

# Constitution of Australian Institute of International Affairs

Company limited by guarantee registered in ACT under the *Corporations Act 2001* (Cth)

Adopted at the Extraordinary General Meeting of Friday 16 August 2019

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Constitution of AIIA, a company limited by guarantee.

## General

### 1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

**ACNC** means the Australian Charities and Not-for-profits Commission.

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth).

**AIIA** means the Australian Institute of International Affairs (ACN 000 045 170).

**ATO** means the Australian Taxation Office.

**Board** means all or some of the Directors for the time being acting as a board.

**Branches** means the existing entities listed in Schedule 1 and any other entity that becomes a Branch of the AIIA under rule 8 (until the Branch resigns under rule 14, is expelled under rule 16 or ceases to be a Branch under rule 17).

**Branches Present** means, in connection with a general meeting, a Branch present at the venue or venues for the meeting, in person or by proxy, by attorney, or, where the Branch is a body corporate, by representative.

**Branch President** means the president of each Branch who will usually be appointed to the Board, as a Director, by the Branch in accordance with rule 44(a)(iii).

**Business Day** means a day which is not a Saturday, Sunday or a public holiday in Canberra.

**Company** means the AIIA.

**Constitution** means this constitution.

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

**Deductible Contribution** means a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the Tax Act.

**Deductible Gift Recipient** has the meaning given in the Tax Act.

**Director** means a person appointed or elected to the office of director of the AIIA in accordance with this Constitution and, where appropriate, includes an alternate Director.

**financial records** has the meaning given in the Corporations Act.

**Governing Document** means the constitution, articles of association, rules or any other governing document that governs a relevant entity.

**Members** means Branches.

**Minimum Standards** means the standards set by the Board in accordance with rule 50 of which the Branches are required to comply with in accordance with rule 16(a)(ii).

**National Executive Director** means the national executive director appointed by the Board under rule 51.

**President** means the person appointed as the president of the AIIA under rule 44 and is chairperson of the Board in accordance with rule 56.

**registered charity** means a charity registered under the ACNC Act.

**Secretary** means a person appointed as, or to perform duties of, secretary of the AIIA.

**Sign** includes a signature by way of electronic means.

**special resolution** means a resolution that has been passed by at least 75% of the votes cast by the Branches Present and entitled to vote on the resolution.

**Tax Act** means the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth).

**Vice President** means the person appointed as vice president of the AIIA under rule 44 and who acts as deputy chairperson of the Board in accordance with rule 56.

## **2 Interpretation**

- (a) Headings are for convenience only and do not affect interpretation.
- (b) The following rules apply unless the context requires otherwise.
  - (i) The singular includes the plural, and the converse also applies.
  - (ii) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
  - (iii) A reference to a person includes a corporation, trust, partnership, unincorporated body or other entity, whether or not it comprises a separate legal entity.
  - (iv) A reference to a rule is a reference to a rule of this Constitution.
  - (v) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.
  - (vi) A word or phrase given a meaning in the Corporations Act or the ACNC Act has the same meaning in this Constitution.
  - (vii) While the Company is a registered charity, if there is any inconsistency between the provisions of this Constitution and the Corporations Act or the ACNC Act, the provisions of the Corporations Act or the ACNC Act (as applicable) prevail to the extent of the inconsistency, and this Constitution must be construed accordingly.
  - (viii) While the Company is not a registered charity, if there is any inconsistency between the provisions of this Constitution and the Corporations Act, the provisions of the Corporations Act prevail to the extent of any inconsistency, and this Constitution must be construed accordingly.

## **3 Replaceable Rules**

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

## **Declaration and Objects**

### **4 Declaration**

Neither the AIIA, the Board nor the Branches will express their opinion as the AIIA or as a Branch, as the case may be, on any aspect of international relations.

