



AUSTRALIAN AND NEW ZEALAND
THEOLOGICAL LIBRARY ASSOCIATION LTD

Constitution of Australian and New Zealand Theological Library Association Limited

Corporations Act 2001

Company Limited by Guarantee not having a Share Capital

Contents

PREAMBLE..... 5

1. **DEFINITIONS AND INTERPRETATION**..... 5

 1.1 Definitions 5

 1.2 Interpretation 6

2. **NAME OF THE ASSOCIATION** 7

3. **OBJECTS** 7

4. **REPLACEABLE RULES AND CONSTITUTIONAL AMENDMENT** 8

 4.1 Replaceable Rules Displaced 8

 4.2 Amendment of Constitution 8

5. **LIABILITY OF MEMBERS** 8

6. **APPLICATION OF INCOME** 8

 6.1 No payment or transfer to Members 8

 6.2 Payments in good faith 8

7. **CHAPTERS**..... 9

 7.1 General 9

 7.2 Initial Chapters 10

8. **MEMBERSHIP** 10

 8.1 General 10

 8.2 Membership not transferable 11

 8.3 Library Membership 11

 8.4 Individual Membership 11

 8.5 Honorary Life Membership 12

9. **REPRESENTATIVE** 12

 9.1 Nomination 12

 9.2 Entry in Register 12

 9.3 Powers of Representative 12

 9.4 Replacement of Representative 13

10. **ADMISSION TO MEMBERSHIP** 13

 10.1 Application and Assessment 13

 10.2 Admission 13

11.	RESIGNATION FROM MEMBERSHIP	14
11.1	Notice	14
11.2	Surviving Liability	14
12.	EXPULSION OF MEMBER	14
12.1	Resolution	14
12.2	Notice	15
12.3	Removal from the Register	15
13.	REGISTER	16
13.1	Register of Members	16
13.2	Disputes	16
14.	GENERAL MEETINGS	16
14.1	Annual General Meeting	16
14.2	Extraordinary Meeting	16
15.	NOTICE OF GENERAL MEETINGS	17
15.1	General	17
15.2	Contents of Notice	17
15.3	Alteration of Procedure	17
15.4	Failure to Receive Notice	17
16.	PROCEEDINGS AT GENERAL MEETINGS	18
16.1	Business	18
16.2	Quorum	18
16.3	No Quorum	18
16.4	Chairperson	19
16.5	Adjournment	19
16.6	Show of Hands	19
16.7	Evidence of Resolution	20
16.8	Poll	20
16.9	Demand for Poll	20
16.10	Auditor	21
17.	APPOINTMENT OF PROXY	21
17.1	General	21

17.2	Instrument Appointing Proxy	21
18.	FORM OF PROXY	22
18.1	Required Information	22
18.2	Voting Instructions	22
18.3	Authority.....	22
19.	ATTORNEYS	23
19.1	Appointment by Member.....	23
19.2	Appointment by Directors.....	23
20.	VOTING OF ATTORNEY OR PROXY	23
20.1	Validity	23
20.2	Attendance of Principal at Meetings.....	24
21.	DIRECTORS	24
21.1	General.....	24
21.2	Composition of the Board	25
21.3	Alteration of Composition.....	25
21.4	Term of Appointment	25
22.	ELECTION OF DIRECTORS	26
22.1	Nomination Procedure	26
22.2	Conduct of Elections	26
23.	CASUAL VACANCIES	28
24.	DISQUALIFICATION OF DIRECTORS	28
25.	POWERS OF THE BOARD	29
26.	BY-LAWS AND RULES	29
27.	BORROWING	29
28.	INVESTMENT	30
29.	NEGOTIABLE INSTRUMENTS	30
30.	FEES IMPOSED BY THE ASSOCIATION	30
30.1	Determination of fees.....	30
30.2	Notice of fees.....	30
31.	PROCEEDINGS OF THE BOARD	31
31.1	General.....	31

31.2	Use of technology in conferencing	31
31.3	Delegation by the Board	32
31.4	Defects in Appointment.....	32
32.	MINUTES	33
32.1	Minutes to be kept.....	33
32.2	Evidence of Proceedings and Resolutions.....	33
33.	CIRCULAR RESOLUTION	33
33.1	General	33
33.2	Exclusion of Directors Not Entitled to Vote	34
34.	REIMBURSEMENT OF EXPENSES	34
35.	ACCOUNTS	34
35.1	Books of Account to be kept	34
35.2	Location of Books of Account	34
36.	AUDITOR	34
37.	STAMP DUTY, TAXES AND CHARGES	35
38.	INDEMNITY	35
38.1	Definition of Liability and Officer	35
38.2	Indemnity of Officers	35
38.3	Indemnity for Proceedings	36
39.	NOTICES	36
40.	CONTRIBUTION ON WINDING-UP	36
41.	DISTRIBUTION OF PROPERTY ON WINDING-UP	37

