Constitution

The Australasian Institute of Judicial Administration Limited

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A public company limited by guarantee

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Part A – Preliminary matters

1 Defined terms and interpretation

The Dictionary and Interpretation provisions in Schedule 1:

(a) define some of the terms used in this Constitution;

(b) set out the rules of interpretation which apply to this Constitution; and

(c) clarify the effect of the Corporations Act on this Constitution.

2 Name, nature of Company and liability

(a) The name of the Company is The Australasian Institute of Judicial Administration Limited or, if the name is lawfully changed in accordance with the Corporations Act and this Constitution, that name.

(b) The Company is a public company limited by guarantee which is established to be, and to continue as, a charity.

(c) The liability of each member is limited. Each member guarantees to contribute up to a maximum of $10 to the assets of the Company if it is wound up while the member is a member, or within one year afterwards, and at the time of winding up the debts and liabilities of the Company exceed its assets. The liability of each member is limited to making such contribution and no more.

Part B – Purpose

3 Purpose and activities of the Company

3.1 Purpose

The purpose of the Company is to promote excellence in the administration of justice throughout Australia, New Zealand, Papua New Guinea and the surrounding region (**Charitable Purpose**).

3.2 Activities

The activities of the Company must be conducted in the furtherance of its Charitable Purpose and may include:

(a) Stimulate public interest in the administration of justice in Australia, New Zealand, Papua New Guinea and the region.

(b) Stimulate professional interest in the administration of justice in Australia, New Zealand, Papua New Guinea and the region and for that purpose:

(i) Co-operate with judges, magistrates, tribunal members, lawyers, court administrators and professional teachers of law.

(ii) Co-operate with bodies representing such persons including bodies representing judicial officers, the legal profession and the academy.

(c) Make recommendations to governments.

(d) Undertake research.

(e) Undertake education including programmes of orientation and judicial continuing education and programmes directed to the public.

(f) Issue publications.

(g) Disseminate information by means of conferences, seminars, discussions, lectures and the like.

(h) Serve as a national resource centre; and

(i) Other activities ancillary to or in furtherance of the fulfilment of the Charitable Purpose.

Part C – Members and membership

4 Membership

4.1 Members of the Company

(a) The members of the Company are:

(i) all fully paid up ordinary members of the Australasian Institute of Judicial Administration Incorporated (with registration number A00421) (**Association**) as at the date of its conversion to a company limited by guarantee under the Corporations Act (**Conversion**) which, upon Conversion, will become members of the Company;

(ii) all life members and honorary life members of the Association as at the date of Conversion which, upon conversion will become members (life) of the Company;

(iii) applicants admitted as members of the Company in accordance with rule 4.2; and

(iv) any person who has been made a member (life) in accordance with rule 4.3,

who have not ceased to be a member.

(b) If an applicant is admitted as a member of the Company, the secretary must ensure:

(i) the applicant is given notice of admission as a member of the Company; and

(ii) the name and details of the applicant are entered in the members' register in accordance with rule 4.6.

(c) The secretary must ensure each applicant not admitted as a member of the Company is informed of this decision. The directors may, but are not required to, provide reasons for the decision not to admit an applicant into membership.

4.2 Becoming a member

(a) To be eligible to become a member of the Company an applicant must:

(i) have a genuine commitment to and an understanding of the Charitable Purpose;

(ii) in the case of an individual, be 18 years of age or older; and

(iii) satisfy one or more of the judicial administration requirements listed at Schedule 2.

(b) To become a member of the Company an applicant must:

(i) satisfy the eligibility criteria under rule 4.2(a);

(ii) complete and lodge a membership application in such form as determined by the directors from time to time which, for the avoidance of doubt, may include applying using the Internet;

(iii) ensure all information provided when applying for membership of the Company is true and accurate and is not misleading or deceptive;

(iv) pay any joining and annual fee which may be required under rule 4.7;

(v) be admitted into membership in such manner as the directors determine; and

(vi) satisfy such other membership criteria as the directors may resolve from time to time, acting reasonably.

(c) The assessment of all membership applications received during the period between the calling of a general meeting and the holding of the general meeting, or any adjournments of that meeting, are to be postponed until after the conclusion of the general meeting.

4.3 Life members

(a) The directors may, in their discretion, appoint any person who has given especially meritorious service to the Association or the Company, or outstanding service to the administration of justice beyond the call of their ordinary duties, as a life member of the Company.

(b) A person so appointed by the directors, and who accepts the appointment, becomes and remains a member of the Company unless they cease to be a member in accordance with the provisions of rule 5.

Each individual who becomes a member (life) under rule 4.1(a)(ii) or appointed as a member (life) under this rule 4.3 has the same rights as all other members and is not required to pay any joining or annual membership fees.

4.4 Members' rights

In addition to the voting rights set out in rule 6.8, each member has the right to receive notices of and to attend and be heard at any general meeting of the Company.

4.5 Membership not transferable

Membership of the Company and the associated rights cannot be transferred or sold in any manner whatsoever.

4.6 Register of members

(a) A register of members must be kept in accordance with the law.

(b) Without limiting the requirement under rule 4.6(a), the following must be entered in the register in respect of each member:

(i) the name and address of the member;

(ii) the date of admission to and cessation of membership;

(iii) in the case of a body corporate member which has appointed a Representative, the full name and contact details of the Representative; and

(iv) any other information required by the directors or the law from time to time.

4.7 Membership fees

(a) Unless a different amount applies as determined under rule 4.7(d), the joining fee for membership of the Company is $0. The joining fee, if any, is payable at the same time as the application for membership is made. The joining fee will be reimbursed to the applicant if the application for membership is declined.

(b) An annual membership fee is payable by all members of the Company, other than members (life). The first year's membership fee, if any, is payable at the same time as the application for membership is made and is required in addition to any joining fee. The first year's membership fee will be reimbursed to the applicant if the application for membership is declined.

(c) Other than the initial membership fee which may be payable under rule 4.7(b), annual membership fees are to be paid at such times and in such manner as the directors determine from time to time.

(d) The directors may at their complete discretion:

(i) set a joining fee for membership of the Company;

(ii) determine the annual membership fee;

(iii) determine the joining fee and/or membership fee payable by one or more members should be payable at a different time or times, including by instalments; and

(iv) determine, or waive all or some of, the fees payable by one or more members at any time.

(e) For so long as any membership fee payable in accordance with this rule 4.7 remains unpaid by a member, that member is not permitted to exercise any of the rights associated with that member's membership (including the right to exercise any vote the member may have at a meeting of members and the right to become or nominate a person to be a director of the Company).

(f) The joining fee and annual membership fee which may be required under this rule 4.7 are exclusive of any GST which may be payable.

(g) For the avoidance of doubt, where a membership fee is payable by instalments pursuant to rule 4.7(d)(iii), any reference in this Constitution to a membership fee includes an instalment of a membership fee.

