

**CONSTITUTION
OF
AUSTRALIAN INDUSTRY &
DEFENCE NETWORK LTD (AIDN)**

Australian Company Number (ACN) 115 614 803

Australian Business Number (ABN) 29 115 614 803

A company limited by guarantee



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Preliminary

1. Name of the company

The name of the **company** is AUSTRALIAN INDUSTRY & DEFENCE NETWORK LTD (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, an industry association.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member (member as per Clause 12.1.(a)) must contribute an amount not more than \$50.00 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 81 and 83.

Company objectives and powers

6. Background

With its first Chapter founded over 25 years ago, the Australian Industry & Defence Network (AIDN) is the peak industry association for small-to-medium enterprises (SME) with ambitions in Australia's defence and national security sector. The original AIDN SME members created Incorporated Associations with similar objectives across the nation. Defence is a national objective, and so the merger of the state and territory chapters is a natural progression for the organisation.

7. Vision

"A more secure Australia through enhancing industry and defence capability"

8. Objectives

- 8.1 Assist members in their dealings with the Australian Government (including Government Departments) and Defence prime contractors.
- 8.2 Facilitate the dissemination of Australian Government and prime contractor defence and security-related policy and procurement information to members.
- 8.3 Represent members in the presentation of a consolidated Australian SME view, independent of federal or sectoral interests, to both Federal and State/Territory Governments and Defence Prime Contractors.
- 8.4 Facilitate networking between Federal, State/Territory and regional Defence Industry bodies aimed to optimise Australian industrial capability/content in all Defence and Security-related contracts.

- 8.5 Assist in the development of policies focused on SMEs operating in the Defence and Security sectors.
- 8.6 Actively advocate to Federal and State/Territory Governments, Prime Contractors and Government departments such as Defence and Border Force in order to maximise the opportunities for Australian SMEs.
- 8.7 Provide members an opportunity for networking (including at non AIDN-led exhibitions and conferences) - facilitating collaboration between members to supply greater capacity and capability to the Australian Defence Forces and security agencies.
- 8.8 Inform members of available training relevant to their business needs.

9. Powers

Subject to clause 10, the **company** has the following powers, which may only be used to carry out its objectives set out in clause 8:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

10. Not-for-profit

- 10.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 10.2 and 80.
- 10.2 Clause 10.1 does not stop the **company** from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) making a payment to a member in carrying out the **company**'s objective(s).

11. Amending the constitution

- 11.1 Subject to clause 11.2, the members may amend this constitution by passing a **special resolution**.
- 11.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a not-for-profit industry company.

Members

12. Membership and register of members

- 12.1 The directors allow persons to be a member of the **company** in accordance with this constitution and the following member classes are:
 - (a) *Members*

Any person, whether or not engaged in Australia's Defence and National Security industry, who in the opinion of the Board is interested in the objectives of the Company, may be admitted by the Board as a Member.
 - (b) *Associate Members*

The following persons may be admitted by the Board as Associate Members:

 - (i) a student who in the opinion of the Board is interested in the objects of the Company;
 - (ii) any other natural person, for example a retired person, who in the opinion of the Board is interested in the objects of the Company and who in the opinion of the Board is appropriate for admission as an associate member rather than a Member. and

- (c) *Patrons*
The Board may appoint eminent Persons as patrons of the Company where such appointment would provide significant benefit to the Company through implied endorsement of the Company by those Persons so appointed.
- 12.2 The **company** must establish and maintain a register of members. The register of members must be kept by the CEO and must contain:
- (a) for each current member:
- i. name (of individual or incorporated body)
 - ii. key contact name, if incorporated body
 - iii. postal address
 - iv. primary contact email address
 - v. primary contact mobile telephone number
 - vi. any alternative postal address or individual nominated by the member for the service of notices, and
 - vii. date the member was entered on to the register.
- (b) for each person who stopped being a member in the last 7 years:
- i. name (of individual or incorporated body)
 - ii. key contact name, if incorporated body
 - iii. postal address
 - iv. primary contact email address
 - v. primary contact mobile telephone number
 - vi. any alternative postal address or individual nominated by the member for the service of notices, and
 - vii. dates the membership started and ended.
- 12.3 The **company** must give current members access to the register of members.
- 12.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

13. Who can be a member?

- 13.1 A person who supports the objectives of the **company** is eligible to apply to be a member of the **company** under clause 14.
- 13.2 In this clause, 'person' means an individual or incorporated body.
- 13.3 An Individual must be an Australian Citizen, or an incorporated body must have an Australian ABN, or be majority Australian owned.

