

CORPORATIONS ACT 2001

A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

Australia and New Zealand Association of Psychotherapy Ltd (ACN 113 922 713.)

A Company Limited by Guarantee

CORPORATIONS ACT 2001

A Company limited by Guarantee and not having a Share Capital

CONSTITUTION OF

AUSTRALIA AND NEW ZEALAND ASSOCIATION OF PSYCHOTHERAPY LTD

(ACN 113 922 713)

1. NAME

1.1. The name of the company is "Australia and New Zealand Association of Psychotherapy Ltd" (the Company).

2. OBJECTS

- 2.1 to promote, encourage, assist and arrange the study of psychotherapy and the theoretical and practical training and examining of psychotherapists;
- 2.2 to promote, encourage and develop the highest theoretical, practical and ethical standards in the practice of psychotherapy;
- 2.3 to provide a forum for the exchange of ideas and information about psychotherapy and related subjects;
- 2.4 to liaise with other organisations, associations and bodies interested in or concerned with psychotherapy and related subjects;
- 2.5 to promote, encourage and stimulate interest by persons in related fields in the application and developments in the field of psychotherapy and to assist in keeping medical practitioners, psychologists, social workers and members of related and other professional groups informed of such research and developments;
- 2.6 to develop public awareness of the benefits of the practice of psychotherapy.
- 2.7 to exercise such powers as the Management Committee may determine to achieve, or arising out of, the objects referred to.
- 2.8 to succeed to and take over the assets of Australia and New Zealand Association of Psychotherapy (NSW branch).

3. NON-PROPRIETARY STATUS

The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Company PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any members of the Company or reasonable and proper rent for premises demised or let by any member of the Company but so that no member of the Management Committee of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees Except as this constitution may provide and that no other benefit in money or money's worth shall be paid or given by the Company to any member of such Committee or governing body except repayment of out-of- pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

4. LIMITED LIABILITY OF MEMBERS

The liability of the members is limited.

5. CONTRIBUTION OF MEMBERS AFTER WINDING UP

- 5.1 Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while they are a member or within one year after they cease to be a member for payment of the debts and liabilities of the Company (contracted before they cease to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred dollars (\$100).
- 5.2 If upon winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which is of a type referred to in Section 78 or in any sub-section thereof of the Income Tax Assessment Act and whose constitution or memorandum of association shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court of New South Wales for determination.
- 5.3 True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Corporations Act 2001.

6. MEMBERSHIP

- 6.1. Those persons who shall be admitted to membership in accordance with this Constitution shall be members of the Company.
- 6.2. There shall be the following categories of membership:-
 - 6.2.1. (a) Clinical member
(b) Graduate member
(c) Student member
 - 6.2.2. Associate members; and
 - 6.2.3. Honorary life members.
- 6.3 The criteria applying to each category of membership shall be set out in a Bylaw to be approved by the Management Committee. The Management Committee can then make further changes to the Bylaw as considered necessary to meet the objectives of the company.