4.8 Membership renewal

The directors may, at their discretion, resolve to send a notice to one or more members requiring that member to confirm or to renew membership of the Company and/or to confirm or update that member's details (**Membership Renewal Notice**).

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5 Ceasing to be a member

5.1 General overview

(a) There are a number of reasons why a member's membership will end. For instance if:

(i) a member resigns from membership (see rule 5.2);

(ii) a member's membership automatically ends (see rule 5.3); or

(iii) a member is expelled from membership (see rule 5.4).

(b) The directors may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of members as they so determine from time to time provided they are consistent with the requirements set out in this rule 5.

(c) Where a member ceases to be a member in accordance with the law or this Constitution, that member's name must be removed from the register of members.

(d) Upon the removal of a member's name from the register of members:

(i) the member will forfeit all rights and privileges attached to membership and all rights which that member may have against the Company arising out of the membership; and

(ii) the Company will have no liability to such member in respect of that member's removal from the register of members.

(e) Any member ceasing to be a member remains liable for:

(i) any moneys which may be owing by that member to the Company; and

(ii) in the case of the Company being wound up within one year of the date of cessation of membership, the relevant contribution under rule 2(c).

5.2 Resignation from membership

A member may resign from membership of the Company at any time by providing written notice to the Company addressed to the President or the secretary. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.

5.3 Automatic ending of membership

A member's membership will automatically end if the member:

(a) dies, or in the case of a body corporate member is subject to an insolvency event, dissolved or wound up;

(b) fails to pay any required membership fee in accordance with rule 4.7 within three months after the date on which that membership fee becomes due or such later time as the directors may determine;

(c) fails to return a Membership Renewal Notice within three months after the return due date specified in that notice or such later time as determined by the directors.

5.4 Disciplining, suspension and expulsion of members

(a) Rules 5.4 and 5.5 describe what needs to happen when considering whether to discipline a member. In summary, the process involves:

(i) putting the member in question on notice and giving the opportunity to provide information;

(ii) passing a directors' resolution to warn, suspend, expel or otherwise discipline that member; and

(iii) if the decision is to expel a member, providing that member with an opportunity to appeal the resolution in accordance with the process described at rule 5.5.

(b) Provided the steps set out in this rule 5.4 and rule 5.5 are followed, the directors may resolve to warn, suspend, expel or otherwise discipline a member if that member:

(i) has refused or failed to comply with the provisions of this Constitution or any relevant AIJA Code of Conduct; or

(ii) has acted in a way which, in the opinion of the directors, is, or could be, prejudicial to the interests or reputation of the Company,

(**Member Disciplinary Resolution**).

(c) The directors must give the member in question at least 14 days' prior notice of the date the directors will consider a proposed Member Disciplinary Resolution concerning the member. This notice must be in writing and inform the member:

(i) the directors are to consider warning, suspending, expelling or otherwise disciplining the member (as the case may be);

(ii) of the reasons why the directors are considering taking the proposed disciplinary action;

(iii) of the right for the member to give the directors, either orally or in writing, any explanation or defence relevant to the proposed disciplinary action;

(iv) of the date, place and time of the meeting at which the resolution is to be considered; and

(v) of the right for the member to attend the meeting at which the resolution is to be considered but not to be present during any director deliberations or the putting of or voting on the resolution unless the directors resolve otherwise.

(d) Where a director is:

(i) also a member subject to a proposed Member Disciplinary Resolution; or

(ii) in the case of a body corporate member, connected with a member subject to a proposed Member Disciplinary Resolution by virtue of being a director, officer, employee or volunteer of that member,

that director is not entitled to vote on the proposed Member Disciplinary Resolution.

(e) Where a proposed Member Disciplinary Resolution relates to the expulsion of a member, such resolution must be passed as a special resolution of at least 75% of directors entitled to vote on the resolution. Any other Member Disciplinary Resolution is to be passed as an ordinary resolution of directors entitled to vote on the resolution.

(f) Subject to rule 5.5(a), directors must notify the relevant member in writing about the directors' decision within 14 days after the date a Member Disciplinary Resolution is passed, but failure to do so does not invalidate the decision.

(g) Other than a decision to expel a member, the directors' decision in relation to the Member Disciplinary Resolution is final and takes effect as at the date the Member Disciplinary Resolution is passed.

5.5 Appeal of directors' decision to expel a member

(a) Where a Member Disciplinary Resolution to expel a member is passed, the Company must give that member written notice of the decision (**Expulsion Notice**) within 14 days after the relevant Member Disciplinary Resolution.

(b) The member who is the subject of the Expulsion Notice may, by notice in writing to the secretary, request that a resolution to reject the member's expulsion be put to the members in a general meeting. Such notice must be received by the Company within seven days after the date of the Expulsion Notice. The directors may, in their discretion, extend the period for receipt of a notice.

(c) If the notice to appeal the expulsion decision is received by the Company in accordance with rule 5.5(b), the directors must ensure a general meeting of members is called in accordance with rule 6.2 to consider and vote on a special resolution to reverse the decision of the directors to expel the member in question.

(d) This meeting of members must not be called to, and must not, consider any other business or resolutions.

(e) Notice of a meeting under rule 5.5(c) must be given to all members entitled to receive notice of a general meeting.

(f) A meeting under rule 5.5(c) must be held within 42 days after the date of the Expulsion Notice. The directors may, in their discretion, extend the date by which a meeting under rule 5.5(c) must be held.

(g) The member subject to the Expulsion Notice must be given the opportunity to provide a written statement and to make representations at the general meeting in relation

to the expulsion. Any written statement given by the member must be distributed to all members prior to the general meeting, provided the notice is reasonable in length and is not defamatory or if circulated would result in a breach of law.

(h) If the special resolution to reverse the directors' decision to expel a member:

(i) is passed, the directors' decision will be overturned and the member will remain as a member and will not be removed from the members register; or

(ii) is not passed, the member will cease to be a member and must be removed from the register of members from the date of the relevant Member Disciplinary Resolution.

(i) If a notice requesting an appeal is not received in accordance with rule 5.5(b), then:

(i) the directors are not required to ensure a special resolution to reverse the Member Disciplinary Resolution is considered by the members at a general meeting; and

(ii) the member ceases to be a member from the date of the Member Disciplinary Resolution.

(j) A member who has been expelled may reapply for membership in accordance with rule (a) provided at least three years has expired since that member ceased being a member.

6 General meetings

6.1 Introduction

(a) The Company must hold an annual general meeting each year in accordance with this Constitution and the Corporations Act despite the fact the provisions of the Corporations Act dealing with members' meetings may not be directly applicable to the Company.

(b) If there is any inconsistency between the Corporations Act and this Constitution with respect to the calling and holding of members' meetings then, to the extent permitted by law, the provisions of this Constitution will prevail.

6.2 Calling of general meetings

A general meeting of members may be initiated by:

(a) a resolution of the directors;

(b) the members in accordance with the Corporations Act; or

(c) the court in accordance with the Corporations Act.