14. How to apply to become a member

A person (as defined in clause 13.2) may apply to become a member of the **company** by writing to the CEO, or completing and submitting the online application including the full payment in advance of their joining and annual fees stating that they:

- (a) want to become a member
- (b) support the objectives of the **company**, and
- (c) agree to comply with the **company's** constitution and by-laws, including paying the guarantee under clause 4 if required.

15. Directors decide whether to approve membership

- 15.1 The directors must consider an application for membership within a reasonable time after the CEO receives the application.
- 15.2 The directors may refer to the relevant region Chapter Council, or Chapter President, for advice on the suitability of an application for membership, based on the Chapter's local knowledge.
- 15.3 The directors may, from time to time and at their sole discretion, delegate responsibility to approve or otherwise, any particular application(s) for membership.

- 15.4 If the directors approve an application, the CEO must as soon as possible:
- (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 16).
- 15.5 If the directors reject an application, the CEO must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 15.6 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 14(a), 14(b) or 14(c). In that case, by applying to be a member, the applicant agrees to those three matters.

16. When a person becomes a member

- 16.1 An applicant will become a member when:
- (a) they are entered on the register of members, and
 - (b) they have fully paid in advance their joining and annual fees in accordance with the **company** by-laws.

17. When a person stops being a member

- 17.1 A person immediately stops being a member if they:
- (a) die;
 - (b) are wound up or otherwise dissolved or deregistered (for an incorporated member);
 - (c) resign, by writing to the CEO;
 - (d) where the Member's membership fees remain unpaid for a period of two months, after notice of the default has been given to the member;
 - (e) are expelled under clause 19; or
 - (f) have not responded within two months to a written request from the CEO that they confirm in writing that they want to remain a member.
- 17.2 Upon the termination of membership of a Member for any reason the name of the Member shall be immediately removed from the register and the Member will cease to have the rights and privileges of membership.

Dispute resolution and disciplinary procedures

18. Dispute resolution

- 18.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between the Board of Directors and a Chapter, as well as between a member or director and:
- (a) one or more members,
 - (b) one or more directors, or
 - (c) the **company**.
- 18.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 19 until the disciplinary procedure is completed.
- 18.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 18.4 If those involved in the dispute do not resolve it under clause 18.3, they must within 10 days:
- (a) tell the directors about the dispute in writing,

- (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 18.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors; or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 18.6 A mediator chosen by the directors under clause 18.5(b)(i):
- (a) may be a member or former member of the **company**,
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 18.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard,
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

19. Disciplining members

- 19.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
- (a) the member has breached this constitution and/or by-laws;
 - (b) the member ceases to satisfy the criteria for admission to membership of the company; or
 - (c) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.
- 19.2 At least 14 days before the directors' meeting at which a resolution under clause 19.1 will be considered, the CEO must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member;
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting;
 - (c) what the member is said to have done or not done;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 19.3 Before the directors pass any resolution under clause 19.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors, a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 19.4 After considering any explanation under clause 19.3, the directors may:
- (a) take no further action;
 - (b) warn the member;
 - (c) suspend the member's rights as a member for a period of no more than 12 months;
 - (d) expel the member;
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the unbiased, independent person can only make a decision that the directors could have made under this clause); or

- (f) require the matter to be determined at a **general meeting**.
- 19.5 The directors cannot fine a member.
- 19.6 The CEO must give written notice to the member of the decision under clause 19.4 as soon as possible.
- 19.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 19.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