PREAMBLE

The first Library Consultation of the Australian & New Zealand Association of Theological Schools (**ANZATS**) was held in Melbourne in 1978. Subsequent consultations were held in 1979, 1983, 1984 and 1985. At the Sydney consultation in 1984 it was resolved to request the ANZATS to instigate the formation of a theological library association. The concept was endorsed for investigation by that year's Annual General Meeting and subsequently approved by the ANZATS Council in May 1985. The decision to form the association was made at the 1985 consultation at Luther Seminary, North Adelaide on Tuesday 27 August 1985. The Interim Executive was instructed to draft a constitution for presentation to the inaugural conference of the Australian & New Zealand Theological Library Association (**ANZTLA**) in Canberra on 26 August 1986. Following further revisions, it was adopted on 24 August 1987. The decision to incorporate was made by the Association at its AGM in 2001.

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution:

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

Annual General Meeting means the annual general meeting of Members.

Applicant means a person who lodges an Application under this Constitution.

Application means an application for Membership.

Association means Australian and New Zealand Theological Library Association Limited.

Auditor means the auditor or auditors of the Association.

Board means the Board of Directors of the Association.

Business Day means Monday to Friday excluding public holidays in Victoria.

By-Laws and **Rules** mean by-laws and rules made under this Constitution.

Chapter means a chapter established in accordance with clause 7.

Constitution means this constitution, as amended.

Directors means the members individually or collectively of the Board.

Extraordinary Meeting means a General Meeting of Members other than an Annual General Meeting.

General Meeting means an Annual General Meeting or an Extraordinary Meeting of the Association.

Honorary Life Member means a Member admitted to membership in

accordance with clause 8.5 and **Honorary Life Membership** means the Membership of an Honorary Life Member.

Individual Member means a Person admitted to membership in accordance with clause 8.4 and **Individual Membership** means the Membership of an Individual Member.

Library Member means a Person admitted to membership in accordance with clause 8.3 and **Library Membership** means the Membership of a Library Member.

Member means a person admitted to Membership in accordance with this Constitution.

Membership means membership of the Association.

Month means a calendar month.

President means the Director who is elected to this office in accordance with clause 22.2.

Register means the register of Members kept in accordance with the Act.

Registered Address means the address of a Member shown in the Register.

Registered Office means the registered office of the Association.

Representative means a person as described in clause 9.1.

Vice President means the Director who is elected to this office in accordance with clause 22.2.

1.2 Interpretation

In this Constitution, a reference to:

- 1.2.1 a person includes a corporate body, association, firm, partnership, or other unincorporated body;
- 1.2.2 a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them;
- 1.2.3 this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;
- 1.2.4 a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this Constitution;
- 1.2.5 a word or phrase that is defined has the corresponding meaning in its other grammatical forms
- 1.2.6 writing includes all modes of representing or reproducing words in a legible, permanent and visible form;
- 1.2.7 the singular includes the plural and vice versa; and
- 1.2.8 a gender includes all other genders.

2. NAME OF THE ASSOCIATION

The name of the Association is Australian and New Zealand Theological Library Association Limited.

3. OBJECTS

- 3.1 The objects of the Association are all or any of the following:
 - 3.1.1 to provide an framework whereby librarians and other people and groups interested in theological and religious libraries and librarianship can interact, learn and work towards the development and improvement of theological and religious libraries and the role and function of such libraries in theological education;
 - 3.1.2 to educate persons on acceptable standards of librarianship among theological and religious libraries, and to support the implementation and development of such standards;
 - 3.1.3 to promote information services in support of teaching, learning and research in theology, religion and related disciplines, and to create such tools and aids as may be helpful in accomplishing this;
 - 3.1.4 to foster, as part of an education program, inter-library cooperation at both regional and national levels; and
 - 3.1.5 to publish and disseminate literature and information in respect of theological and religious librarianship.
- 3.2 The Association may exercise all powers, rights and privileges as a natural person may do or exercise, for the purpose of furthering the objects set out above.

4. REPLACEABLE RULES AND CONSTITUTIONAL AMENDMENT

4.1 Replaceable Rules Displaced

Each of the provisions of the Act that would apply to the Association as a replaceable rule but for this clause, is expressly displaced and does not apply to the Association.

4.2 Amendment of Constitution

The Association may modify or repeal this Constitution by a resolution:

4.2.1 of which notice as set out in clause 15.2 has been given; and

4.2.2 that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

5. LIABILITY OF MEMBERS

The liability of each Member is limited to the amount specified in clause 40.

6. APPLICATION OF INCOME

6.1 No payment or transfer to Members

All of the income and property of the Association must be applied solely towards the promotion of the objects of the Association as set out in this Constitution. No portion of it may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the persons who at any time are or have been Members.