6.3 Notice of general meetings

(a) Subject to the provisions of the Corporations Act dealing with consent to short notice, if a general meeting of members (including any annual general meeting) is called under rule 6.2, at least 21 days' notice of that meeting must be given to each person who is at the date of the notice:

(i) a member of the Company eligible to receive notices of meetings or their Representative;

(ii) a director of the Company; and

(iii) the auditor of the Company.

(b) A notice of a general meeting must specify:

(i) the date, time and place of the meeting;

(ii) if the meeting is to be held in two or more places, or using technology only, the technology that will be used to facilitate the meeting;

(iii) the general nature of the business to be transacted at the meeting, including the text of any resolutions to be proposed at the meeting; and

(iv) any other matters required under the law.

(c) Notwithstanding rule 6.3(b), the ordinary business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

(i) the consideration of the annual financial report, the directors' report and the auditor's report; and

(ii) the appointment of the auditor and the fixing of the auditor's remuneration.

(d) A person who is entitled to receive notice of a general meeting or who is requested by the President to attend a general meeting is entitled to be present whether or not the person is a member.

(e) Subject to the Corporations Act and this Constitution, the directors may change the venue for, change the technology to be used for, or postpone or cancel a general meeting or an adjourned general meeting, but a meeting that is called in accordance with a members' requisition under the Corporations Act may not be postponed or cancelled without the prior written consent of the persons who requisitioned the meeting.

(f) The directors may give notice of change, cancellation or postponement of a meeting as they determine, but any non-receipt of, or failure to give, notice of change, cancellation or postponement does not invalidate the change, cancellation or postponement of any resolution passed at a postponed or relocated meeting.

6.4 Quorum at general meetings

(a) No business may be transacted at any general meeting, except the election of a chair (if required) and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business and the quorum remains present throughout the meeting.

(b) The quorum for a general meeting of members is six members present in person, by proxy or by Representative and entitled under these rules to vote at a general meeting.

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

(i) where the meeting was convened by, or at the request of, a member or members, the meeting must be dissolved; or

(ii) where the meeting was convened by, or at the request of, the directors or the court:

(A) the meeting stands adjourned to the day, and at the time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place;

(B) at the adjourned meeting the quorum is four members present in person, by proxy or by Representative and entitled under these rules to vote at a general meeting; and

(C) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

(d) In determining whether a quorum is present pursuant to rule 6.4(b) or 6.4(c)(ii)(B):

(i) if an individual is attending as a member and as a proxy or Representative, the individual must only be counted once; and

(ii) if a member has appointed more than one proxy or Representative, only one proxy or Representative as the case may be, must be counted.

6.5 Chair of general meetings

The table below outlines who will act as chair of a general meeting.

Circumstances	Person acting as chair of the meeting (or part of it)
When: • the President is present at the meeting; and • the President is willing and able to act as the chair of the meeting.	President
When: • there is no President; • the President is absent from the meeting (or part of the meeting); or • the President is present but is prevented from acting or not willing to act as chair of the meeting or part of the meeting.	Vice President – until the President joins the meeting or can resume the role of chair (as applicable).
When:	A director elected by the directors to chair the meeting – until the President or Vice President join the meeting or can resume

Circumstances	Person acting as chair of the meeting (or part of it)
• there is no President and no Vice President; • the President and Vice President are absent from the meeting (or part of the meeting); or • the President and Vice President are present but are prevented from acting or not willing to act as chair of the meeting or of part of the meeting.	their role as chair (as applicable), with priority given to the President if both the President and Vice President are able to resume.

6.6 Conduct of and participation in general meetings

(a) The chair of a general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in the opinion of the chair necessary or desirable for:

(i) proper and orderly debate or discussion; and

(ii) the proper and orderly casting or recording of votes.

(b) The chair of a general meeting at which a quorum is present must if so directed by the members present with a majority of votes, adjourn the meeting from time to time and place to place. However, no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(c) Notice of an adjournment and the business to be transacted at an adjourned meeting must be given to all persons who were entitled to receive notice of the meeting the subject of the adjournment.

(d) In addition to the rights provided for in rule 6.3(a)(iii) and 6.3(c), the auditor of the Company (if any) will be entitled to be heard at any general meeting which the auditor attends.

(e) A meeting of members may be held in two or more places linked together by any technology, or using virtual meeting technology only, provided it:

(i) gives the members as a whole a reasonable opportunity to participate in proceedings;

(ii) enables the chair to determine whether the person participating in the meeting is in fact a member, or a Representative or attorney authorised to represent a member under rule 6.9;

(iii) enables the chair of the meeting to be aware of proceedings in each place; and

(iv) enables the members in each place to vote on a Show of Preference and on a poll.

6.7 Decisions at general meetings

(a) Except in the case of any resolution which under this Constitution or as a matter of law requires a Special Resolution, questions arising at a general meeting are to be decided by a majority of votes cast by the members present at the meeting (including being present by technological means) and who are entitled to vote. Such decision is then for all purposes a decision of the members.

(b) In the case of an equality of votes upon any proposed resolution at a meeting of members the chair does not have a second or casting vote in addition to any vote the chair may have as a member of the Company.

(c) Unless a poll is demanded, a resolution put to the vote of a general meeting must be decided on a show of preference of members, with each member present indicating a preference by a means appropriate to that member and that is readily interpreted and understood by the chair (**Show of Preference**).

(d) A member may only exercise one vote on a Show of Preference regardless of whether that member also holds one or more proxies.

(e) A poll may be demanded before a vote being decided by a Show of Preference is taken or before or immediately after the declaration of the result of the Show of Preference by:

(i) the chair of the meeting;

(ii) at least five members present and entitled to vote on the relevant resolution; or

(iii) a member or members present at the meeting and representing at least 5% of the votes that may be cast on the resolution on a poll.

(f) Unless a poll is demanded, a declaration by the chair on the result of a vote on a Show of Preference is decisive of the outcome of that resolution. Such declaration does not need to refer to the number or proportion of votes for or against the resolution.

(g) Except for a poll on the question of an adjournment which must be taken immediately, if a poll is demanded at a general meeting, it will be taken when and in the manner that the chair directs, and in all cases the result of the poll will be recorded as a resolution of the meeting at which the poll was demanded.

(h) A poll cannot be demanded at a general meeting on the appointment of a chair of the meeting.

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

6.8 Voting rights

(a) Subject to rule 4.7(e), each member has the right to exercise one vote:

(i) on a Show of Preference at a meeting of members; and

(ii) on a poll at a meeting of members.

(b) An objection to the qualification of a person to vote at a general meeting:

(i) must be raised before or immediately after the result of the resolution for which the vote objected to is given; and

(ii) must be referred to the chair of the meeting, whose decision is final.

(c) A vote not disallowed by the chair of a meeting under rule 6.8(b) is valid for all purposes.

6.9 Representation at general meetings

(a) Subject to this Constitution, each member entitled to vote at a meeting of members may vote:

(i) in person or, if the member is a body corporate, through its Representative;

(ii) by proxy in a form as the directors may prescribe or accept; or

(iii) by attorney in a form as the directors may prescribe or accept.