7. APPLICATION FOR, CONTINUANCE OF AND CESSATION OF MEMBERSHIP

- 7.1. A person who desires to become a member of the Company shall apply to the membership Secretary for membership in such form and manner as the Membership Secretary may from time to time determine.
- 7.2. The Membership Secretary shall recommend to the Management Committee the acceptance or rejection of the application.
- 7.3. The Management Committee shall consider any recommendation for membership as provided for in the previous paragraph at a duly constituted meeting and decide whether or not to admit such person to membership and upon acceptance of the application for membership the Management Committee shall forthwith cause to be sent to the applicant written notice of acceptance and a request for payment of the first annual subscription. The entrance fee shall be paid by the person seeking membership at the time of lodging the approved form of application for membership. Upon payment of the first annual subscription the applicant shall become a member of the company, provided nevertheless that if such payment is not made within thirty (30) days of the date of the notice the management committee may in its discretion cancel its acceptance of the application for membership of the company.
- 7.4. The entrance fee and annual subscriptions payable by applicants for membership shall be such as the Management Committee shall from time to time prescribe, provided always that nothing herein contained shall prohibit different levels of entrance fee or annual subscriptions for different categories of membership. All annual subscriptions shall become due and payable in advance on the first day of July in every year.
- 7.5. A person admitted to membership during the year shall pay an annual subscription, being a pro rata amount, based on the unexpired period of that first year.
- 7.6. All persons being members of the NSW State Council of ANZAP at the date of this constitution shall be required to pay the annual subscription after the first day of July of the year of registration but shall not be required to pay any entrance fee.
- 7.7. The Management Committee may place conditions in relation to professional supervision, professional development or any other requirement on an applicant to be accepted into membership or an existing member to continue membership of ANZAP.
- 7.8. A member may at any time, by giving notice in writing to the Secretary, resign from membership of the company.
- 7.9. On resigning the member shall continue to be liable:-
 - 7.9.1 For any annual subscription and all arrears of subscription due and unpaid at the date of resignation; and
 - 7.9.2 For an amount not exceeding \$100.00 for which such member is liable under paragraph 5 of this constitution to contribute towards the debts of the company and the cost and expenses of the company in the event of the company being wound up.

8. ETHICAL AND PROFESSIONAL CONDUCT

- 8.1 The Management Committee will issue a “Code of Ethics” which will be By-Laws of the company in accordance with section 23 of this constitution.
 - 8.1.1 The Management Committee may amend or vary the “Code of Ethics” as considered necessary to meet the objectives of the company.
 - 8.1.2 Any change to the “Code of Ethics” must be published to the members at least 30 days before becoming effective.
- 8.2 Members will abide by the “Code of Ethics”.
- 8.3 ANZAP’s Ethics Function shall be set out in a Bylaw to be approved by the Management Committee. The Management Committee can then make further changes to the Bylaw as considered necessary to meet the objectives of the company.

9. RIGHTS OF MEMBERS AND VOTING

- 9.1. (a) Provisional member
(b) Clinical member

shall be entitled to receive notice of all general meetings of the company, to attend at such meetings to speak at such meetings and to vote at such meetings in person or by proxy and to be elected to the Management Committee and appointed to other sub-committees.
- 9.2 Associate members shall be entitled to receive notice of all meetings of the company to attend at such meetings and to speak at such meetings. You are invited to do so by the chairman of such meetings. Associate members shall not be entitled to vote at annual meetings of the company, nor be eligible to be elected to the Management Committee.

10. HONORARY LIFE MEMBERSHIP

- 10.1 Honorary life members of the company shall be entitled to receive notice of all general meetings of the company including the Annual General Meeting, attendance at such meeting and speak at meetings of the company by invitation of the chairman only, but shall not be entitled to vote at meetings of the company, nor to be elected to the Management Committee or appointed to any sub-committees of the company.

11. GENERAL MEETINGS

- 11.1 The first general meeting shall be held as required by the Corporations Law but at any time at the discretion of the Management Committee.
- 11.2 A general meeting called the Annual General Meeting shall be held at least once every calendar year, at such time and place as may be determined by the Management Committee.
- 11.3 All general meetings other than the Annual General Meeting shall be called general meetings.
- 11.4 The business of an Annual General Meeting should be as follows:-

- 11.4.1 To adopt and confirm the minutes of the previous Annual General Meeting.
 - 11.4.2 To receive the President's report to members.
 - 11.4.3 To receive the report of the convener of each and every sub-committee active since the last Annual General Meeting.
 - 11.4.4 To receive and consider the annual balance sheet and financial statement.
 - 11.4.5 To elect members to vacancies on the Management Committee arising under the Constitution.
 - 11.4.6 To elect, if necessary, an auditor of the company.
 - 11.4.7 To deal with any other business which is deemed to be special business.
- 11.5 Twenty-one (21) days written notice (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which the notice is given) specifying the place, the day and the hour of the general meeting, and in case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the company.
- 11.6 General meetings shall be convened at any time by resolution of the Management Committee or in response to a requisition of (a) Provisional / (b) Clinical members setting out the subject matter and resolution proposed for such general meeting provided such requisition shall be signed by thirty (30) (a) Provisional / (b) Clinical members and the meeting shall be called no earlier than 30 days after the receipt of such requisition. Notwithstanding the receipt of such requisition the Management Committee may resolve to call a general meeting to deal with the subject matter and resolution so proposed, or have it dealt with as special business at the annual general meeting.
- 11.7 The quorum for general meetings convened by resolution of the Management Committee or being the annual meeting shall be ten (10) members present in person. The quorum for a general meeting convened as a result of a requisition of (a) Provisional / (b) Clinical member shall be thirty (30).