20. General meetings called by directors

- 20.1 The directors may call a **general meeting**.
- 20.2 If members with at least 10% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
 - (a) within 21 days of the members' request, give all members notice of a **general meeting**; and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 20.3 The percentage of votes that members have (in clause 20.2) is to be worked out as at midnight before the members request the meeting.
- 20.4 The members who make the request for a **general meeting** must:
 - (a) state in the request any resolution to be proposed at the meeting,
 - (b) sign the request, and
 - (c) give the request to the **company**.
- 20.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

21. General meetings called by members

- 21.1 If the directors do not call the meeting within 21 days of being requested under clause 20.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 21.2 To call and hold a meeting under clause 21.1 the members must:
 - (a) as far as possible, follow the procedures for **general meetings** set out in this constitution;
 - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost; and
 - (c) hold the **general meeting** within two months after the request was given to the **company**.

22. Annual general meeting

- 22.1 A **general meeting**, called the annual **general meeting**, must be held at least once in every calendar year and within the period of 6 months after the expiration of each financial year of the Company.
- 22.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
 - (a) a review of the **company's** activities;
 - (b) a review of the **company's** finances;
 - (c) any auditor's report;
 - (d) the election of directors; and

- (e) the appointment and payment of auditors, if any.
- 22.3 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 22.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

23. Notice of general meetings

- 23.1 Notice of a **general meeting** must be given to:
 - (a) each member entitled to vote at the meeting,
 - (b) each director, and
 - (c) the auditor (if any).
- 23.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 23.3 Subject to clause 23.4, notice of a meeting may be provided less than 21 days before the meeting if:
 - (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand; or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 23.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (a) remove a director,
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 23.5 Notice of a **general meeting** must include:
 - (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business;
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution; and
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy is a member of the **company**,
 - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 23.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

24. Quorum at general meetings

- 24.1 For a **general meeting** to be held, at least 15% of all members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting.
- 24.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 24.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified – the same day in the next week,

- (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 24.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

25. Auditor's right to attend meetings

- 25.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 25.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

26. Representatives of members

- 26.1 An incorporated member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 33, and
 - (b) who is an Australian Citizen, and
 - (c) the same individual for the purpose of being appointed or elected as a director.
- 26.2 The appointment of a representative by a member must:
- (a) be in writing, confirming all details required in clauses 26.1 and 26.4;
 - (b) include the name, postal address, valid email address and contact phone number of the representative;
 - (c) be signed on behalf of the appointing incorporated member;
 - (d) be signed by the appointed representative; and
 - (e) be given to the **company** or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 26.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 26.4 The appointment may be standing (ongoing).

27. Using technology to hold meetings

- 27.1 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.
- 27.2 Anyone using this technology is taken to be present in person at the meeting.

28. Chairperson for general meetings

- 28.1 The **elected chairperson** is entitled to chair **general meetings**.
- 28.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
- (a) there is no **elected chairperson**, or
 - (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

29. Role of the chairperson

- 29.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 29.2 The chairperson has a casting vote, if and when required.

30. Adjournment of meetings

- 30.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 30.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

31. Members' resolutions and statements

- 31.1 Members with at least 10% of the votes that may be cast on a resolution may give:
 - (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 31.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 31.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 31.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 31.5 The percentage of votes that members have (as described in clause 31.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 31.6 If the **company** has been given notice of a members' resolution under clause 31.1(a), the resolution must be considered at the next **general meeting** held within two months after the notice is given.
- 31.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

32. Company must give notice of proposed resolution or distribute statement

- 32.1 If the **company** has been given a notice or request under clause 31:
 - (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost; or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.
- 32.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
 - (a) it is more than 1,000 words long;
 - (b) the directors consider it may be defamatory;
 - (c) clause 32.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or

- (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

33. Circular resolutions of members

- 33.1 Subject to clause 33.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 33.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 33.3 Circular resolutions cannot be used:
 - (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**; or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 33.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 33.5 or clause 33.6.
- 33.5 Members may sign:
 - (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 33.6 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

34. How many votes a member has

- 34.1 Each member has one vote.
- 34.2 Associate Members, and Patron Members do not have any voting rights.
- 34.3 A Member, or proxy (written or personal representative) is not entitled to vote at any general meeting of the Company unless all money due and payable by the Member to the Company has been paid.