(b) A proxy, Representative or attorney may, subject to rule (a), be a member of the Company but does not need to be.

(c) Other than the chair who is not limited in the number of proxies held or able to be exercised, no person is permitted to hold or exercise any more than two proxies. The chair must refuse to count or accept any proxy which, if that proxy was counted or accepted, would exceed two from any one person.

(d) The chair of a meeting may require any person purporting to act as a proxy, attorney or Representative to establish to the satisfaction of the chair the person has been validly appointed as a proxy, attorney or a Representative and is the person named in the relevant instrument of appointment, failing which the chair may exclude that person from attending or voting at the meeting.

(e) If the Company receives a proxy form from a member without the name of the proxy in that proxy form filled in, then the proxy of that member will be:

(i) the person specified by the Company in the proxy form as being the proxy; or

(ii) if no such person is specified by the Company in the proxy form, the chair of the meeting for which that proxy applies.

(f) A proxy or attorney may not vote at a general meeting or adjourned meeting unless the instrument appointing the proxy or attorney is received:

(i) at the registered office of the Company or at another place or electronic address specified for that purpose in the notice convening the meeting; and

(ii) at least 48 hours before the time scheduled for the commencement of the meeting.

(g) Unless the Company has received prior written notice of one or more of the circumstances listed at rules 6.9(g)(i) to 6.9(g)(iii), a vote cast by a proxy or attorney at a meeting of members is valid even if, before the proxy or attorney votes:

(i) the member dies, or in the case of a member that is a body corporate, the body corporate is subject to an insolvency event, dissolved or wound up;

(ii) the member revokes the proxy's or attorney's appointment; or

(iii) the member revokes the authority under which a third party appointed the proxy or attorney.

(h) Unless otherwise permitted by the chair, the authority of a proxy or attorney to speak and vote for a member at a general meeting is suspended while that member is present at the meeting.

6.10 Meetings conducted using technological means

(a) Subject to the Corporations Act and this Constitution, the contemporaneous linking together by a form of technology of a number of members sufficient to constitute a quorum constitutes a general meeting.

(b) Where a general meeting is held at two or more places using any form of technology, or using virtual meeting technology only:

(i) a member participating in the meeting is taken to be present in person at the meeting;

(ii) the provisions of this Constitution relating to general meetings apply, so far as they can and with such changes as the chair considers necessary;

(iii) the meeting is taken to be held at the place determined by the chair provided at least one of the members present at the meeting was at that place for the duration of the meeting; and

(iv) the conduct of the meeting must comply with any policies and procedures relating to meetings conducted using technological means as determined by the directors from time to time.

(c) The inability of one or more members to access, or to continue to access, the meeting using virtual meeting technology will not affect the validity of the meeting or any business conducted at the meeting, provided that sufficient members are able to participate in the meeting as are required to constitute a quorum.

(d) If the technology used in rule 6.10(b) encounters a technical difficulty, whether before or during the general meeting, which results in a member not being able to participate in the meeting, the chair may, subject to the Corporations Act and the requirements of rule 6.4 being satisfied:

(i) allow the meeting to continue; or

(ii) adjourn the meeting either for a reasonable period of time as may be required to fix the technology or to such other date, time and location as the chair of the meeting considers appropriate.

(e) For the avoidance of doubt, where the chair has allowed the general meeting to continue in accordance with rule 6.10(d)(i), any resolution passed at that meeting is valid.

(f) Subject to the Corporations Act and this Constitution, the directors may make policies and procedures relating to the holding of meetings by technological means.

Part D – Not-for-profit

7 No profits for members

(a) Subject to rule 7(b), the assets and income of the Company must be applied solely in furtherance of the Charitable Purpose and no portion of the income or assets of the Company may be paid or transferred, directly or indirectly, to any member.

(b) The Company may, with the approval of the directors, make payment in good faith to a member:

(i) by way of reasonable and proper payment for any goods supplied or services rendered to the Company (including payment as a consultant);

(ii) by way of interest on money lent to the Company by that member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the Company's bankers on overdrawn accounts;

(iii) by way of reasonable and proper rent for premises let by that member to the Company;

(iv) by way of a grant (or similar contribution) awarded in furtherance of the Charitable Purpose;

(v) as a result of the member's participation in a social bond or similar program of the Company;

(vi) by way of distribution to a member, but only if the member is an Eligible Recipient; and

(vii) for authorised out-of-pocket expenses reasonably and properly incurred by that member in connection with the affairs of the Company.

(c) For the avoidance of doubt, nothing in this rule 7:

(i) prevents a member from receiving such services as may ordinarily be provided by the Company in the course of undertaking its activities; or

(ii) prohibits a member from receiving a minor benefit that is directly related to membership of the Company.

Part E – Directors and secretary

8 Directors

8.1 Number of directors

(a) The minimum number of directors constituting the Board of the Company is three. Subject to rule 8.1(b), the maximum number of directors constituting the Board of the Company is ten.

(b) The directors may change the maximum number of permitted director positions in the manner required by the Corporations Act.

(c) If at any time the number of directors falls below three, the remaining director or directors may act but only:

(i) in an emergency;

(ii) for the purpose of convening a general meeting of the Company; or

(iii) for the purpose of increasing the number of directors to three.

8.2 Becoming a director

Subject to rules 8.3 and 8.6, a person may become a director of the Company in the following ways:

(a) election by the members (**Member Elected Directors**);

(b) appointment by the directors (**Board Appointed Directors**); and

(c) appointment by the directors to fill any vacancy in the number of Member Elected Directors however arising (**Casual Vacancy Directors**).

8.3 Composition of directors

Subject to rules 8.2(c) and 8.6:

(a) six director positions are reserved for, and may only be filled by, Member Elected Directors; and

(b) the remaining director positions are reserved for, and may only be filled by, Board Appointed Directors.

8.4 Qualifications and requirements of directors

(a) To be eligible for election as a Member Elected Director under rule 8.2(a) a person must:

(i) be a member of the Company, or in the case of a body corporate member a Representative or nominee of a member;

(ii) be 18 years of age or older;

(iii) be nominated in writing for election by at least one member in the way determined by the directors from time to time;

(iv) not be ineligible to be a director under the Corporations Act or the ACNC Act;

(v) have knowledge about and be committed to the Charitable Purpose;

(vi) not be an employee of the Company; and

(vii) meet any other criteria relating to the composition of the Board and skills, qualifications and attributes of directors, geographic regions and jurisdictions to be represented, as may be determined by the directors from time to time.

(b) To be eligible to fill a Board Appointed Director position under rule 8.2(b) or a Casual Vacancy Director position under rule 8.2(c), the person must comply with all the requirements of rule 8.4(a) other than the requirements to be a member or a

Representative or nominee of a member (as the case may be) and to be nominated by a member.