12 PROCEEDINGS OF GENERAL MEETING

- 12.1 No business shall be transacted at any general meeting unless a quorum of (a) Provisional/(b) Clinical members is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten (10) (a) Provisional / (b) Clinical member present in person or by their proxies or voting delegates shall be a quorum.
- 12.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
- 12.3 The President shall preside as Chairman at every general meeting of the Company, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the (a)

Provisional / (b) Clinical members present shall elect one of their number to be Chairman of the meeting.

12.4 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

12.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the results of the show of hands) demanded:-

12.5.1 By the Chairman; or

12.5.2 By at least three (a) Provisional / (b) Clinical Members present in person or by proxy.

Unless a poll is demanded on a declaration of the Chairman that a resolution has on show of hands been carried or carried unanimously, or by a particular majority, or lost, then an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

12.6 If a poll is duly demanded to be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on the question of adjournment shall be taken forthwith.

12.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

12.8 An (a) Provisional / (b) Clinical member may vote in person or by a proxy who is a member and on a show of hands every person present in person shall have one vote and on a poll every (a) Provisional / (b) Clinical Member present in person or by proxy shall have one vote.

12.9 No member shall be entitled to vote at any general meeting if that member's annual subscription shall be more than one month in arrears at the date of the meeting.

12.10 The instrument appointing a proxy shall be in writing under the hand of the appointer and may specify the manner in which the proxy is to vote in respect of a particular resolution, and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

12.11 The instrument appointing a proxy may be in the following form or in any common or usual form.

..... (Company)

I,.....Of.....

being an (a) Provisional / (b) Clinical member of ANZAP (NSW) Limited hereby appoint

.....of

or failing that person the Chairman of the meeting as my proxy to vote for me on my behalf at the Annual/General meeting of the Company, to be held on theday of.....20.... and at any adjournment thereof.

My proxy is hereby authorised to vote:-

In favour of

Against

the resolution set out below.

Signed this day of

.....

NOTE: In the event of the member desiring to vote for or against any resolution the member shall instruct the proxy accordingly.

Unless otherwise instructed, the proxy may vote as they think fit.

- 12.12 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, or statement in writing referred to in paragraph 12.11 shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting in which the person named in the instrument proposed to vote, or in case of a poll, not less than twenty- four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- 12.13 A vote given in accordance with the terms of an instrument or proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the member or revocation of the instrument or of the authority under which the instrument was executed, if no information in writing of such death, unsoundness of mind, or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is proposed to be used.

13 MANAGEMENT COMMITTEE

- 13.1 The activities, functions, affairs and funds of the company shall be managed and controlled by a Management Committee.
- 13.2 The committee shall consist of office bearers namely, a President, Vice President, a Secretary, Treasurer, Director of Training who shall hold office until the close of the next Annual General Meeting, and up to 5 other members.
- 13.3 No person other than the Director of Training for the time being employed by the company shall be an office bearer of the company within the meaning of this constitution.
- 13.4 All members elected to the Management Committee at the first Annual General Meeting shall be divided into two groups:-
- 13.4.1 Group 1 – Shall be determined by drawing lots and shall be made up of 50% of the members.
- 13.4.2 Group 2 – Shall be made up of the remainder of members and designated accordingly.
- 13.4.3 Unless otherwise disqualified the members of the Management Committee in Group 1 and elected at the first Annual General Meeting, shall hold office for 1 year and in Group 2 shall hold office for 2 years.
- 13.5 At each Annual General Meeting held after the first Annual General Meeting the number of members required to fill vacancies on the Management Committee shall be elected and shall, unless otherwise disqualified, hold office for 2 years and shall be eligible for re-election.
- 13.6 The Management Committee as constituted at the conclusion of an Annual General Meeting shall conduct its first meeting as soon as practicable thereafter and at that first meeting:-
- 13.6.1 Shall appoint members to the office of President, Vice President, Treasurer, Secretary and Director of Training, to hold office for a term of twelve (12) months until the conclusion of the next Annual General Meeting.