35. Challenge to member's right to vote

- 35.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 35.2 If a challenge is made under clause 35.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

36. How voting is carried out

- 36.1 Voting must be conducted and decided by:
 - (a) a show of hands,
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 36.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

- 36.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 36.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 36.5 Where there is an equality of votes, whether on show of hands or on a poll the chairperson has a casting vote in addition to the chairperson's deliberative vote as a member.

37. When and how a vote in writing must be held

- 37.1 A vote in writing may be demanded on any resolution instead of, or after, a vote by a show of hands by:
 - (a) at least fifty **members present**,
 - (b) **members present** with at least 15% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 37.2 A vote in writing must be taken when and how the chairperson directs, unless clause 37.3 applies.
- 37.3 A vote in writing must be held immediately if it is demanded under clause 37.1:
 - (a) for the election of a chairperson under clause 28.2, or
 - (b) to decide whether to adjourn the meeting.
- 37.4 A demand for a vote in writing may be withdrawn.

38. Appointment of proxy

- 38.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 38.2 A proxy is to be a member in good financial standing with the Company.
- 38.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (a) speak at the meeting,
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 37.1.
- 38.4 An appointment of proxy (via Proxy Form) must be signed by the member appointing the proxy and must contain:
 - (a) the appointing member's name and address,
 - (b) the appointing **company's** name, if an incorporated body,
 - (c) the appointed proxy's name, postal address, valid email address and contact phone number,
 - (d) the proxy form must be signed by the appointed proxy,
 - (e) if relevant to particular resolutions, the proxy form will state specific voting instructions for the appointed proxy, and
 - (f) the meeting(s) at which the appointment may be used.
- 38.5 A proxy appointment may be standing (ongoing).
- 38.6 Proxy forms must be received by the **company** at the address (physical or electronic) stated in the notice under clause 23.5(d) or at the **company's** registered address (physical or electronic) at least 48 hours before a meeting.
- 38.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 38.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (a) dies,

- (b) is mentally incapacitated,
- (c) revokes the proxy's appointment, or
- (d) revokes the authority of a representative or agent who appointed the proxy.

39. Voting by proxy

- 39.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 39.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) if the way they must vote is specified on the proxy form, must vote that way; and
 - (c) if the proxy holds more than one proxy, may cast the votes held in different ways.

Directors

40. Number of directors

- 40.1 Subject to the Act and Regulations, the Board shall consist of:
- (a) Seven (7) Directors duly elected at an Annual General Meeting from nominations submitted by the Members.
- 40.2 The office-bearers of the Company Board shall be:
- (a) the Chairperson,
 - (b) the Deputy-Chairperson, and
 - (c) the Treasurer.
- 40.3 The office-bearers of the Company shall be elected by the Board from amongst those persons elected to be directors of the Board, subject to:
- (a) The Chairperson, and Deputy-Chairperson shall be elected from amongst the Directors of the Board; and
 - (b) The Treasurer shall be elected from amongst the Directors; and
 - (c) The Chairperson and Deputy-Chairperson cannot be an employee of a Large Enterprise.
- 40.4 Directors must declare any material or perceived conflict(s) of interest under clause 50 of this Constitution.

41. Election and appointment of directors

- 41.1 The members may elect a director by a resolution passed in a **general meeting**.
- 41.2 Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 41.3 A person is eligible for election as a director of the **company** if they:
- (a) are a member of the **company**, or a representative of a member of the **company** (appointed under clause 26)
 - (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),
 - (c) are currently not a Director and have not held such a position for two years,
 - (d) give the **company** their signed consent to act as a director of the **company**, and

- (e) are not ineligible to be a director under the **Corporations Act**.
- 41.4 The directors may appoint a person as a director to fill a casual vacancy if that person:
 - (a) is a member of the **company**, or a representative of a member of the **company** (appointed under clause 26)
 - (b) gives the **company** their signed consent to act as a director of the **company**, and
 - (c) is not ineligible to be a director under the **Corporations Act**.
- 41.5 If the number of directors is reduced to fewer than six, the continuing directors may act for the purpose of increasing the number of directors to seven or calling a **general meeting**, but for no other purpose.
- 41.6 Board composition limitations include:
 - (a) The maximum number of Large Enterprise representatives on the Board is to be two (2) Directors.
 - (b) The maximum number of individuals residing in each State or Territory of Australia is to be two (2) Directors.
 - (c) *Maximum number of directors from any one member is one.*

42. Election of chairperson

Immediately following each AGM, the elected directors must elect a director as the **company's elected chairperson**.