8.5 Directors' terms of office and term limits

(a) The provisions of this rule 8.5 are all subject to the transition provisions found at rule 8.6.

(b) The term of office of a Member Elected Director:

(i) commences at the conclusion of the annual general meeting at which that person was elected; and

(ii) unless a person first ceases to be a director in accordance with rule 8.7, ends at the conclusion of the third annual general meeting following the meeting at which that person was elected.

(c) The term of office of a Board Appointed Director commences on the date that person is appointed as a director and continues for the period determined by the directors at the time of appointment, such period not to exceed three years.

(d) The term of office for a Casual Vacancy Director commences on the date that person is appointed as a director and continues until the end of the next annual general meeting.

(e) Each director is to remain as a director until that person's term of office expires or until that person resigns or is otherwise removed as a director of the Company in accordance with the law and this Constitution.

(f) A person who holds, or has held, the position of director is not restricted in how many terms of office that person may serve and is eligible for re-election or reappointment (as the case may be).

8.6 Transition provisions

(a) The initial directors of the Company upon Conversion are those individuals named in the Australian Securities and Investments Commission ASIC Form 202. For the avoidance of doubt, all individuals holding a position of member of the Association's Council and Board of Management will cease to hold that position upon Conversion.

(b) Notwithstanding anything else in this Constitution, the directors in office at the first annual general meeting after the Conversion must retire at that annual general meeting, but are eligible for re-election or re-appointment (as the case may be).

(c) At the first annual general meeting after the Conversion, the terms of the directors who are elected are to be as follows:

(i) Two directors to be elected for a term that ends at the conclusion of the next annual general meeting following that meeting;

(ii) Two directors to be elected for a term that ends at the conclusion of the second annual general meeting following that meeting;

(iii) Two directors to be elected for a term that ends at the conclusion of the third annual general meeting following that meeting.

(d) For the purposes of calculating terms of office under rule 8.5(b), the time served as a member of the Association's board or council prior to Conversion is to be ignored. That is, all Member Elected Director terms commence at the first annual general meeting following the Conversion.

8.7 Ceasing to be a director

(a) In addition to the circumstances prescribed by law (including the Corporations Act and the ACNC Act), the office of any director becomes vacant if the director:

(i) dies;

(ii) is an individual member and ceases to be a member;

(iii) is a Representative or nominee of a body corporate member and the body corporate member ceases to be a member;

(iv) becomes an employee of the Company;

(v) is, due to physical or mental impairment, unable to properly perform the duties of a director, as determined by a suitably qualified professional acting reasonably;

(vi) is convicted of an indictable offence; or

(vii) fails to attend 50% or more directors' meetings in any 12 month period without leave of absence approved by the directors.

(b) Nothing in rule 8.7(a) prevents a director from vacating office by providing a written notice of resignation to the Company addressed to the President or the secretary. Unless the notice or the law provides otherwise, the resignation takes effect from the date the notice is received.

8.8 Payments to directors

(a) Directors must not receive any payment for acting as a director but may in exceptional circumstances as determined by the directors:

(i) be reimbursed for reasonable authorised travelling and other expenses properly incurred by them in connection with the affairs of the Company, including attending and returning from general meetings of the Company, meetings of the directors and meetings of committees; and

(ii) receive payment for any goods supplied or services rendered to the Company other than in the role as a director, provided the amount is proper and reasonable in the circumstances.

8.9 Interested directors

(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 voided or rendered voidable merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.

(b) Each director must disclose all personal interests and other matters that could, or do, give rise to a conflict of interest or loyalty in relation to a matter or decision being considered by the directors.

(c) Where a director has a material personal interest in a matter to be considered at a meeting, that director must not be present while the matter is being considered at the meeting or vote on the matter, unless the directors who do not have a material personal interest pass a resolution in accordance with the Corporations Act which permits that director to do so.

(d) If rule 8.9(c) operates to the effect that there are not enough directors to form a quorum for a directors' meeting, one or more directors (including those who have a material personal interest) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

(e) Subject to rule 8.9(f), a director who is in any way interested in a contract or arrangement (other than by having a material personal interest which is to be dealt with in accordance with rule 8.9(c)) may, despite that interest:

(i) be counted in determining whether or not a quorum is present at any meeting of directors considering that contract or arrangement;

(ii) sign or countersign any document relating to that contract or arrangement; and

(iii) remain present in the meeting and vote in relation to that contract or arrangement or any matter arising out of those things.

(f) Rule 8.9(e) does not apply if, and to the extent that, it would be contrary to law.

8.10 Powers and duties of directors

(a) The directors are responsible for the governance, business and affairs of the Company and may exercise all the powers of the Company which are not required by the law or this Constitution to be exercised by the members.

(b) The directors must comply with their duties as directors under legislation and common law. For as long as the Company is registered as a charity with the Australian Charities and Not-for-profits Commission or its successor, the Company must also ensure the directors comply with the requirements described in Governance Standard 5 of the regulations made under the ACNC Act or any successor to that Standard.

8.11 Directors' meetings

(a) The directors may hold meetings (including by technological means) for the conduct of business and regulate them as they think fit.

(b) The directors should meet as often as required for the proper discharge of their directors' duties and in any event no less than four times per year.

8.12 Convening of meetings of directors

A meeting of directors may be convened by the President or any two of the directors.

8.13 Notice of directors' meetings

(a) Notice of a directors' meeting must be given to each current director, other than a director on leave of absence approved by the directors.

(b) A notice of a directors' meeting must:

(i) be given in a way permitted by rule 15;

(ii) specify the time and place of and, if relevant, the form of technology for, the meeting;

(iii) state the nature of the business to be transacted at the meeting; and

(iv) be provided with sufficient time for the directors to properly consider the subject matter contained within the notice and any accompanying materials.

(c) A resolution passed at a directors' meeting is valid even in circumstances where a director did not receive notice of the meeting, provided:

(i) the notice was not received because of accident or error;

(ii) before or after the meeting, that director notifies the Company of their agreement with the resolution; or

(iii) the director attended the meeting.

8.14 Quorum for directors' meetings

(a) No business may be transacted at a directors' meeting unless there is a quorum of directors at the time the business is dealt with.

(b) A quorum consists of a majority of current directors.

(c) For the avoidance of doubt, a director is present at a meeting if participating by technological means.

(d) If, within 30 minutes after the time appointed for the meeting, a quorum is not present, then, without prejudice to the right of those present to discuss but not to vote on any matter, the meeting will be dissolved or stand adjourned to such time, date and place as those present at the meeting decide and as notified to all directors in accordance with rule 8.13(a).

8.15 President and Vice President

(a) The directors may appoint a director to the office of president of the Company (**President**) and may appoint a different director to the office of vice-president of the Company (**Vice President**) and, subject to rule 8.5, determine the period for which each director is to hold such office.

(b) The directors may remove a director from the office of President and Vice President at any time but doing so does not remove that person as a director.

(c) A person may only fill the office of President or Vice President for as long as that person is a director of the Company.