- 13.6.2 Appoint a convener from its members for sub-committees for the next twelve (12) months.
- 13.6.3 In making the appointments of office bearers the immediate past President, if so willing, shall be appointed as Vice President and no member shall be eligible for re-appointment as President after holding office for three (3) consecutive terms.
- 13.7 The Management Committee shall have power at any time to appoint any (a) Provisional / (b) Clinical member to fill a casual vacancy on the committee. Any (a) Provisional / (b) Clinical member so appointed shall hold office until the next Annual General Meeting and shall be eligible for election at that meeting.
- 13.8 Any casual vacancy in the office of President shall be filled by the Vice President or failing a Vice President at an election for President at a general meeting to be called by the Management Committee. The Vice President or President holding office or so elected, whatever the case may be, shall hold office for the unexpired period of office of the President and shall be eligible for re-appointment.
- 13.9 Any casual vacancy in the office of Vice President, Secretary, Treasurer or Director of Training shall be filled by appointment by the Management Committee and such persons so appointed shall hold office until the next Annual General Meeting.
- 13.10 The Management Committee may act, notwithstanding any vacancy in their numbers, but if and so long as their number is reduced below the number fixed by this constitution as the necessary quorum of the Management Committee, the continuing members of the Management Committee may act for the purpose of increasing the number of members of the Management Committee to that number, summoning a General Meeting of the company but for no other purpose.
- 13.11 A member of the Management Committee ceases to be a member if that member:-
- (a) dies;
 - (b) resigns as a member pursuant to this Constitution, or resigns as a member of the Management Committee;
 - (c) Is absent from three (3) consecutive meetings of the Management Committee of which reasonable notice has been given to that member, unless leave is granted to that member by the Management Committee;
 - (d) Becomes bankrupt, applies to take the benefit of any law for the relief of bankrupts or insolvent debtors, compounds with creditors or makes an assignment of his or her remuneration for their benefit;
 - (e) Is a mentally ill or mentally disordered person for the purposes of the Mental Health Act, 1990;
 - (f) Is convicted in the State of New South Wales of an offence punishable by imprisonment for twelve (12) months or upwards, or is convicted elsewhere of an offence which, if committed in this State, would be so punishable;
 - (g) Is expelled as a member under paragraph 8 of this constitution, provided always nothing in this article shall affect the operation of paragraph 5 of the constitution;

- 13.12 The company, in general meetings, may by ordinary resolution at which special notice has been given remove any office bearer or committee member before the expiration of his period of office and may by resolution appoint another person in his place or stead and the person so appointed shall hold office until the next general meeting.
- 13.13 A person is eligible to be elected to the Management Committee of the company who shall be (a) Provisional / (b) Clinical members of the company and shall be nominated for election in writing by at least 2 members and such nomination shall be delivered to the Secretary of the company prior to the commencement of the Annual General Meeting, provided that a member whose term of office has expired shall be eligible for re-election without such nomination.
- 13.14 The members of the Management Committee shall be directors of the company for the purposes of the Corporations Act, 2001.