43. Term of office

- 43.1 At each annual **general meeting**:
 - (a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
 - (b) any director who has served two consecutive terms must retire.
- 43.2 Other than a director appointed under clause 41.5, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 43.3 A director who retires under clause 43.1 may nominate for election or re-election.
- 43.4 Term of office for elected directors is two consecutive years.

44. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**;
- (b) die;
- (c) are removed as a director by a resolution of the members;
- (d) stop being a member of the **company**;
- (e) are a representative of a member, and that member stops being a member;
- (f) are no longer the representative of the member that they were representing when they were elected.
- (g) are absent for 3 consecutive directors' meetings without approval from the directors;
- (h) become ineligible to be a director of the **company** under the **Corporations Act**; or
- (i) when the board cannot satisfy the requirements of clause 41.6 due to the change of circumstances of the representative.

Powers of directors

45. Powers of directors

- 45.1 The directors are responsible for managing and directing the activities of the **company** to achieve the objectives set out in clause 8.
- 45.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 45.3 The directors must decide on the responsible financial management of the **company** including:
- (a) any suitable written delegations of power under clause 46; and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments, debit cards, or cheques must be authorised and signed or otherwise approved.
- 45.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

46. Delegation of directors' powers

- 46.1 The directors may delegate any of their powers and functions (other than that of delegation) to a committee, a director, an employee of the **company** (such as a CEO) or any other person, as they consider appropriate.
- 46.2 The delegation must be recorded in the **company's** minute book.
- 46.3 A committee shall report in writing to the Board on its activities from time to time and in any event shall provide an annual report to the Board within six weeks of the end of each financial year of the **company**.
- 46.4 The terms of office of members of each committee expire at the conclusion of each AGM of the Company for that calendar year.

47. Payments to directors

- 47.1 The **company** must not pay fees to a director for acting as a director.
- 47.2 The **company** may:
- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done; or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 47.3 Any payment made under clause 47.2 must be approved by the directors.
- 47.4 The **company** may pay premiums for insurance indemnifying directors and officers, as allowed for by law (including the **Corporations Act**) and this constitution, particularly under clauses 76 and 77.

48. Execution of documents

- 48.1 The company may execute a document without using a common seal if the document is signed by two directors of the company.
- 48.2 The execution of documents under clause 48.1 must be recorded in the **company's** minute book.

Duties of directors

49. Duties of directors

- 49.1 The directors must comply with their duties as directors under legislation and common law (judge-made law).
- 49.2 The board chairperson shall supervise the affairs of the **company** and is an ex-officio member of each and all committees established by the Board.
- 49.3 The Deputy Chairperson shall discharge the duties of the board Chairperson where the Board Chairperson is unable to do so.
- 49.4 The Treasurer shall manage the finances of the Company and shall report on the financial position of the **company** as required for the time being by the Corporations Act and the Board.

50. Conflicts of interest

- 50.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
 - (a) to the other directors, or
 - (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 50.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 50.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 50.4:
 - (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 50.4 A director may still be present and vote if:
 - (a) their interest arises because they are a member of the **company**, and the other members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 77);
 - (c) their interest relates to a payment by the **company** under clause 76 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**;
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter; or
 - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

51. When the directors meet

The directors will have a minimum of four (4) meetings per financial year, and may decide how often, where and when they meet.

52. Calling directors' meetings

- 52.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 52.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

53. Chairperson for directors' meetings

- 53.1 The **elected Chairperson** is entitled to chair directors' meetings.
- 53.2 The directors at a directors' meeting may choose a director to be the Chairperson for that meeting if the **elected Chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as Chairperson of the meeting.