### **5 Objects of the AIIA**

The objects for which the AIIA is established are:

- (a) to perform a public educational function by promoting through research, study, discussion, lectures, public addresses, conferences, the maintenance of a library and an

information service, and by such other means as may be approved by the AIIA, an understanding of international questions and problems;

- (b) to generally facilitate the study of international questions and to promote the exchange of information, knowledge and thoughts in international affairs and the understanding of the circumstances, conditions and views of nations and peoples;
- (c) to advance the study of all issues bearing directly or indirectly on the studies referred to in paragraph (a) of this rule 5;
- (d) to establish and maintain the flow of information on the subjects referred to in paragraph (a), (b) and (c) of this rule 5;
- (e) to encourage and promote the establishment of local organisations or branches within Australia or its territories for the purpose of carrying out any one or more of the objects contained in this Constitution, and to co-ordinate the activities of existing organisations having objects similar to those of the AIIA;
- (f) to encourage and promote the studies referred to in this Constitution by means of conferences, study groups and lectures;
- (g) to prepare, edit, publish, print, or circulate literary works (including books, journals, periodicals, records and reports) which may be deemed to further any of the objects referred to in this Constitution;
- (h) subject to the Corporations Act, to accept grants, subscriptions, donations and gifts (whether real or personal estate), bequests or devises to further any of the objects referred to in this Constitution;
- (i) to raise or borrow money in the manner that the AIIA thinks fit including levies, subscriptions, mortgages, debentures or other securities with power:
  - (i) to vary those mortgages, debentures or other securities of the AIIA both present and future; and
  - (ii) subject to rule 6, to pay interest on any borrowed money as the AIIA sees fit; and
- (j) to reasonably carry out all tasks to further any of the objects referred to in this Constitution.

## **6 Application of Income and Property to Objects**

- (a) Subject to rule 6(b), the income and property of the AIIA must only be used to further the objects of the AIIA set out in rule 5 and no income or property, or no part of that income or property, shall be paid or transferred, directly or indirectly, to any Branch by way of dividend, bonus or otherwise.
- (b) Rule 6(a) does not:
  - (i) prevent the AIIA from making a payment in good faith:
    - (A) of reasonable and proper remuneration for services provided to the AIIA;
    - (B) for goods supplied in the ordinary course of business; or
    - (C) of reasonable and proper rent for premises let by a Branch.
  - (ii) prevent the AIIA from:
    - (A) repaying money borrowed from any Branch of the AIIA;
    - (B) paying interest on money borrowed from any Branch of the AIIA;
    - (C) reimbursing out-of-pocket expenses to any Director of the AIIA; or

- (D) applying its income or property, including donations or gifts received by AIIA, by way of payment or transfer to a Branch, provided that the Board is satisfied that such payment or transfer will further the objects of AIIA set out in Rule 5, and such payment or transfer may be made subject to conditions approved by the Board from time to time.

## **Membership**

### **7 Members of the AIIA**

The Members of the AIIA shall be the Branches.

### **8 Admission as a Branch**

- (a) An entity that wants to apply for membership with the AIIA and become a Branch must submit a written application to the Secretary signed by the applicant in the form determined by the Board.
- (b) At the next Board meeting after the receipt of an application for membership, the Board will consider the application, whether the Governing Document of the entity contains objects and purposes similar to those of the AIIA and make a recommendation to the Branches to either accept or reject the application for membership.
- (c) An application for membership may only be accepted if all Branches agree or if all Branches except one agree.
- (d) When an applicant is to be admitted, the Secretary must within 28 days notify the applicant and request payment of the membership fee, if any.
- (e) When the AIIA receives payment from the applicant of the membership fee or, if there is no membership fee, when the Board decides to admit the applicant as a Branch, the applicant will be registered in the AIIA's register of Members and will immediately become a Branch.

### **9 Member's Representatives**

- (a) Each Branch may appoint one person to act as its representative at all general meetings of the AIIA. The Branch must give notice of the appointment to the Secretary not less than one Business Day prior to the relevant meeting.
- (b) The Branch's nominated representative appointed under rule 9(a) will vote at a general meeting on behalf of the Branch.
- (c) Subject to rules 9(a) and 9(b), representatives appointed under rule 9(a) may attend and take part in the proceedings of AIIA in the same manner as the Branch could do if personally present so long as their appointment under rule 9(a) remains unrevoked.
- (d) The Branch may revoke a representative's appointment by giving a copy of the revocation to the Secretary. Once a copy of the revocation of appointment is received by the Secretary, that representative will cease to be a representative, and where applicable, cease to be a Director of the Board.
- (e) An act or vote given by any representatives appointed by a Branch under this Constitution, notwithstanding the revocation of that representative's appointment, will be valid if a copy of a revocation is not received and authenticated by the Secretary at the registered office of the AIIA before the date of the act or vote.
- (f) The representative of a Branch appointed pursuant to rule 9(a) will be eligible for appointment as a Director.



## **10 Voting Rights**

Subject to rule 9(b) all Branches, present at a general meeting, will have full and equal voting rights.