14 PROCEEDINGS OF THE MANAGEMENT COMMITTEE

- 14.1 The Management Committee shall meet together for the business and affairs of the company at least once in every 3 months but otherwise regulate its meetings as it thinks fit and adjourn the same.
- 14.2 The quorum necessary for the transaction of business at a Management Committee shall be 5 members. Notice of its meetings must be given by the secretary and notice by electronic communication, facsimile communication and in writing shall be deemed to be adequate notice.
- 14.3 All members of the Management Committee shall be entitled to attend, speak and vote at any meetings of the Management Committee.
- 14.4 The President shall be the chairman of meetings of the Management Committee. If at any meeting of the Management Committee the President is not present at the time appointed for holding the same and subject to there being a quorum of members present, the members present shall elect one of their number to be the chair for the meeting.
- 14.5 Questions arising from any meeting of the Management Committee shall be decided by a majority of votes of those present and voting and a determination by a majority shall for all purposes be deemed a determination of the Management Committee. In case of equality of votes, the chairman of the meeting shall have a second or casting vote.
- 14.6 The Management Committee may delegate any of its functions to such sub- committees as it determines and may withdraw from such sub-committee any functions delegated to it from time to time and may resolve to wind up such sub- committee.
- 14.7 From the date of registration there shall be the sub-committees to referred to in this constitution and such sub-committees shall, in the exercise of their functions conform to the lawful directions prescribed from time to time by the Management Committee.
- 14.8 A resolution in writing signed by all members of the Management Committee for the time being entitled to vote at meetings of the Management Committee, shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.

15 MINUTES

- 15.1 The Management Committee shall cause minutes of meetings to be duly entered in books provided for that purpose of the following:-
- (a) Of proceedings at the Annual General Meeting and any general meeting of the company and of all resolutions of such meetings.
 - (b) Of proceedings of meetings of the Management Committee including the resolutions thereof and the names of members attending.
 - (c) Of resolutions duly made in accordance with this constitution by the Management Committee.
 - (d) Of all appointments of conveners of sub-committees constituted in accordance with this constitution.
 - (e) Such minutes shall be signed by the chairman at the meeting at which the proceedings were held or by the chairman of the next annual meeting.

16 SUB-COMMITTEES

- 16.1 At the date of this Constitution the sub-committees referred to in this clause shall continue to function.

Name of Sub-Committee

Membership Committee

Training Committee

Ethics Committee

Education Committee

Bulletin Committee

Conference Committee

Book Committee

- 16.2 All sub-committees shall be constituted and formed by a convener appointed by the Management Committee and shall have power to co-opt any member of the Management Committee and any ordinary member to serve on it. The President and Vice President shall be ex-officio members of all sub-committees.

- 16.2.1 The Management Committee may appoint any natural person with appropriate expertise whether a member or not to a sub-committee where in the belief of the Management Committee this is necessary to ensure appropriate skills and experience are available to the sub-committee, or where this is necessary to avoid conflicts of interest.

- 16.3 The sub-committees shall carry out such functions as are delegated to it by the Management Committee and will report on its activities as the management committee may from time to time require and inform the Management Committee of its budgetary

requirements, and operate within the budget provision made for it convener or other member of such sub-committee shall present an annual report to the Annual General Meeting detailing the outcomes of its functioning and its recommendations for the future.

- 16.4 The sub committees shall appoint from its members a chairperson and regulate its meeting procedures as it from time to time determines
- 16.5 The Management Committee may appoint conveners for other subcommittees to be identified by name to meet the needs of the company and such subcommittees will function in accordance with this paragraph.
- 16.6 A reference to a subcommittee by use of the committee name referred to in this paragraph shall comply with the constitution.

17 SECRETARY

The secretary, in addition to other duties, shall be the secretary and have the duties of secretary arising under the Corporations Act, 2001.

18 POWERS AND DUTIES OF MANAGEMENT COMMITTEE

The Management Committee shall have and exercise the powers of the company authorised by the Corporations Act, 2001.

19 EXECUTION OF COMPANY DOCUMENTS

The company may adopt a common seal which shall only be used by the authority of the Management Committee and in the presence of one director at least, who shall sign every instrument to which the seal is affixed and every such instrument shall be counter signed by the secretary or some other person appointed by the Management Committee for that purpose.

Notwithstanding the foregoing, the company may execute documents as authorised by Section 127 of the Corporations Act, 2001.