54. Quorum at directors' meetings

- 54.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 70%) of directors.
- 54.2 A quorum must be present for the whole directors' meeting.

55. Using technology to hold directors' meetings

- 55.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 55.2 The directors' agreement may be a standing (ongoing) one.
- 55.3 A director may only withdraw their consent within a reasonable period before the meeting.

56. Passing directors' resolutions

- 56.1 A directors' resolution must be passed by a majority of the votes cast by the directors present and entitled to vote on the resolution

57. Circular resolutions of directors

- 57.1 The directors may pass a circular resolution without a directors' meeting being held.
- 57.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 57.3 or clause 57.4.
- 57.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 57.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 57.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 57.3 or clause 57.4.

Officers

58. Chief Executive Officer

- 58.1 The Directors may appoint a person as the Chief Executive Officer, for a period and on any terms (including remuneration) as the Directors resolve.
- 58.2 Subject to any agreement between the company and the Chief Executive Officer, the Directors may remove, dismiss or suspend the Chief Executive Officer at any

time, with or without notice.

- 58.3 The Directors may delegate any of their powers (including the power to delegate) to the Chief Executive Officer as provided in clause 46.
- 58.4 The Directors may revoke or vary any power delegated to the Chief Executive Officer.
- 58.5 The Chief Executive Officer must exercise the powers delegated to him or her in accordance with any directions of the Directors.
- 58.6 The exercise of delegated power by the Chief Executive Officer is as effective as if the Directors exercised the power, including the duties of a Director under clause 49.1 and the conflict of interest responsibilities under clause 50.
- 58.7 No Chief Executive Officer is entitled to attend any meeting of the Board of Directors while under suspension from office.

59. Appointment of company secretary

- 59.1 The **company** must have at least one secretary, who may also be a director.
- 59.2 On the adoption of this Constitution, the company secretary is the person specified as company secretary in the ASIC Register.
- 59.3 A company secretary may be appointed by the Board of Directors for any period and on any terms (including remuneration) as the Directors resolve.
- 59.4 Subject to any agreement between the company and a company secretary, the Directors may remove, dismiss or suspend a company secretary at any time, with or without cause.

60. Company Officers

- 60.1 The Directors may permit the Chief Executive Officer to employ other personnel to manage the affairs of the **company** on such terms and conditions appropriate for the role as determined by the Chief Executive Officer.

Minutes and records

61. Minutes and records

- 61.1 The **company** must, within one month, make and keep any and all of the following records:
 - (a) minutes of proceedings and resolutions of **general meetings**,
 - (b) minutes of circular resolutions of members,
 - (c) a copy of a notice of each **general meeting**,
 - (d) details of the execution of unsealed documents under clause 48.1, and
 - (e) a copy of a members' statement distributed to members under clause 32.
- 61.2 The **company** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 61.3 To allow members to inspect the **company's** records:
 - (a) the **company** must give a member access to the records set out in clause 61.1; and
 - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 61.2 and clause 62.1.
- 61.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
 - (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 61.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

62. Financial and related records

- 62.1 The **company** must make and keep written financial records and accounts that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 62.2 The **company** must also keep written records that correctly record its operations.
- 62.3 The **company** must retain its records for at least 7 years.
- 62.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

Chapters

63. Formation of Chapters

- 63.1 The Directors shall have the power to form Chapters in each state or territory (region) or combination of states and/or territories (regions) of Australia where there is a relevant affiliation with the **company**.
- 63.2 The purpose in forming a Chapter is to:
- (a) promote the objectives of the **company** and provide additional representation for Members;
 - (b) support, develop and promote the activities of the **company** amongst Members within a region; and
 - (c) present the views of the members of a Chapter to the **company**.
- 63.3 Chapters operate at the sole discretion of the Directors and in accordance with this Constitution and By-Laws.
- 63.4 Where a Chapter is considered by the Directors to be acting against the objectives of the company, the Directors may, after following the dispute resolution process outlined in Clause 18, and Clause 8 in the By-Laws, by resolution, disband a Chapter in order to protect the interests of the members and/or the company.