## **11 Membership Fee**

The Board may from time to time determine a membership fee for Branches and the terms of payment of the membership fee.

## **12 Limited Liability of Members**

The liability of the Branches is limited.

## **13 Members' Liability on Winding Up**

Each Branch undertakes to contribute to the assets of the AIIA in the event of it being wound up while they are a Branch, or within one year after they cease to be a Branch for:

- (a) the payment of the debts and liabilities incurred while that entity was a Branch of the AIIA;
  - (b) the costs, charges and expenses of winding up; and
  - (c) the adjustments of the rights and contributions amongst themselves,
- such amount as may be required not exceeding A\$2.00.

## **14 Resignation of a Branch**

A Branch may resign from the AIIA by giving at least 28 days' notice in writing to the Secretary of its intention to withdraw from the AIIA. The resignation will be effective from the date on which the 28 days' notice lapses.

## **15 Non-payment of Membership Fee**

If any membership fee of a Branch remains unpaid by the date of the AIIA's annual general meeting, then that Branch is prohibited from voting at that meeting.

## **16 Misconduct or Inconsistent Conduct of a Member**

- (a) Subject to rule 16(b), the Board of the AIIA may resolve to expel from the AIIA any Branch:
    - (i) which does not or who refuses to comply with the rules of this Constitution;
    - (ii) which does not or refuses to comply with any of the Minimum Standards;
    - (iii) whose conduct in the opinion of the Board is prejudicial to the interests of the AIIA;
    - (iv) whose continuing membership in the opinion of the Board has become an embarrassment to the AIIA; or
    - (v) whose conduct, activities or objects are no longer consistent with those of the AIIA,
- and remove the Branch's name from the register of Members.

- (b) The Board may resolve to expel a Branch pursuant to rule 16(a) by resolution. This resolution will require at least a 75% vote of the Board, excluding the vote of the Director appointed by the Branch whose expulsion is proposed.
- (c) Before the Board resolves to expel the Branch pursuant to rules 16(a) and 16(b), the Board must first provide a warning notice to the Branch whose expulsion is proposed that states:
  - (i) all relevant information, including any allegations against the Branch; and
  - (ii) that the Branch has the opportunity to rectify the misconduct under rule 16(a), subject to the Board's satisfaction, within two months of receiving the warning notice.
- (d) If the Branch rectifies the misconduct to the Board's satisfaction within two months of receiving the warning notice under rule 16(c), then the Board will not expel the Branch. If the Board is not satisfied that the Branch has rectified their misconduct, then at least 28 days before the directors meet to expel a Branch, the directors must send a notice to the Branch whose expulsion is proposed that states:
  - (i) all relevant information, including any allegations against the Branch;
  - (ii) the proposed directors' resolution for the Branch's expulsion;
  - (iii) the time, date and place of the meeting at which the resolution will be put; and
  - (iv) that the Branch has the opportunity to address the Directors, before the passing of the resolution, either orally or in writing, and provide any explanation or defence the Branch thinks fit.
- (e) Any Branch whose expulsion is proposed will have the right to attend (by one representative and a lawyer) at the meeting at which the resolution is put before the Directors.

## **17 Ceasing to be a Member**

A Branch's membership of the AIIA will automatically cease on the date that:

- (a) the Branch resigns in accordance with rule 14;
- (b) the resolution is passed to expel a Branch in accordance with rule 16;
- (c) a liquidator is appointed in connection with the winding up of the Branch; or
- (d) an order is made by a court for the winding up or deregistration of the Branch.

## **18 Liability after an Entity Ceases to be a Branch**

- (a) An entity that ceases to be a Branch must pay to the AIIA:
  - (i) all membership fees or other amounts owing to the AIIA that are due and unpaid at the date that the entity ceases to be a Branch; and
  - (ii) amounts that the Branch is liable to pay under rule 13.
- (b) An entity that ceases to be a Branch will not have any claim, monetary or otherwise, on the AIIA, its funds or property.
- (c) An entity that ceases to be a Branch will not use the name, the logo any other intellectual property of the AIIA in any connection whatsoever, nor adopt a name or logo similar to that of the AIIA.

## **19 Register of Members**

The register of Members must be kept at the registered office and must contain the full name and address of each Branch and any other information required by the Board.

## **20 Inspection of Register of Members**

Branches may on request inspect the register of Members to the extent that it is relevant to the interests or rights of Branches. No amount may be charged to Branches for inspection.