6.2 Payments in good faith

- 6.2.1 Notwithstanding clause 6.1 and subject to clauses 6.2.2 to 6.2.4 inclusive, the Association may make payments in good faith of remuneration to any Member, officer or employee of the Association in return for any services rendered to the Association or for goods supplied in the ordinary and usual course of business.
- 6.2.2 The Association must not make any payment to a Director for services rendered by that Director to the Association unless the provision of those services has the prior consent of the Board, the amount payable is approved by a resolution of the Board and is on reasonable commercial terms.
- 6.2.3 The Association must not make any payment to a Director in his or her capacity as an employee of the Association, in return for any services rendered by that employee to the Association, unless the terms of his or her employment have first been approved by a resolution of the Board.
- 6.2.4 The Association may make payment of interest on money borrowed from any Member and make payment in respect of reasonable and proper rent for premises let by a Member to the Association.
- 6.2.5 For the purposes of clause 6.2.4, any sum paid by a Member to the Association as a deposit, bond or other security for the payment of fees and charges levied under the Constitution, By-Laws and Rules does not constitute money borrowed from a Member.

7. CHAPTERS

7.1 General

The Board may make By-Laws and Rules:

- 7.1.1 to divide the Association into geographic Chapters of an area and number as the Board thinks fit; and
- 7.1.2 to govern the administrative, operational and other aspects of the Chapters.

7.2 Initial Chapters

The initial Chapters are:

- 7.2.1 New South Wales and Australian Capital Territory;
- 7.2.2 New Zealand;
- 7.2.3 Queensland;
- 7.2.4 South Australia;
- 7.2.5 Victoria; and
- 7.2.6 Western Australia.

8. MEMBERSHIP

8.1 General

8.1.1 The following persons are Members:

- 8.1.1.1 the persons specified in the application to register the Association lodged under section 117 of the Act and who have consented to be Members; and
- 8.1.1.2 any other person the Board admits to Membership in accordance with this Constitution.

8.1.2 The Association is divided into the following categories of Membership:

- 8.1.2.1 Library Membership;
- 8.1.2.2 Individual Membership; and
- 8.1.2.3 Honorary Life Membership.

8.1.3 The Association may at any time divide Memberships into such other categories of Members as the Association determines.

8.1.4 The Board will determine the category of Membership to which a Member belongs.

8.1.5 A Member may simultaneously hold Membership of different categories and may exercise the rights associated with each category of Membership.

8.2 Membership not transferable

Membership may not be transferred to another person.

8.3 Library Membership

8.3.1 Definition

Any library involved in or interested in theological education or religious studies may be admitted by the Board as a Library Member.

8.3.2 Right to attend meetings

The Representative of a Library Member is entitled to receive notice of and to attend General Meetings of the Association.

8.3.3 Voting and other rights

8.3.3.1 A Library Member is entitled to one vote at a General Meeting of the Association.

8.3.3.2 The Representative of a Library Member may be eligible to be elected or appointed as a Director.

8.4 Individual Membership

8.4.1 Definition

A natural person involved in or interested in theological education or religious studies may be admitted by the Board as an Individual Member.

8.4.2 Right to attend meetings

An Individual Member is entitled to receive notice of and to attend General Meetings of the Association.

8.4.3 Voting and other rights

8.4.3.1 An Individual member is entitled to one vote at a General Meeting of the Association.

8.4.3.2 An Individual Member may be eligible to be elected or appointed as a Director.

8.5 Honorary Life Membership

8.5.1 Definition

Any natural person of distinction who supports the objects of the Association or any Member or past Member (being a natural person or in the case of a Member that is or was not a natural person, its Representative) who has rendered distinguished service to the Association may be appointed by the Board as an Honorary Life Member.

8.5.2 Right to attend meetings

An Honorary Member is entitled to receive notice of and to attend General Meetings of the Association.

8.5.3 Voting and other rights

8.5.3.1 A Honorary Life Member is entitled to one vote at a General Meeting of the Association.

8.5.3.2 An Honorary Life Member may be eligible to be elected or appointed as a Director.

9. REPRESENTATIVE

9.1 Nomination

Where a Member or an Applicant is not a natural person, it must appoint as its Representative a natural person.

9.2 Entry in Register

The name and address of the Representative will be entered in the Register and all correspondence and notices from the Association will be served on that Representative.

9.3 Powers of Representative

The nomination must set out what the Representative is appointed to do and may set out restrictions on the Representative's powers. If the

appointment is made by reference to a position held, the appointment must identify the position. Unless otherwise specified, the Representative may exercise on the Member's behalf, all the powers that the Member could exercise at a meeting or in voting or a resolution.

9.4 Replacement of Representative

A Member may remove and replace a Representative where the Member gives written notice to the Board in a form approved by the Board.

10. ADMISSION TO MEMBERSHIP

10.1 Application and Assessment

An Application must be made in the form and accompanied by any fee prescribed by the Board.

10.2 Admission

10.2.1 The Board will consider and in its absolute discretion accept or reject any Application. The Board is not required to give any reasons for the rejection of an Application. If the Board rejects the Application, any moneys tendered with it will be repaid to the Applicant without interest.