64. Chapter Membership

- 64.1 Members of the company shall be “attributed” to a Chapter formed in the region where they reside or conduct their business unless determined otherwise by the Directors.
- 64.2 If there is no Chapter in the region where they reside, the nearest Chapter will be attributed that membership.
- 64.3 If a member changes their place of residence or business to another region, their membership shall be transferred to the Chapter of that new region.

65. Chapter Council

- 65.1 Chapters may form Chapter Councils to administer the affairs of each Chapter under the direction of the CEO, in conformity with the delegated authority granted separately to the Chapter Council and the CEO by the Board and in alignment with the approved company national strategy and the Chapter Council Charter.
- 65.2 A Chapter Council shall comprise of not less than five Chapter Councillors unless determined otherwise by the Directors.
- 65.3 Chapter Councillors shall be elected by “attributed” Chapter members following a fair election process approved by the Directors.
- 65.4 Chapter Councillors shall hold office at the sole discretion of the Directors and in accordance with this Constitution and By-Laws.
- 65.5 Where the Directors consider that any Chapter Councillor(s) may not be acting in the best interests of the members and/or the company, the Directors will follow the dispute resolution and disciplinary procedures included in clauses 18 and 19 respectively in order to apply a fair and reasonable process.

- 65.6 Chapter Councillors may hold office for multiple terms of three years conditional on any restrictions set out in the Chapter Council Charter, having regard to succession and encouraging member participation in Council management.
- 65.7 The resignation or removal of a Councillor will create a casual vacancy on that Chapter Council.
- 65.8 The governance, objectives and activities of each Chapter Council will be outlined in the Chapter Council Charter, as mutually agreed between the Directors and each Chapter Council, and as amended from time to time.
- 65.9 The CEO and Chair of the Board may attend and speak at meetings of every Chapter Council and shall have access to a copy of all minutes and tabled documents of Council and Chapter meetings in accordance with the Chapter's document management processes. They shall have no voting rights in the Council and Chapter meetings.

66. Chapter President and Chapter Vice-President

- 66.1 Following the election of Chapter Councils, Councillors shall elect a Chapter President and a Vice-President from among the Council.
- 66.2 A Chapter President and vice-President must, as a minimum, have served one year on a Chapter Council unless otherwise agreed by the Directors.
- 66.3 Chapter Presidents may serve up to four terms of office in total, but no more than two consecutive terms at a time. A term of office is three (3) years at the discretion of the Chapter Council.
- 66.4 The Chapter President and Vice-President shall fairly represent the views of the members and Council to the **company** in the Congress.
- 66.5 The Chapter President shall convene meetings of the Chapter Council in accordance with the By-Laws and rules.
- 66.6 The Chapter President (or Vice-President should the President be unavailable) shall chair meetings of the Chapter Council in accordance with the relevant Chapter Council Charter.
- 66.7 Where the Chapter President and Vice-President are unavailable for a convened Chapter Council meeting, the Chapter Councillors attending will appoint a Chairperson.

Chapter Congress

67. Role of the Chapter Congress

- 67.1 The role of Chapter Congress (Congress) is to:
 - (a) Mutually agree the 'Terms of Reference' of the Congress, including the operation of each region's Chapter Council Charter, and negotiate relevant amendments from time to time;
 - (b) Provide direction for local implementation of the company national strategy;
 - (c) Ensure clear and timely two-way communication between each Chapter President (or representative), the company CEO, and the Board of Directors; and
 - (d) Ensure collaboration and alignment of activities across Chapters, and with the company's national officers and employees.
 - (e) Facilitate transition of people through the congress to positions of the board by seconding nominations of chapter presidents who are willing to stand as directors of the company, in accordance with clause 41.
 - (i) Where a Chapter President has been elected as a Director of the company, the relevant Chapter Council shall elect a new Chapter President (and Vice-President as necessary) as per clause 66.1.

- 67.2 The Deputy Chairperson of the Board shall convene a Chapter Congress a minimum of four times per calendar year to:
- (a) consider the role of the Chapters in addressing those functions outlined in clause 63.2,
 - (b) share and discuss emerging issues that might be referred to the Board, and
 - (c) discuss matters that have been referred to the Congress by the Board.