## **21 Address of Branches**

If a Branch informs the Secretary in writing of any change in their address, the Secretary must enter any such change of address in the register of Members. The address in the register of Members is deemed to be the Branch's registered address.

## **General Meetings**

### **22 General Meetings Called by Directors**

- (a) Any three Directors may call a general meeting of the AIIA in accordance with the rules of this Constitution whenever they think fit.
- (b) The same three Directors may cancel or postpone any meeting called by them by notice in writing to all Branch and persons who were entitled to receive notice of that meeting.

### **23 Notice of General Meetings**

- (a) Notice of a general meeting must be given to:
  - (i) each Branch entitled to vote at the meeting;
  - (ii) each Director; and
  - (iii) the auditor of the AIIA (if any).
- (b) Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- (c) Subject to rule 23(d), notice of a meeting may be provided less than 21 days before the meeting if for an annual general meeting, all the Branches entitled to attend and vote at the annual general meeting agree beforehand; or
- (d) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
  - (i) remove a Director; or
  - (ii) remove an auditor.
- (e) The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person or Branch entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.
- (f) Notice of a general meeting must include:
  - (i) 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);
  - (ii) the general nature of the meeting's business;
  - (iii) if applicable, that a special resolution is to be proposed, and the words of the proposed resolution;

- (iv) the Minimum Standards (if any) decided by the Board in accordance with rule 50; and
- (v) a statement that Branches have the right to appoint proxies and that, if a Branch appoints a proxy:
  - (A) the proxy does not need to be a member of a Branch;
  - (B) the proxy form must be delivered to the AIIA at its registered address or any other address (which may include an electronic address) that is specified in the notice of meeting; and
  - (C) the proxy form must be delivered to the AIIA at least 48 hours before the general meeting.
- (g) If a general meeting is adjourned for one month or more, the Branches must be given new notice of the resumed meeting.

## **24 General Meetings Requested by Branches**

- (a) If at least three Branches make a written request to the AIIA for a general meeting to be held, the Directors must:
  - (i) call the meeting within 21 days of the Branches' request; and
  - (ii) hold the meeting within two months of the date of the Branches' request.
- (b) The written request must:
  - (i) state the objects of the meeting and any resolution to be proposed at the meeting;
  - (ii) be signed by the Branches making the request; and
  - (iii) be given to the AIIA at the AIIA's registered address.
- (c) Separate copies of a document setting out the request may be signed by the Branches if the wording of the request is identical in each copy.
- (d) If the Board does not call the general meeting within 21 days of being requested under this rule 24, the Branches making the request may themselves convene a general meeting, and in doing so must:
  - (i) follow the procedures for general meetings set out in this Constitution;
  - (ii) call the meeting using the list of Branches on the AIIA's register of Members, which the AIIA must provide to the Branches making the request at no cost;
  - (iii) give 21 days' notice of the meeting which must specify the place, day and time of the meeting and the general nature of the business to be transacted at the meeting excluding matters relating to the consideration of accounts, the reports of the Board and auditor, the election of Directors and the appointment and fixing of the remuneration (if any) of the auditor; and
  - (iv) hold the general meeting within three months after the date the request under this rule 24 was given to the AIIA.
- (e) The AIIA must pay to each Branch who requested the general meeting any reasonable expenses that the Branch incurred in calling and holding the general meeting (if applicable).

## **25 Business of Annual and Other General Meetings**

- (a) A general meeting of the AIIA, known as the annual general meeting, must be held after the first annual general meeting, at least once in every calendar year.
- (b) The business of an annual general meeting of the AIIA may include:
  - (i) reviewing the AIIA's activities;
  - (ii) reviewing the AIIA's finances, including the accounts and reports;
  - (iii) reviewing any auditor's reports;
  - (iv) removing Directors;
  - (v) when relevant, appointing an auditor and fixing the auditor's remuneration; and
  - (vi) to transact any other business that, under this Constitution or the Corporations Act, is required to be transacted at any annual general meeting.
- (c) No person may move at any general meeting either any resolution (except in the form set out in the notice of meeting) or any amendment of any resolution, except:
  - (i) with the approval of the Board;
  - (ii) with the permission of the chair of the meeting; or
  - (iii) a resolution proposed under rule 26.