(d) The table below outlines who will act as chair of a directors' meeting.

Circumstances	Person acting as chair of the meeting (or part of it)
When:	President

Circumstances	Person acting as chair of the meeting (or part of it)
• the President is present at the meeting; and • the President is willing and able to act as the chair of the meeting.	
When: • there is no President; • the President is absent from the meeting (or part of the meeting); or • the President is present but is prevented from acting or not willing to act as chair of the meeting or part of the meeting.	Vice President – until the President joins the meeting or can resume the role of chair (as applicable).
When: • there is no President and no Vice President; • the President and Vice President are absent from the meeting (or part of the meeting); or • the President and Vice President are present but are prevented from acting or not willing to act as chair of the meeting or of part of the meeting.	A director elected by the directors to chair the meeting – until the President or Vice President join the meeting or can resume their role as chair (as applicable), with priority given to the President if both the President and Vice President are able to resume.

8.16 Decisions of directors

(a) A directors' meeting at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under the law and this Constitution.

(b) Questions arising at a directors' meeting and any other matter to be determined by the directors under this Constitution are (unless a higher number or threshold is required under the law or this Constitution) to be decided by a majority of votes cast by the directors present. A decision of a kind made in accordance with this rule is for all purposes a determination of the directors.

(c) If there are an equal number of votes cast for and against a resolution at a directors' meeting, then the chair does not have a second or casting vote in addition to any vote the chair may have as a director of the Company.

8.17 Decisions without meetings

Directors may pass resolutions outside of a directors' meeting in any manner (including through the use of technology) provided:

(a) all directors other than a director on an approved leave of absence are sent a copy of the resolutions and are given a reasonable time to respond considering the urgency and nature of the matters under consideration;

(b) any such resolution is passed by at least 75% of all current directors entitled to vote (unless a higher threshold is required by law or this Constitution); and

(c) such manner complies with:

(i) the law; and

(ii) any policies and procedures relating to the passing of director resolutions as determined by the directors from time to time.

8.18 Delegation to individuals

(a) The directors may resolve to delegate any of their powers to such individual or individuals as they so determine including:

(i) to one or more directors;

(ii) to one or more members; or

(iii) to one or more employees.

(b) The directors may delegate their powers for such time as they determine and may revoke or vary any power so delegated.

(c) A person to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the directors which, for the avoidance of doubt, may be contained within charters, policies, terms of reference, delegations, guidelines or protocols.

(d) The directors may continue to exercise all of their powers despite any delegation.

(e) A delegation under this rule need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position.

8.19 Validity of acts

An act done by a director or by a meeting of the directors or the Council or a committee attended by a director is not invalid just because:

(a) of a defect in the appointment of the director;

(b) the person is disqualified from being a director or has vacated office; or

(c) the person is not entitled to vote,

if that circumstance was not known by the person or the directors or the Council or committee, as the case may be, when the act was done.

9 Council and Committees

9.1 Council

(a) The directors must establish and maintain an advisory body of members, to be known as the Council.

(b) The Council will consist of such members and observers as the directors determine from time to time.

(c) The directors must prepare and maintain guidelines for the composition of the Council, including:

(i) its size;

(ii) terms of members and observers;

(iii) the manner of selection of members and observers;

(iv) diversity of membership;

(v) the professions, geographic regions and jurisdictions to be represented; and

(vi) such other matters as the directors consider necessary or desirable.

(d) The Council may at any time, by a resolution passed by at least one-half of its members, make a recommendation to the directors in relation to the contents of the guidelines referred to in sub-rule (c). The directors must amend the guidelines at the next meeting of directors in accordance with any such recommendation, unless a resolution rejecting the recommendation is passed by at least 75% of all current directors entitled to vote at that meeting.

(e) The directors may:

(i) delegate to the Council such of their powers as they consider necessary or desirable;

(ii) revoke any or all of the powers delegated to the Council and vary the nature and scope of the powers delegated; and

(iii) change the makeup of the Council at any time.

(f) The Council must conduct itself, and exercise the powers delegated to it, in accordance with any directions of the directors which, for the avoidance of doubt, may be contained within charters, policies, terms of reference, delegations, guidelines or protocols.

(g) The directors may continue to exercise all of their powers despite any delegation made under this rule.

9.2 Committees

(a) The directors may resolve to:

(i) establish one or more committees consisting of such individuals as they determine;

(ii) delegate to each committee such of their powers required for the effective and efficient running and administration of the committee;

(iii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and

(iv) change the makeup of a committee at any time or dissolve it all together.

(b) Each committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the directors which, for the avoidance of doubt, may be contained within charters, policies, terms of reference, delegations, guidelines or protocols.

(c) The directors may continue to exercise all of their powers despite any delegation made under this rule.

(d) For as long as the Company is endorsed as an Approved Research Institute, it must establish and maintain a research committee in accordance with the requirements described in Schedule 3.

10 Secretaries

(a) The directors must appoint at least one secretary who may be, but does not need to be, a director.

(b) The appointment of a secretary will be for the period, on the conditions and, subject to rule 10(c), at the remuneration the directors determine.

(c) A director may not be remunerated in that person's capacity as secretary.

(d) Subject to any contract between the Company and the relevant secretary, a secretary of the Company may be removed or dismissed by the directors at any time, with or without cause. If that person is a director, such removal or dismissal does not remove that person from office as a director.

(e) The duties of the secretary include:

(i) ensuring the necessary registers required by the law are established and properly maintained;

(ii) ensuring any required annual returns and annual reports are lodged with the appropriate regulator on time; and

(iii) ensuring the organisation of meetings of the members and the directors, including the sending out of notices, the preparation of agenda and the compilation of minutes.

(f) An act done by a person acting as a secretary is not invalid just because:

(i) of a defect in the person's appointment as a secretary; or

(ii) the person is disqualified from being a secretary,

if that circumstance was not known by the person or the directors when the act was done.

Part F – Winding up and loss of endorsement

11 Winding up

(a) Before the Company is wound up, it must first wind up each of the deductible gift recipient endorsed funds it operates (if any), in accordance with each fund's winding up requirements.

(b) If upon the winding up or dissolution of the Company there remains, after satisfaction of all of its debts and liabilities, any property or moneys whatsoever (**Surplus Assets**), such Surplus Assets must only be given or distributed to one or more Eligible Recipients.

(c) The decision about which Eligible Recipients are to be given the Surplus Assets under rule 11(b) is to be determined:

(i) by a resolution of the members on recommendation by the directors at or before the winding up or dissolution of the Company; or

(ii) if no such resolution is passed, by the Supreme Court of New South Wales.

12 Loss of deductible gift recipient endorsement

(a) If the Company is endorsed as a deductible gift recipient and this endorsement is revoked, then the Company must ensure the following assets remaining after the payment of all liabilities are distributed to one or more Eligible Recipients:

(i) deductible gifts of money or property received for the Charitable Purpose;

(ii) deductible contributions made in relation to an eligible fundraising event held to raise funds for the Charitable Purpose; and

(iii) money received by the Company because of such deductible gifts and contributions.