10.2.2 An Applicant will not become a Member until the Association has received any applicable fee and the name and address of the Applicant and its Representative where applicable are entered in the Register.

11. RESIGNATION FROM MEMBERSHIP

11.1 Notice

A Member may resign from Membership at any time by giving not less than one Month's notice in writing.

11.2 Surviving Liability

Upon the expiration of the period of notice, the Member ceases to be a Member but remains liable for:

11.2.1 any moneys which may be owing to the Association; and

11.2.2 in the case of the Association being wound up within one year of the date on which the Member resigns from Membership, the relevant contribution under clause 40.

12. EXPULSION OF MEMBER

12.1 Resolution

Subject to clause 12.2, the Board, by a resolution passed by three-fourths of the Directors present and voting may expel a Member or implement appropriate disciplinary action if the Member:

12.1.1 has committed a breach of any obligation or duty under this Constitution;
or

12.1.2 has engaged in conduct detrimental to the interests of the Association.

12.2 Notice

12.2.1 At least one Month before the meeting of the Board at which a resolution referred to in clause 12.1 is considered, the Member must be:

12.2.1.1 served notice of the meeting including the particulars of the alleged act, omission or conduct complained of and the intended resolution; and

12.2.1.2 given the opportunity to present in writing or orally (or both) at the meeting and before the passage of the resolution any explanation the Member thinks fit and the Board will take the explanation into consideration.

12.2.2 The Board will serve the Member with notice of any Board resolution made at the above meeting. If the Board resolves to expel the Member, that Member will cease to be a Member on the service of such notice.

12.3 Removal from the Register

12.3.1 Where a Member is expelled from the Association, that Member's name must be removed from the Register.

12.3.2 Upon the removal of a Member's name from the Register:

12.3.2.1 the Member will forfeit all rights and privileges attaching to Membership and all rights which the Member may have against the Association arising out of the Membership; and

12.3.2.2 the Association will have no liability to such Member in respect of the removal from the Register.

13. REGISTER

13.1 Register of Members

The Association must keep and maintain the Register in accordance with the Act and otherwise as the Board determines.

13.2 Disputes

Any dispute that arises in relation to the Register must be referred to the Board, whose decision will be final and binding on all Members.

14. GENERAL MEETINGS

14.1 Annual General Meeting

The Association must hold an Annual General Meeting in every calendar year within five months of the end of its financial year at the time and place determined by the Board.

14.2 Extraordinary Meeting

The Board may convene an Extraordinary Meeting at such time and place as the Board thinks fit, but must be convened in accordance with the Act. Members may also convene an Extraordinary Meeting, but only in accordance with the Act.

15. NOTICE OF GENERAL MEETINGS

15.1 General

The Board must give not less than 21 days' written notice of a General Meeting to the Members, the Directors and the Auditor.

15.2 Contents of Notice

The notice referred to in the preceding clause must specify the following information:

15.2.1 the place, the day and the hour of meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);

15.2.2 the general nature of the meeting's business;

15.2.3 the details of any special resolutions to be proposed at the meeting; and

15.2.4 that Members are entitled to appoint a proxy who must be a Member.

15.3 Alteration of Procedure

With the consent of all the Members entitled to vote at some particular meeting, that meeting may be convened by such shorter notice and in such manner as those Members may think fit provided that such action complies with the Act.

15.4 Failure to Receive Notice

The accidental omission to give notice of a meeting to any Member or the nonreceipt of such notice by any Member does not invalidate any resolution passed at, or proceeding of, that meeting.

16. PROCEEDINGS AT GENERAL MEETINGS

16.1 Business

The ordinary business of an Annual General Meeting may include:

16.1.1 the consideration of the annual financial report, the directors' report and the Auditor's report;

16.1.2 the election and appointment of Directors; and

16.1.3 the appointment of the Auditors and the fixing of the Auditor's remuneration.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary Meeting is deemed special business.

16.2 Quorum

No business may be transacted at any General Meeting except the adjournment of the meeting unless a quorum is present. Subject to clause 16.3.2, the quorum for a General Meeting is ten Members present in person or by Representative, proxy or attorney.

16.3 No Quorum

If a quorum is not present within half an hour from the time appointed for a General Meeting:

16.3.1 if convened on the requisition of Members, the meeting will be dissolved;
and

16.3.2 in any other case, the meeting will be adjourned to the same day in the next week at the same time and place or at such other place as the chairperson appoints. If at that adjourned meeting a quorum is

not present within fifteen minutes from the time appointed for holding the meeting, the Members present will be a quorum.

16.4 Chairperson

16.4.1 The President or in his or her absence the Vice President will preside as chairperson at every General Meeting.

16.4.2 If at any General Meeting neither is present within fifteen minutes after the time appointed for holding the meeting or if neither is willing to preside, the Members present will choose a Director to preside. If no Director is present or if all Directors present decline to preside, then those persons present will choose a Member who is present to preside as chairperson.