## **26 Proposal of Branches' Resolutions**

- (a) A Branch may give:
  - (i) written notice to the AIIA of a resolution they propose to move at a general meeting; or
  - (ii) a request to the AIIA that the AIIA give all the Branches of the AIIA a statement about a proposed resolution or any other matter that may properly be considered at a general meeting.
- (b) A written notice of a proposed resolution given under rule 26(a)(i) must:
  - (i) set out the wording of the proposed resolution; and
  - (ii) be signed by the Branch or Branches proposing the resolution.
- (c) A request to distribute a statement given under rule 26(a)(ii) must:
  - (i) be given to the AIIA;
  - (ii) set out the statement to be distributed; and
  - (iii) be signed by the Branch or Branches making the request.
- (d) Separate copies of a document setting out the notice or request may be signed by Branches if the wording is identical in each copy.
- (e) If the AIIA has been given notice of a proposed resolution under rule 26(a)(i), the resolution is to be considered at the next general meeting of the AIIA that occurs more than two months after the notice is given.
- (f) This rule 26 does not limit any other right that a Branch has to propose a resolution at a general meeting.

## **27 Notice of Branches' Resolutions**

- (a) If the AIIA has been given a notice of a proposed resolution or a request to distribute a statement under rule 26(a), the AIIA must send the notice of the proposed resolution or a copy of the Branches' statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting under rule 23.
- (b) The AIIA does not need to send the notice of a proposed resolution or a copy of the statement to Branches if:
  - (i) it is more than 1000 words long;
  - (ii) the Board considers it may be defamatory or inflammatory;
  - (iii) rule 27(d) applies, and the Branches who proposed the resolution or made the request have not paid the AIIA enough money to cover the cost of sending a copy of the statement to Branches; or
  - (iv) in the case of a proposed Branches' 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 Branches.
- (c) If the AIIA receives a request to distribute a statement under rule 26(a)(ii) in time to send a copy of the statement to Branches with a notice of meeting, the AIIA must do so at its own cost.
- (d) If the AIIA receives a request to distribute a statement under rule 26(a)(ii) and it is too late to send a copy of the statement to Branches with a notice of meeting, the Branches who made the request to distribute the statement must pay the expenses reasonably incurred by the AIIA in giving Branches a copy of the statement. However, at a general meeting, the Branches may pass a resolution that the AIIA will meet these expenses.

## **28 Written Resolutions of Branches**

- (a) Subject to rule 28(d), the Branches may pass a resolution without a general meeting being held, if a majority of Branches who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by the Branches if the wording of the resolution is identical in each copy.
- (c) The resolution is passed when the last Branch constituting a majority has signed the document.
- (d) Written resolutions without meetings cannot be used:
  - (i) to remove an auditor;
  - (ii) to remove a Director;
  - (iii) for any matter for which a special resolution is required under this Constitution; or
  - (iv) where the Corporations Act or this Constitution requires a meeting to be held.

## **29 Use of Technology for Meetings**

- (a) The AIIA may hold a general meeting at two or more venues using any technology that gives the Branches as a whole a reasonable opportunity to participate, including to hear and be heard.

- (b) Any Branch using the technology in rule 29(a) is taken to be present in person at the meeting.

### **30 Right of Others to Attend General Meeting**

- (a) The AIIA's auditor (if any), Secretary, National Executive Director and Directors are entitled to be present and speak at that general meeting.
- (b) Any other person (whether a Branch or not) requested by the Board to attend any general meeting is entitled to be present and to speak at that general meeting.

### **31 Quorum for General Meetings**

- (a) No business may be transacted at any general meeting except, subject to rule 32, the election of a chairperson of the meeting, unless a quorum of Branches is present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, four Branches Present will constitute a quorum.
- (c) If there is not a quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting the meeting is dissolved unless the chairperson of the meeting or the Board adjourns the meeting to a date, time and place determined by the chairperson, or, if no determination is made by the Board, to the same day in the next week at the same time and place.
- (d) If no quorum is present at any adjourned meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

### **32 Conduct of General Meetings**

- (a) Subject to rule 32(b), the chairperson of the Board, being the President of the AIIA, is entitled to preside as chairperson at every general meeting.
- (b) Where a general meeting is held and:
  - (i) there is no chairperson of the Board; or
  - (ii) the chairperson of the Board is not able to be present at the meeting or is not present within 15 minutes after the time appointed for the meeting, or despite being so present is unable or unwilling to act as chairperson of the meeting,the deputy chairperson of the Board, being the Vice President, is entitled to chair the meeting or, if the circumstances in rule 32(b)(i) or 32(b)(ii) apply to the deputy chairperson of the Board, the Directors present may choose one of their number or, if that chosen Director does not wish to act, the Branches Present may elect one of their representatives to be chairperson of the meeting.
- (c) The general conduct of each general meeting of the AIIA and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the chairperson of the meeting.
- (d) The chairperson of a general meeting of the AIIA may make rulings without putting the question (or any question) to a vote if that chairperson considers action is required to ensure the orderly conduct of the meeting.
- (e) The chairperson of a general meeting of the AIIA may require the adoption of any procedures that are in that chairperson's opinion necessary or desirable for the proper and orderly casting or recording of votes at the meeting, whether on a show of hands or on a poll.