(b) The decision about which Eligible Recipients are to receive the funds distributed in accordance with rule 12(a) is to be determined by a resolution of the directors.

Part G – Administrative matters

13 Minutes, records and negotiable instruments

13.1 Minutes

The directors must ensure the following minutes are recorded, approved and kept in accordance with the law:

(a) meetings and resolutions of members;

(b) meetings and resolutions of directors (including those made without meetings under rule 8.17); and

(c) meetings and resolutions of the Council and committees.

13.2 Inspection of records

(a) Subject to the law and rule 13.2(b), the directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the Company or any of them will be open for inspection.

(b) A member may, upon reasonable notice to the directors, inspect any books, records or documents of the Company, provided the information obtained is only used for a proper purpose in connection with membership of the Company. In the case of directors' minutes and resolutions, the directors may, at their complete discretion, refuse to provide all or some of the directors' minutes or provide such records in a redacted form.

(c) The Company must establish and administer all registers required to be kept by law and each member must provide the Company with such information as is required for the Company to comply with this rule. If events occur which would cause the information contained in a register maintained by the Company to be inaccurate the member must notify the Company in writing of the change within 21 days of the member becoming aware such change has occurred.

(d) Unless proved incorrect, the register is sufficient evidence of the matters shown in the register.

(e) The Company must keep all financial and other records required by law.

13.3 Negotiable instruments

The directors may determine how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments or other documents must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the Company.

14 Indemnity and insurance

(a) To the extent permitted by law, the Company indemnifies its Officers (both current and past) for all losses or liabilities incurred by the person as an Officer of the Company including, but not limited to, a liability for negligence or for legal costs on a full indemnity basis.

(b) This indemnity:

(i) may only be for losses or liabilities incurred as an Officer of the Company (either before or after the adoption of this rule);

(ii) does not cover any loss or liability of an Officer seeking to be indemnified under this rule if that loss or liability arises from that person's wilful misconduct or fraud; and

(iii) operates only to the extent that the loss or liability is not paid by insurance.

(c) To the extent permitted by law, the Company may take out and pay for insurance for the benefit of its Officers (both current and past) against any liability incurred by the

person as an Officer of the Company including, but not limited to, a liability for negligence or for legal costs.

(d) To the extent permitted by law, the Company may enter into an agreement (including a deed) with a person who is or agrees to become or has been an Officer of the Company on any terms and conditions the directors think fit to give effect to the rights of that person under this rule 14. Any such agreement may also give the person rights to inspect and obtain copies of the books of the Company for such purposes, and on such other terms and conditions, as the directors resolve.

15 Notices

15.1 Giving of notices

Any notice, document or other communication required or permitted to be given under this Constitution or law may be given in any manner (including through the use of technology) provided such manner complies with:

(a) the law; and

(b) any policies and procedures relating to the giving and receiving of notices, documents and other communications as determined by the directors from time to time.

15.2 Timing of service

(a) Where a notice is served personally, service of the notice is taken to be effected when delivered.

(b) Where a notice is sent by post, service of the notice is taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post:

(i) in the case of a notice of a general meeting, on the day after the date of its posting; or

(ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

(c) Where a notice is sent by electronic means, including email or fax, service of the notice is taken to be effected:

(i) when the sender receives an automated message confirming delivery; or

(ii) 30 minutes after the time sent (as recorded on the device from which the sender sent the notice) unless the sender receives an automated message that the notice has not been delivered,

whichever happens first.

(d) If the delivery or receipt of a notice is on a day which is not a Business Day or is after 5.00pm on a Business Day, it is deemed to be received at 9.00am on the following Business Day.

16 General

(a) **Common seal**: The Company may, but is not required to, have and use a common seal. If the directors determine that the Company have a common seal, then it must be kept and used in accordance with the law.

(b) **Formulating rules**: Without limiting the directors' powers under this Constitution, the directors may from time to time make regulations and rules about any matter related to the operations or conduct of the Company, provided such regulations and rules are not inconsistent with the law or this Constitution. If there is any inconsistency between regulations and rules formulated pursuant to this rule 16(b) and the provisions of this Constitution or the law, the provisions of this Constitution and the law will prevail.

(c) **Submission to jurisdiction**: Each member submits to the non-exclusive jurisdiction of the Supreme Court of [New South Wales], the Federal Court of Australia and the Courts which may hear appeals from those Courts.

(d) **Patron(s)**: the directors may from time to time in their discretion appoint one or more Patrons of the Company.

Schedule 1 Dictionary

1 Dictionary

In this Constitution:

ACNC Act means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

Association has the meaning given at rule 4.1(a).

Board means the board of directors of the Company.

Board Appointed Directors has the meaning given at rule 8.2(b).

Business Day means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in the place where the Company's registered office is located.

Casual Vacancy Directors has the meaning given at rule 8.2(c).

Charitable Purpose has the meaning given at rule 3.1.

Company has the meaning given at rule 2(a).

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

Council has the meaning given at rule 9.1;

Eligible Recipient means an organisation which:

(a) has charitable objects or purposes similar to the Charitable Purpose;

(b) has a governing document which requires its income and property to be applied in promoting its objects agrees to use any distribution provided to it by the Company to further such objects or purposes;

(c) is registered as a charity with the Australian Charities and Not-for-profits Commission;

(d) by law or its constituent rules, is prohibited from distributing, and does not distribute, its income and property amongst its members (either while it is operating or upon winding up) to an extent at least as great as is imposed upon the Company; and

(e) if the Company is endorsed as a deductible gift recipient for the purpose of any Australian federal tax law, is similarly endorsed as a deductible gift recipient.

Member Disciplinary Resolution has the meaning given at rule 5.4(a)(i).

Member Elected Directors has the meaning given at rule 8.2(a).

Membership Renewal Notice has the meaning given at rule 4.8.

Officer has the meaning given in section 9AD of the Corporations Act.

President has the meaning given at rule 8.15(a).

Representative means a representative of a member appointed in the way permitted by section 250D of the Corporations Act regardless of whether that member is in fact bound by the Corporations Act.

Show of Preference has the meaning given at rule 6.7(c).

Special Resolution has the meaning given in section 250MA of the Corporations Act, notwithstanding the operation of s 111L of the Corporations Act.

Surplus Assets has the meaning given at rule 11(b).

Vice President has the meaning given at rule 8.15(a).