68. Chapter Congress Membership

- 68.1 The membership of the Chapter Congress will comprise:
- (a) the Deputy Chairperson of the Board,
 - (b) each Chapter President, or their representative,
 - (c) the company CEO.
- 68.2 A Congress representative stops being a Member of Congress if they:
- (a) give written notice of resignation as a Congress Member; or
 - (b) complete the maximum eligible terms in office; or
 - (c) is suspended or expelled as a result of clauses 18 or 19 of this Constitution; or
 - (d) stop being a member of the **company**; or
 - (e) are a representative of a member, and that member stops being a member; or
 - (f) are a representative of a member, and the member notifies the **company** that the representative is no longer a representative.

69. Chapter Congress Meetings

- 69.1 The Congress will be chaired by the Deputy Chairperson of the Board. In the absence of the Deputy Chairperson, the Board shall nominate an alternate Chairperson for the Congress.
- 69.2 The company must, within two weeks of each Congress meeting, make and distribute to each Chapter President (or nominated representative) written minutes of proceedings, agreements and discussions held at each Congress meeting.

By-laws

70. By-laws

- 70.1 The directors may pass resolutions to make by-laws to give effect to this constitution.
- 70.2 Members, representatives, Chapter Councils and directors must comply with the by-laws as if they were part of this constitution.
- 70.3 The Directors must publish and make available to members, representatives and Chapter Councils, from time to time, a clear and unambiguous statement of all by-laws that give effect to this constitution.

Notice

71. What is notice

- 71.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 72 to 74, unless specified otherwise.
- 71.2 Clauses 72 to 74 do not apply to a notice of proxy under clause 38.6.

72. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the CEO by:

- (a) delivering it to the **company's** registered office,
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided, or
- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address.

73. Notice to members

73.1 Written notice or any communication under this constitution may be given to a member:

- (a) in person;
- (b) by posting it to, or leaving it at, the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any); or
- (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

73.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

74. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, or other electronic method, is taken to be given on the business day after it is sent; and
- (d) given under clause 73.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

75. Company's financial year

The **company's** financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

76. Indemnity

76.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.

76.2 In this clause, 'officer' means a director or CEO and any employees, all Chapter office-bearers and active volunteers includes a director or CEO and any employees, all Chapter office-bearers and active volunteers after they have ceased to hold that office.

- 76.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 76.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

77. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is, or has been, an officer of the **company** against any liability incurred by the person as an officer of the **company**.

78. Directors' access to documents

- 78.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 78.2 If the directors agree, the **company** must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

Winding up

79. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is an organisation described in clause 80.1.

80. Distribution of surplus assets

- 80.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with purpose(s) similar to, or inclusive of, the objectives in clause 8; and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 80.2 The decision as to the organisation to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

81. Definitions

In this constitution:

Chief Executive Officer (CEO) - means the National CEO of AIDN.

Company means the **company** referred to in clause 1

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

elected chairperson means a person elected by the directors to be the **company's** chairperson under clause 42

Large Enterprise Any person (other than an individual natural person but including a partnership and a natural person carrying on business on the person's own account), whether or not engaged in Australia's Defence and National Security industries, whose enterprise comprises over 200 employees worldwide.

general meeting means a meeting of members and includes the annual **general meeting**, under clause 22.1

member present means, in connection with a **general meeting**, a **member person** includes an individual, a corporation and a body corporate or politic.

present in person, by representative or by proxy at the venue or venues for the meeting

region – for the purpose of Chapters, region means a state or territory, or combination of state and territory of Australia. Region is not a smaller area than a single state or territory of Australia.

SME – means a small to medium enterprise. Any person (other than an individual natural person but including a partnership and a natural person carrying on business on the person's own account), whose enterprise comprises less than 200 employees worldwide.

special resolution means a resolution:

- i. of which notice has been given under clause 23.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

surplus assets mean any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

82. Reading this constitution with the Corporations Act

- 82.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 82.2 While the **company** is a **not for profit** organisation, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 82.3 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

83. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).