- (f) If at any time the chairperson of a general meeting of the AIIA considers it necessary or desirable for the proper and orderly conduct of the meeting, that chairperson may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Branches Present.
- (g) Any determination by the chairperson of a general meeting in relation to matters of procedure (including any procedural motions moved at, or put to, the meeting) or any other matter arising directly or indirectly from the business is final (including any procedural motions moved at, or put to, the meeting). Any challenge to a right to vote (whether on a show of hands or on a poll) or to a determination to allow or disregard a vote may only be made at the meeting and may be determined by the chairperson of the meeting whose decision is final.
- (h) If a person purports to cast a vote at a general meeting in contravention of this Constitution, the chairperson of the meeting may determine that the vote be disregarded and treated as not having been cast.
- (i) Nothing contained in this rule 32 limits the powers conferred on a chairperson of a general meeting by law.

### **33 Acting Chairperson**

- (a) If during any general meeting the chairperson of the meeting acting under rule 32 is unwilling to chair any part of the proceedings, that chairperson may withdraw during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director to be acting chairperson of the meeting during the relevant part of the proceedings. On the conclusion of the relevant part of the proceedings the acting chairperson of the meeting is to withdraw and the chairperson of the meeting acting under rule 32 is to resume the chair of the meeting.
- (b) Where an instrument of proxy appoints the chairperson of a general meeting as proxy for the part of the proceedings for which an acting chairperson of the meeting has been nominated, the instrument of proxy is taken to be in favour of that acting chairperson for the relevant part of the proceedings.

### **34 Adjournment of General Meetings**

- (a) During the course of a general meeting the chairperson of the meeting may adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by that chairperson.
- (b) If the chairperson of a general meeting exercises a right of adjournment of the meeting under this rule 34, that chairperson has the sole discretion to decide whether to seek the approval of the Branches Present to the adjournment and, unless that chairperson exercises that discretion, no vote may be taken by the Branches Present in respect of the adjournment.
- (c) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.



- (e) A resolution passed at a general meeting resumed after an adjournment of the general meeting is passed on the day it was passed.

### **35 Voting at General Meetings**

- (a) Subject to any rights or restrictions attached to any class of a Branch, any question submitted to a general meeting is to be decided:
  - (i) by a simple majority of votes validly cast on the question at the meeting; and
  - (ii) in the first instance by a show of hands of the Branches Present and entitled to vote, unless a poll is demanded by the chairperson or at least one Branch.
- (b) Subject to rule 9(b) and subject to any rights or restrictions for the time being placed on any Branch or class or classes of Branches:
  - (i) at meetings of Branches or a class of Branches, each Branch entitled to attend and vote may:
    - (A) attend and vote in person; or
    - (B) be represented and vote by proxy;
  - (ii) a Branch may attend and participate in a meeting even though the Branch has previously appointed a proxy in respect of that meeting; and
  - (iii) each Branch has one vote both on a show of hands and a poll.
- (c) Unless a poll is demanded, a declaration by the chairperson of a general meeting following a vote on a show of hands at the meeting that a resolution has been passed or lost is conclusive, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) At any general meeting, a poll may be demanded by a Branch or by the chairperson of the meeting. No poll may be demanded on the election of a chairperson of the meeting or, unless that chairperson otherwise determines, the adjournment of the meeting.
- (e) A demand for a poll may be withdrawn.

### **36 Procedure for Polls**

- (a) When demanded at a general meeting and not withdrawn, a poll may be taken in the manner, on the date and at the time that the chairperson of the meeting directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) that the chairperson of the meeting considers appropriate.
- (c) The result of a poll is the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. Subject to rules 34 and 35(d), a poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

### **37 Chairperson has Casting Vote**

In the case of an equality of votes on a show of hands or on a poll at a general meeting of the AIIA, the chairperson of the meeting has a casting vote in addition to any vote to which that chairperson may be entitled as a Branch or as a proxy of a Branch.