20 ACCOUNTS

The Management Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet including every document required by law to be attached thereto accompanied by a copy of the auditor's report as required by the Corporations Law provided that the Management Committee may cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.

21 NOTICES

- 21.1 A notice may be served by the Company on any member either personally or by sending it through the post in a pre-paid envelope or wrapper addressed to the member at the member's registered place of address, or by any other means permitted by section 249J of the Corporations Act 2001 (Cth).
- 21.2 Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such

service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle. A certificate in writing signed by the secretary or other officer of the Company that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

- 21.3 The signature to any notice to be given by the Company may be written or printed.
- 21.4 Where a specific number of days' notice or notice extending over any other period is required to be given the day of service shall, but the day upon which such notice shall expire shall not, be included in such number of days or other period unless it is otherwise provided by these Articles or by Statute.

22 INDEMNITY

Every member of the Management Committee and the Sub-Committees and every auditor or other officer for the time being of the company shall be indemnified out of the assets of the company against personal liability incurred by any one of them in the course of their duties but only in accordance with the provisions of the Corporations Act and for legal costs incurred by such person in defending any proceedings giving rise to such liability and whether those proceedings be civil or criminal, but only to the extent permitted under the Corporations Law and the company may pay a premium in respect of the insurance of such a person only to the extent permitted under the Corporations Act.

23 BY-LAWS

- 23.1 The Management Committee may in order to advance the objects of the company, make, repeal and amend company By-Laws.
- 23.2 All By-Laws and any amendments thereto must be consistent with this constitution as amended from time to time.
- 23.3 All By-Laws are binding upon the members
- 23.4 Any member may present a motion to repeal a By-Law to the Management Committee.
 - 23.4.1 The member wishing to place a motion for repeal of a by-law may provide a petition of members supporting the motion. If a member presents a petition of 5 or more members supporting the motion to repeal the By-Law, then the Management Committee must place the motion onto the agenda for the next General Meeting or the Annual General meeting, whichever comes first, to be voted on by members.
 - 23.4.2 The Management Committee may at its sole discretion allow a motion to repeal a By-Law to be placed on the agenda without the supporting petition if it deems that this is in the interests of the company to do so.
 - 23.4.3 If those members entitled to vote and present at the meeting, by majority, vote to repeal any By-Law, that By-Law or By-Laws will immediately be repealed and no longer be of any force or effect.

24. Using technology to hold meetings

- 24.1 The company may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 24.2 Anyone using this technology is taken to be present in person at the meeting.
- 24.3 For the purposes of this constitution, where the terms 'present in person' or 'present' are used in relation to a general meeting of the company, they shall be deemed to include a person using any technology referred to in this paragraph 24.”

DICTIONARY

Words indicating the singular number include the plural and vice versa and words indicating the masculine gender include the feminine gender and vice versa

In this constitution:

'Committee'	except where the contrary is indicated, shall mean the Management Committee from time to time.
'Corporations Law'	Means the Corporations Act, 2001 of the Commonwealth of Australia from time to time.
'Sub-Committee'	Shall include the sub-committees established under this constitution at the date of registration or as may be established at any time in the future.
'the Seal'	Means the common seal of the company.
'the Secretary'	Means any person appointed to perform the duties of secretary of the company, arising under the Corporations Act, 2001.
'Month'	Means calendar month.
'Year'	Means calendar year.
'Special Resolution'	Has the meaning assigned to it under the Corporations Act, 2001.
'Written'	Includes printing, lithography and other modes of representing or re-producing works in a visible form.
'Constitution'	Means this constitution and any amendment thereof from time to time.
'Guidelines and Procedures for Management of Ethical Complaints and Inquiries'	Means the guidelines and procedures document issued by the Management Committee in accordance with section 8 of the constitution to provide guidelines and procedures for the management of ethical complaints and inquiries by the Management Committee and the Ethics Committee.
'Code of Ethics'	Means the code of conduct and ethical practice issued by the Management Committee in accordance with section 8 of the constitution.