2 Interpretation

2.1 General

In this Constitution the following rules of interpretation apply unless the contrary intention appears:

(a) the words 'Constitution', 'director', 'secretary', 'member' and the like are, and should be interpreted to be, references to the Constitution, director, secretary, member and the like (as the case may be) of the Company named in rule 2(a) unless the context otherwise requires;

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

(c) headings are for convenience only and do not affect the interpretation of this Constitution;

(d) the singular includes the plural and vice versa;

(e) words that are gender neutral or gender specific include every other gender;

(f) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;

(g) the words 'such as', 'including', 'for example', 'particularly' and similar expressions are not used as, nor are intended to be, interpreted as words of limitation;

(h) a reference to:

(i) a person includes a natural person, corporation, other body corporate, association, partnership, board, joint venture, government agency or other body (whether or not the body is incorporated);

(ii) this Constitution includes all schedules;

(iii) a law, statute, regulation, proclamation, ordinance or by-law or a section, regulation or provision thereof, includes all laws, statutes, regulations, proclamations, ordinances or by-laws, or sections, regulations or provisions thereof, varying, consolidating or replacing them and a reference to a law or statute includes all regulations, proclamations, ordinances and by-laws issued under them;

(iv) a monetary amount is in Australian dollars;

(i) a requirement in this Constitution for something to be carried out in writing will be satisfied if the matter in question is carried out in some other lawful manner that is approved by the directors;

(j) where communication from a member to the Company must be 'signed' by a member, in addition to any other methods permitted by law, the member may sign in any manner that allows the directors to be satisfied, acting reasonably, that the communication is from the relevant member, including by using an electronic signature; and

(k) 'writing' or 'written' includes modes of representing or reproducing words, figures, drawings or symbols in a visible or tactile form which renders the message retrievable by people who know the language in question.

2.2 Replaceable rules do not apply

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

Schedule 2 Judicial administration requirement

The following persons, associations or corporations within Australia, New Zealand, Papua New Guinea or any other country shall be eligible to apply for membership of the Company:

(a) The Law Council of Australia and its constituent bodies;

(b) Any law society, association or corporation representing the legal profession;

(c) Any person holding judicial office;

(d) Any person holding appointment to an office in a court or tribunal including a Judicial Registrar, Registrar or Admiralty Marshal;

(e) Any person who is a graduate in law or jurisprudence of a university or other tertiary institution in Australia, New Zealand, Papua New Guinea or any other country;

(f) Any person who is entitled to practise the profession of law in any part of Australia, New Zealand, Papua New Guinea or any other country including a lawyer in government service;

(g) Any member of the teaching or research staff of a Department, Faculty or School of Law at a university or other tertiary institution or of a College of Law, Legal Workshop or institution providing post-graduate training in the law or legal practice;

(h) Any member of, or any member of the research staff of, a law reform agency or institute or school of criminology;

(i) Any Court Administrator;

(j) Any Managing Clerk, Articled Law Clerk, Law Clerk, Clerk of Court, Clerk of Petty Sessions or Clerk of a Local Council;

(k) Any member, whether legally qualified or not, of a tribunal established by Statute that has a dispute resolution function;

(l) Any Court librarian or Legal librarian;

(m) Any organisation responsible for the administration of legal aid;

(n) Any person with a bona fide interest in judicial administration;

(o) Any person, association or corporation of a class the directors decide should be eligible to apply for membership; or

(p) Any person, association or corporation, whether eligible under the preceding paragraphs of this sub-rule to apply to become a member or not, whom the directors decide to admit to membership.

Schedule 3 Approved Research Institute requirements

1 Research committee

1.1 Introduction

(a) The requirements described in this Schedule 3 only apply to the Company if, and for as long as, it is endorsed as an Approved Research Institute by the Australian Taxation Office.

(b) If any of the requirements relating to being an Approved Research Institute are varied by the Australian Taxation Office or the relevant Approving Authority, then the revised requirements will apply to the Company to the extent of any inconsistency.

(c) If this Schedule 3 obliges the Company to comply with a particular requirement which is no longer required by the Australian Taxation Office or the relevant Approving Authority for endorsement as an Approved Research Institute, then the Company does not have to comply with that requirement.

(d) The directors of the Company may, without the need for member approval, amend this Schedule 3 to reflect any change to the endorsement requirements for endorsement as an Approved Research Institute as described in paragraphs 1.1(b) and (c) of this Schedule 3.

1.2 Establishment and dissolution of Research Committee

(a) The Company must establish and maintain a research committee in accordance with this Schedule 3.

(b) The Company may dissolve the research committee at any time, provided:

(i) the Company is no longer required by law to maintain the research committee in order to be endorsed as an Approved Research Institute; or

(ii) the Company has ceased to be endorsed as an Approved Research Institute.

1.3 Functions of the Research Committee

(a) The research committee has, at all times, the sole responsibility for ensuring the research undertaken:

(i) is scientific in nature; and

(ii) is, or may prove to be, of value to Australia.

(b) Subject to part 2 of this Schedule 3, the research committee has the sole discretion to determine the research activities to be funded from the research fund account.

(c) Subject to paragraphs 1.4(a) and (b) of this Schedule 3, the directors may specify the strategic priorities and budget for the research committee which must, for as long as the Company is an Approved Research Institute, comply with all applicable requirements under any federal taxation laws, the Australian Taxation Office, any Approving Authority and the Australian Charities and Not-for-profits Commission.

1.4 Membership of the Research Committee

(a) The research committee must comprise of at least five members, the majority of whom:

(i) are appropriately qualified in the field of research to be undertaken; or

(ii) have appropriate experience in reviewing research.

(b) To become a member of the research committee, each individual must:

(i) be nominated on the basis of their proven ability to direct a research program, as evidenced by their academic qualifications and professional appointments;

(ii) have consent from all other research committee members;

(iii) provide written consent to join the research committee; and

(iv) be approved by the relevant Approving Authority.

(c) Any changes to the membership of the research committee must be approved by the relevant Approving Authority.

(d) Subject to paragraphs 1.4(a) to (c) of this Schedule 3, the directors may specify the conditions (including as to remuneration, if any) from time to time in relation to any such appointment to the research committee.

1.5 Subcontracting of the Research Committee

(a) Subject to paragraphs 1.5(b) to (d) of this Schedule 3, the Company may subcontract out a portion of its research to appropriately qualified researchers or research bodies in accordance with Australian Taxation Office guidelines.

(b) Where the Company intends to subcontract out a portion of its research, it must identify the research to be contracted out and satisfy the relevant Approving Authority of the need to outsource that work in order to meet research objectives.

(c) The Company (through the research committee) must have and exercise proper control over the conduct of the research activities being conducted by the contractor, including:

(i) the capacity to decide on major changes of direction in those activities;

(ii) the ability to stop an unproductive line of research;

(iii) the scope to follow up or otherwise on an unexpected result; and

(iv) the power to end a project.

(d) The Company must ensure that it retains effective ownership of any results of research produced as a result of any subcontracting arrangement.

2 Research fund

(a) The Company must maintain a research fund account in accordance with the requirements set down by the Australian Taxation office (and any relevant Approving Authority).

(b) If the Research Fund Account is being wound up because of loss of deductible gift recipient endorsement, such winding up is to be conducted in the way described at rule 12.

3 Notification to the Australian Taxation Office

If any amendment to this Constitution affects the Company's endorsement as a deductible gift recipient, the Company must notify the Australian Taxation Office within a reasonable period of time.