### **38 Restriction on Voting Rights**

Subject to rule 15, a Branch is not entitled to attend or vote at an annual general meeting or to be counted for the purpose of constituting a quorum unless all sums presently payable by the Branch or by the Branch on behalf of an entity in respect of membership of the AIIA have been paid.

### **39 Rights and Form of Proxy**

- (a) A Branch who is entitled to attend and vote at a general meeting of the AIIA may appoint a person as a proxy to attend and vote for the Branch.
- (b) A Branch may appoint one proxy. A proxy need not be a Branch.
- (c) An appointment of a proxy may specify the way the proxy is to vote on a particular resolution.
- (d) A proxy appointed to attend and vote for a Branch has the same rights as the Branch to:
  - (i) speak at the meeting;
  - (ii) vote at the meeting (to the extent allowed by the appointment); and
  - (iii) join in a demand for a poll under rule 35(d).
- (e) An appointment of a proxy is valid if:
  - (i) it is in writing or in any form (including electronic) that the Board may prescribe or accept;
  - (ii) is signed by the Branch making the appointment; and
  - (iii) it is received by the Secretary at least 48 hours before the general meeting.
- (f) A proxy appointment may be standing.
- (g) Where a notice of meeting provides for electronic lodgement of proxy appointments, an appointment lodged at the electronic address or by the electronic means specified in the notice is taken to have been received at the registered office of the AIIA and validated by the Branch if there is compliance with the requirements set out in the notice.

### **40 Validity of Proxies**

- (a) A proxy who is not entitled to vote on a resolution as a Branch may vote as a proxy for another Branch who can vote if their appointment specifies the way they are to vote on the resolution and they vote that way.
- (b) Unless the Secretary has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
  - (i) the appointing Branch revokes the proxy's appointment; or
  - (ii) the appointing Branch revokes the authority under which the proxy was appointed by a third party.
- (c) A proxy appointment is not revoked by the principal attending and taking part in the relevant meeting unless the principal actually votes at the meeting on a resolution for which the proxy appointment is proposed to be used.

### **41 Special Meetings**

All the rules of this Constitution as to general meetings apply to any special meeting of any class of Branches that may be held under the operation of this Constitution or the Corporations Act.

## **Appointment, Removal and Remuneration of Directors**

### **42 Number of Directors**

- (a) All Directors are to be natural persons.
- (b) The number of Directors (not including alternative Directors) must not be less than six, and at least two Directors must ordinarily reside in Australia.
- (c) The number of Directors (not including alternate Directors) must not be more than 15.

### **43 Composition of the Board**

- (a) The Board will, subject to this Constitution, comprise:
  - (i) each Director appointed by a Branch in accordance with rule 44; and
  - (ii) additional persons appointed by the majority of Directors on the Board on such terms and conditions as determined by such Directors and for the purposes of ensuring the Board has an appropriate mix of expertise, experience and representation.

### **44 Appointment and Removal of Directors**

- (a) Each Branch may appoint a person as Director:
  - (i) Where a Branch wishes to appoint a person as a Director, that Branch must provide the Secretary with details of the person's name, contact details and qualifications together with the written consent of that person to act as a Director.
  - (ii) Each appointed Director will hold office immediately following receipt by the Secretary of the material required by rule 44(a)(i) and until the expiry of their term of office.
  - (iii) The Director appointed by each Branch will usually (but need not) be the Branch President.
- (b) Subject to rule 42, any Branch may, by written notice to the Secretary, remove the Director from office which it appointed under rule 44(a).
- (c) Subject to rules 42 and 43(a)(ii), the Board may at any time appoint any person (including the National Executive Director) as a Director either to fill a casual vacancy or as an addition to the Board and may at any time remove that Director from office.
- (d) The Board shall from time to time elect a President and Vice-President.

### **45 Qualification for Directors**

Each Director must not be ineligible to be a Director under the Corporations Act or the ACNC Act.

### **46 Term of Office**

The term of office of each Director is determined by rules 44 and 48.

### **47 Remuneration of Directors**

- (a) No Director is entitled to be paid a fee for their service as a Director.
- (b) The Directors are entitled to be paid or reimbursed for all travelling and other expenses properly incurred by them in attending and returning from any meeting of the Board or of a committee of the Board or any general meeting of the AIIA, or otherwise in connection

with the business or affairs of the AIIA, where the amount payable has been approved by the Board.