16.5 Adjournment

16.5.1 The chairperson of a General Meeting may, with the consent of the Members entitled to vote at any meeting at which a quorum is present, and must, if so directed by the meeting adjourn the meeting to another time or place (or both).

16.5.2 Only unfinished business may be transacted at any meeting resumed after an adjournment of a General Meeting.

16.5.3 Where a General Meeting is adjourned for one Month or more, new notice of the adjourned meeting must be given.

16.6 Show of Hands

Every item of business submitted to a General Meeting will be decided in the first instance by a show of hands of the Members or their Representatives personally present and entitled to vote. If there is an equality of votes, the chairperson will have a casting vote in addition to any deliberative vote.

16.7 Evidence of Resolution

A declaration by the chairperson that a resolution has been passed or lost (having regard to the majority required) and an entry to that effect in the books of the Association, signed by the chairperson of that or the next succeeding meeting, will be conclusive evidence that the resolution has been passed or lost without proof of the number or proportion of the votes recorded in favour of or against the resolution.

16.8 Poll

16.8.1 The chairperson or any Member present personally or by Representative, proxy or attorney may demand a poll before or on the declaration of the result of a show of hands.

16.8.2 The poll will be taken in the manner and at the time and place as the chairperson of the meeting directs, and either at once or after an interval or adjournment or otherwise.

16.8.3 The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.

16.8.4 The demand for a poll may be withdrawn.

16.8.5 If there is a dispute as to the admission or rejection of a vote, the chairperson will finally determine that dispute.

16.8.6 At a poll, the chairperson will, in the case of an equality of votes, have a casting vote in addition to any deliberative vote.

16.9 Demand for Poll

The demand for a poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment will be taken at the meeting and without adjournment.

16.10 Auditor

The Auditor is entitled:

- 16.10.1 to attend any General Meeting of the Association;
- 16.10.2 to receive all notices of and other communications relating to any General Meeting which a Member is entitled to receive; and
- 16.10.3 to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity and is entitled to be heard, despite the fact that the Auditor retires at that meeting or a resolution to remove the Auditor or the agent from office is passed at that meeting.

17. APPOINTMENT OF PROXY

17.1 General

17.1.1 Any Member may appoint a natural person as a proxy to vote on the Member's behalf and may direct the proxy to vote either for or against each or any resolution.

17.1.2 A proxy must be a Member or Representative.

17.2 Instrument Appointing Proxy

The Association must receive the instrument appointing a proxy (and an original or certified copy of the power of attorney, if any, under which it is signed) at:

17.2.1 the Registered Office;

17.2.2 a fax number at the Registered Office;

17.2.3 a place, fax number or electronic address specified for such purpose in the notice of meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument is to vote.

17.3 Unless the contrary is stated on it, an instrument appointing a proxy is valid for any adjournment of the meeting to which it relates.

18. FORM OF PROXY

18.1 Required Information

An instrument appointing a proxy must contain the following information:

18.1.1 the Member's name and address;

18.1.2 the Association name;

18.1.3 the type of Membership held by the Member;

18.1.4 the proxy's name or the name of the office held by the proxy; and

18.1.5 the meetings at which the appointment may be used and be signed by the appointor or his or her attorney.

18.2 Voting Instructions

An instrument appointing a proxy may specify the way in which the proxy is to vote for a particular resolution and if so, the proxy is not entitled to vote on the resolution except as specified in the instrument.

18.3 Authority

An instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll and will (except to the extent to which the proxy is specifically directed to vote for or against any proposal)

include power to act generally at the meeting for the person giving the proxy.

19. ATTORNEYS

19.1 Appointment by Member

Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all or certain specified meetings of the Association. That power of attorney must be produced for inspection at the Registered Office or any other place the Board determines, together with evidence of the due execution of it the Board requires, before the attorney will be entitled to appoint a proxy for the Member granting the power of attorney.

19.2 Appointment by Directors

The Directors may, by power of attorney, appoint any person whether nominated directly or indirectly by the Directors to be an attorney or attorneys of the Association. Such appointment may be for any purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for periods and subject to any conditions as they think fit. Any power of attorney may contain provisions for the protection and convenience of persons dealing with any attorney as the Directors think fit and may also authorise any attorney to sub-delegate all or any of the powers, authorities and discretions vested in them.

20. VOTING OF ATTORNEY OR PROXY

20.1 Validity

A vote given in accordance with the terms of an instrument of proxy or power of attorney will be valid despite the previous death of the principal

or revocation of the proxy or power of attorney, provided no notice in writing of the death or revocation has been received at the Registered Office before the meeting.

20.2 Attendance of Principal at Meetings

The principal attending and taking part in the meeting will not revoke a proxy, unless that principal votes on the resolution to which the proxy applies.

