Company or a related body corporate of the Company) unless the liability arises out of conduct involving a lack of good faith.

- 56.2. The Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability:
- 56.2.1. Incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company or in the course of acting in connection with the affairs of the Company or a subsidiary of the Company or otherwise arising out of the Officer's holding such office provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of Sections 182 and 183 of the Corporations Act.
 - 56.2.2. For costs and expenses incurred by that person in defending proceedings, whatever their outcome.
- 56.3. In this clause 56:
- 56.3.1. The term 'proceedings' means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as Officer, or in the course of acting in connection with the affairs of the Company or a wholly-owned subsidiary for the purposes of clause 49.1 or subsidiary of the Company for the purposes of clause 49.2, or otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a wholly-owned subsidiary (in clause 56.1) or subsidiary (in clause 56.2) of the Company, and
 - 56.3.2. The term 'Officer' has the meaning given to that term in Section 9 of the Corporations Act.
- 56.4. The indemnity is a continuing obligation and is enforceable by an Officer even though that person is no longer an Officer of the Company.
- 56.5. To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an Officer of the Company against any liability incurred by the person as an Officer of the Company.
- 56.6. A Director has a right of access to the financial records of the company at all reasonable times.
- 56.7. If the Directors agree, the Company must give a Director or former Director access to:
- (a) certain documents, including documents provided for or available to the Directors, and
 - (b) any other documents referred to in those documents.

57. Winding Up

- 57.1. Subject to this clause 57 the Company may be dissolved by a special resolution of Members at a meeting of the Company Members.
- 57.2. If the Company is wound up, any surplus assets must not be distributed to a Member or a former Member of the Company, unless that Member or former member is a company or organisation described in clause 57.4.
- 57.3. Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more companies or organisations:
- (a) with purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
 - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.
- 57.4. The decision as to the company or organisation(s) to be given the surplus assets must be made by a special resolution of Members at or before the time of winding up. If the Members

do not make this decision, the Company may apply to such court as may have or acquire jurisdiction to make this decision.