21. DIRECTORS

21.1 General

21.1.1 The number of Directors comprising the Board will be no less than 4 and no more than 8.

21.1.2 At least one Director must be a Member or a Representative of a Member of the New Zealand Chapter.

21.1.3 At least one Director must be a Member or Representative of a Member of an Australian Chapter.

21.1.4 At least one Director must be a Member or Representative of a Member of the Chapter hosting the Association's next annual conference, if any, following the election of Directors.

21.1.5 No person may be elected or appointed as Director or appointed as an alternate Director or may continue in either such office unless such persons is:

21.1.5.1 a Member; or

21.1.5.2 a Representative of a Member.

21.2 Composition of the Board

21.2.1 The Board consists of:

- 21.2.1.1 the President (elected position);
- 21.2.1.2 the Vice President (elected position);
- 21.2.1.3 the Secretary (elected position);
- 21.2.1.4 the Treasurer (elected position); and
- 21.2.1.5 a maximum of two general Directors (elected positions).

21.2.2 The Board may appoint up to two persons as Directors in addition to the existing Directors.

21.3 Alteration of Composition

Subject to the Act and this Constitution, the Association may by special resolution passed at a General Meeting vary the composition of the Board.

21.4 Term of Appointment

A Director is appointed for a term of one year and subject to the Act and clause 21.1.5 is eligible for reappointment.

21.4.1 A Director is appointed for a term of one year and subject to the Act and clause 21.1.5 is eligible for reappointment.

21.4.2 A person appointed as President, Vice President, Secretary or Treasurer may be reappointed to that position up to two times, ie: a maximum of three consecutive years.

21.4.3 After a period of one year out of office, a former President, Vice President, Secretary or Treasurer is eligible for reappointment to the same position subject to clause 21.4.2

22. ELECTION OF DIRECTORS

22.1 Nomination Procedure

22.1.1 Any nomination for election or re-election as a general Director to the Board or for the office of President, Vice President, Secretary or Treasurer must be in writing, signed by the candidate and a Member or Representative who proposes the nomination and by a Member or Representative who seconds the nomination. A person may be nominated for more than one position.

22.1.2 The nomination for election must be lodged with the Secretary not later than 5.00 pm, at least thirty days before the date of the Annual General Meeting at which Directors are due to retire, or at which the candidate seeks election or re-election.

22.2 Conduct of Elections

22.2.1 If not more than the number and composition of persons required on the Board are nominated, the chairperson of the Annual General Meeting will declare those persons to be duly elected.

22.2.2 If more than one person is nominated for election to the office of President, Vice President, Secretary or Treasurer, a ballot will be held for that office on the day of the Annual General Meeting.

22.2.3 Separate ballots must be held for the elected office of President, Vice President, Secretary and Treasurer.

22.2.4 If a ballot is required, ballot papers (in a form approved by the Board) will be prepared containing the names of the candidates in alphabetical order. The Secretary must cause these ballot papers to be given to each person entitled to vote who attends the Annual General Meeting in person or by proxy.

22.2.5 The chairperson must appoint two or more scrutineers to count the votes at the election.

22.2.6 Election of office holders will be determined in the following order,

where required:

22.2.6.1 President;

22.2.6.2 Vice President;

22.2.6.3 Secretary; and

22.2.6.4 Treasurer.

Subject to clause 22.2.7, the candidate receiving the greatest number of primary votes cast will be deemed elected or re-elected as the case may be.

22.2.7 If a person so deemed elected is also a candidate for election to another office for which the result has not been determined:

22.2.7.1 their candidature for that other office will be deemed void; and

22.2.7.2 any votes cast for them for that other office will have no effect.

22.2.8 If following the election of office holders under clause 22.2.6, the composition of the Board does not meet the requirements of clauses 21.1.2-21.1.4, then the election of general Directors will be determined in the following order:

22.2.8.1 a general Director meeting the requirements of at least 21.1.4; and

22.2.8.2 if required, a general Director meeting the requirements of either clause 21.1.2 or 21.1.3, as applicable, so that at least one Director is a Member of the New Zealand Chapter and one Director is a Member of an Australian Chapter.

Subject to clause 22.2.7, the candidate receiving the greatest number of primary votes case will be deemed elected or re-elected as the case may be.

22.2.9 In the case of an equality of votes, the chairperson of the Annual General Meeting will have a casting vote in addition to any deliberative vote.

22.2.10 The Secretary will announce the results of the appointment and election of Directors as office holders at the Annual General Meeting.

23. CASUAL VACANCIES

The Board may cause the conduct of an election to fill any casual vacancy occurring in the office of any elected Director. The election will be conducted as far as is possible in accordance with the provisions of clause 22. Any Director so appointed will hold office until such time as the vacating Director would have been required to retire from the office of Director, had the casual vacancy not arisen.

[#Recommended alternatives given that the term is now one year and not two:

The Directors may appoint as Director any person who is eligible to be a Director to fill a casual vacancy or to ensure that the requirements of clauses 21.1.2-21.1.4 are met. Such person will hold office until the next Annual General Meeting and then be eligible to stand for election, subject to the Act and clause 21.1.5.

The Directors may appoint from among their number a person to hold office as President, Vice President, Secretary or Treasurer to fill a casual vacancy in that office. Such person will hold that office until the next Annual General Meeting.

24. DISQUALIFICATION OF DIRECTORS

The office of a Director will be vacated if:

24.1 the Director becomes bankrupt or makes any arrangement or composition with his or her creditors or if being a director of a company which is a Member, a winding up order is made in respect of such company;

24.2 the Director becomes of unsound mind;

- 24.3 without leave of the Board the Director is absent from meetings of the Board for two consecutive Board Meetings, unless the Board makes a resolution to the contrary;
- 24.4 the Director ceases to be a Member or a Representative of a Member;
- 24.5 by notice in writing to the Association the Director resigns from office; or
- 24.6 the Director ceases to hold office by reason of any order made under the Act.

25. POWERS OF THE BOARD

- 25.1 The control and direction of the Association and the management of its property and affairs is vested in the Board.
- 25.2 The Board may exercise all powers of the Association that are not required to be exercised or done by the Association in General Meeting.

26. BY-LAWS AND RULES

- 26.1 The Board may make By-Laws and Rules for the proper administration and management of the Association and the furtherance of its objects and may rescind or alter any By-Law or Rule.
- 26.2 The By-Laws and Rules are binding on all Members .
- 26.3 No By-Laws or Rules may be made which would amount to modification of the Constitution.

27. BORROWING

The Board may raise money in any manner it thinks fit including the borrowing of money on the security of the Association's assets and the issuing of a security for any other purpose.

28. INVESTMENT

The Board may invest funds of the Association in any manner and for any periods as it thinks fit.

29. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association will be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) for and on behalf of the Association, by two Directors or by one Director and some other officer authorised by the Board for that purpose or in any other manner as the Board may determine.

30. FEES IMPOSED BY THE ASSOCIATION

30.1 Determination of fees

The Board may make By-Laws or Rules which prescribe:

30.1.1 a cost payable by Members by way of Membership fees and such other fees as the Board thinks fit; and

30.1.2 when and in what circumstances these fees are payable.

30.2 Notice of fees

The Board must give Members not less than one month's notice of any increase in the fees under payable under clause 30.1.

31. PROCEEDINGS OF THE BOARD

31.1 General

31.1.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

31.1.2 The Board must meet not less than two times a year.

31.1.3 The Board may at any time, and the Secretary will, on the request of the President or the Vice President or of not less than four other Directors, convene a meeting of the Board by notice served upon each Director.

31.1.4 The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by, a Director will not invalidate proceedings at a Board meeting.

31.1.5 The Board may determine the quorum (being not less than half the number of Directors that make up the Board) necessary for the transaction of business.

31.1.6 The President will be the chairperson of the Board. If the President is not present within fifteen minutes after the time appointed for holding that meeting (or being present is unwilling to act), the Vice President will preside at the meeting. If the Vice President is not present (or being present is unwilling to act) then the Directors present will choose one of their number to be the chairperson of the meeting.

31.1.7 Questions arising at any meeting will be decided by a majority of votes and each Director present will be entitled to one vote. In cases of an equality of votes the chairperson will have a casting vote in addition to any deliberative vote.

31.2 Use of technology in conferencing

31.2.1 Without limiting the discretion of the Board to regulate their meetings, the Board may, if it thinks fit, confer by radio, telephone,

facsimile, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication. A resolution passed by such a conference will, notwithstanding that the Directors are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Board held on the day and at the time the conference was held.

31.2.2 The provisions of this Constitution regulating the proceedings of the Board apply so far as they are capable to such conferences.

31.3 Delegation by the Board

31.3.1 Subject to clause 31.3.2, the Board may delegate any of its powers to individual Directors or Members or to committees consisting of such Directors or Members or both as the Board thinks fit. Any individual or committee so formed must in the execution of the powers so delegated conform to any direction given to it by the Board.

31.3.2 The Board may not delegate its power to make By-Laws and Rules under clause 26.1 or its power to delegate under this clause 31.3.2.

31.3.3 The meetings and proceedings of any committee will be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as applicable and so far as those provisions are not superseded by any other direction given by the Board.

31.4 Defects in Appointment

An act done in good faith by any meeting of the Board, of any committee formed by the Board or by any person acting as a Director will not be invalidated by reason of:

31.4.1 any defect in the election, appointment or tenure of a Director or person acting on any such committee; or

31.4.2 the disqualification of any of them.

32. MINUTES

32.1 Minutes to be kept

The Board must cause:

32.1.1 proper minutes to be made of the proceedings and resolutions of all meetings of the Association, the Board and committees formed by the Board;

32.1.2 the minutes to be entered in books kept for that purpose; and

32.1.3 the minutes to be signed by the chair of the meeting or by the chair of the next meeting.

32.2 Evidence of Proceedings and Resolutions

A minute that is recorded and signed in accordance with clause 32.1 is evidence of the proceeding or resolution to which it relates, unless the contrary is proved.

33. CIRCULAR RESOLUTION

33.1 General

33.1.1 If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which the resolution was signed and at that time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which the document was last signed by a Director.

33.1.2 Any such resolution in writing may consist of several documents in identical terms, each signed by one or more Directors and must be

entered in the relevant book of minutes of the Association.

33.2 Exclusion of Directors Not Entitled to Vote

A reference in clause 33.1 to all Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

34. REIMBURSEMENT OF EXPENSES

The Board may authorise the payment of any expenses incurred by any Director or Member in connection with the performance of their duties to the Association.

35. ACCOUNTS

35.1 Books of Account to be kept

The Directors will cause to be kept proper books of account in which will be kept true and complete accounts of the affairs and transactions of the Association. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Association's affairs and explain its transactions.

35.2 Location of Books of Account

The books of account will be kept at the Registered Office or place or places as the Directors think fit and will be open to the inspection of the Directors during usual business hours.

36. AUDITOR

The Association will observe the provisions of the Act in relation to the appointment, removal and resignation of an Auditor.

37. STAMP DUTY, TAXES AND CHARGES

- 37.1 Each Member will be liable for all stamp duty and any other taxes or charges payable in respect of the Application, the Membership and any other transaction or instrument or transaction relating to such.
- 37.2 Each Member indemnifies and will keep indemnified the Association in respect of all and any liability for stamp duty, taxes or other charges referred to in the preceding clause.

38. INDEMNITY

38.1 Definition of Liability and Officer

In this clause 38:

38.1.1 **Liability** means costs, losses, liabilities and expenses.

38.1.2 **Officer** means a Director, secretary or other officer of the Association but does not include an auditor or agent of the Association.

38.1.3 A reference to **Officer** includes a reference to a former Officer.

38.2 Indemnity of Officers

Every Officer of the Association must be indemnified out of the assets of the Association against any Liability incurred by that Officer in the person's capacity as an Officer of the Association by reason of any act or thing done or omitted to be done by that person in that capacity or in any way in the discharge of that person's duties or by reason of or relating to the person's status as an Officer of the Association, but excluding any Liability from or against which the Association is not permitted by the Corporations Act to exempt or indemnify the Officer.

38.3 Indemnity for Proceedings

Without limiting clause 38.2, every Officer of the Association must be indemnified out of the assets of the Association against any Liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Officer in that person's capacity as such Officer but excluding any Liability from or against which the Association is not permitted by the Corporations Act to exempt or indemnify the Officer.

39. NOTICES

- 39.1 The Association may serve notice on any Member either personally, or by sending it through the ordinary post to the Member's Registered Address, or by leaving at the Registered Address in an envelope addressed to the Member or by sending it to the fax number or electronic address (if any) nominated by the Member.
- 39.2 A notice of meeting sent by fax or other electronic means is taken to be served on the Business Day after it is sent. Any notice sent by post is taken to be served three days after the day it is posted. In proving such service, it is sufficient to prove that the envelope containing the notice was properly addressed and deposited as a prepaid letter at the post office or in some postal receptacle.
- 39.3 A certificate in writing signed by the Secretary or any officer of the Association that the envelope containing the notice was properly stamped, addressed and posted will be conclusive evidence of the service of such notice.

40. CONTRIBUTION ON WINDING-UP

- 40.1 Every Member undertakes to contribute to the property of the Association if it is wound up:
- 40.1.1 while that person is a Member; or

40.1.2 within one year after that person ceases to be a Member;
in respect of the debts and liabilities of the Association contracted
before that person ceases to be a Member, in respect of the costs,
charges and expenses of winding-up and for the adjustment of the
rights of the contributories among themselves.

40.2 The amount to be contributed by any Member will not exceed ten dollars.

41. DISTRIBUTION OF PROPERTY ON WINDING-UP

41.1 If, upon the winding-up or dissolution of the Association after the
satisfaction of all its debts and liabilities there remains any property, this
property must not be paid to or distributed among the Members.

41.2 Instead, this property must be given or transferred to some other
institution or institutions having:

41.2.1 objects similar to the objects of the Association; and

41.2.2 a constitution which prohibits the distribution of its income and
property among its members to an extent at least as great as is
imposed on the Association under clause 6 of this Constitution.

41.3 This institution or institutions must be determined by:

41.3.1 a special resolution of the Members at or before the time of
dissolution; or

41.3.2 if no such special resolution is passed, by a Judge of the Supreme
Court or such other court of competent jurisdiction.

41.4 If and so far as effect cannot be given to clause 41.2 then the property
must be given or transferred to such charitable object or objects as may
be determined by:

41.4.1 a special resolution of the Members at or before the time of
dissolution;
or

41.4.2 if no such special resolution is passed, by a Judge of the Supreme
Court or such other court of competent jurisdiction.