- (c) Subject to the Corporations Act, a Director may be engaged by the AIIA in any other capacity (other than auditor) and may be appointed on such terms as to remuneration, tenure of office and otherwise as may be determined by the Board.

#### **48 Vacation of Office of Director**

- (a) In addition to the circumstances in which the office of a Director becomes vacant:
  - (i) under the Corporations Act and the ACNC Act; and
  - (ii) under rules 44(b) and 44(c),the office of a Director becomes vacant if the Director:
  - (iii) ceases to be a Director of the Board by virtue of the operation of law;
  - (iv) becomes bankrupt or insolvent or makes any arrangement or composition with creditors generally;
  - (v) becomes prohibited from becoming a member of the Board under the operation of law;
  - (vi) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (vii) subject to rule 48(b), fails to attend, in person or by proxy, three (3) meetings of the Board within a 12 month period;
  - (viii) resigns by notice in writing to the AIIA;
  - (ix) is directly or indirectly interest in any contract or proposed contract or arrangement with the AIIA and fails to declare the nature of that interest as required by law and the Corporations Act;
  - (x) is convicted of serious fraud or a criminal offence carrying a custodial sentence; or
  - (xi) dies.
- (b) Despite rule 48(a)(vii), the Board may resolve to permit the absence of a Director from three (3) or more meetings of the Board within a 12 month period.
- (c) The office of a Director who is an employee of the AIIA is terminated on the Director ceasing to be employed but the person concerned is eligible for reappointment or re-election as a Director.

#### **49 Alternate Directors**

Subject to this Constitution, each Director may appoint any person approved by a majority of the other Directors to act as an alternate Director in the Director's place, either for a stated period or until the happening of a specified event, whenever by absence or illness or otherwise the Director is unable to attend to duties as a Director. The appointment must be in writing and signed by the Director and a copy of the appointment must be given to the registered office of the AIIA or to a meeting of the Board. The appointment takes effect on approval by a majority of the other

Directors or, where the approval has been granted, at any later time specified in the appointment. The following rules apply to any alternate Director:

- (a) the appointment of the alternate Director is terminated or suspended on receipt at the registered office of the AIIA of notice in writing signed by the Director by whom the alternate Director was appointed;
- (b) the alternate Director is entitled to receive notice of meetings of the Board and to attend and vote at the meetings if the Director by whom the alternate Director was appointed is not present;
- (c) the alternate Director is entitled to exercise all the powers (except the power to appoint an alternate Director) and perform all the duties of a Director, to the extent the Director by whom the alternate Director was appointed has not exercised or performed them or they have not been limited by the instrument appointing the alternate Director;
- (d) the alternate Director is entitled to be reimbursed under rule 47(b) as if the alternate Director were a Director;
- (e) unless previously terminated, the office of the alternate Director is terminated on the death of, or termination of office by, the Director by whom the alternate Director was appointed;
- (f) the alternate Director is not to be taken into account in determining the number of Directors; and
- (g) the alternate Director is, while acting as a Director, responsible to the AIIA for the alternate Director's own acts and defaults and is not the agent of the Director by whom the alternate Director was appointed.

## **Matters determined by the Board**

### **50 Minimum Standards**

- (a) At least 21 days before the annual general meeting, the Board may resolve by resolution requiring majority vote of all Directors, to adopt Minimum Standards.
- (b) The Board must notify the Branches, in writing, of the Minimum Standards, together with an explanation of why each Minimum Standard is adopted, at least 21 days before the annual general meeting in accordance with rule 23(b).
- (c) The Minimum Standards take effect on the date of the annual general meeting. The Minimum Standards may be revoked at any time or replaced subject to rules 50(a) and 50(b). Unless revoked, and until replaced, Branches are required to comply with the Minimum Standards.
- (d) In deciding Minimum Standards of which Branches must comply with, the Board is limited to the following subject matters:
  - (i) use of intellectual property;
  - (ii) use of the AIIA's networks, systems, know-how, property and resources;
  - (iii) territorial exclusivity of each Branch;
  - (iv) affiliations, partnerships and joint ventures;
  - (v) the number and scope of events, Branch activity and financial reporting; and
  - (vi) providing training to Branches' employees, members, management and Branch Presidents.

- (e) The Board may, from time to time, establish reporting requirements that the Branches must comply with to monitor the Branches' compliance with the Minimum Standards.

## **Employees and Powers of the Board**

### **51 Appointment of National Executive Director**

- (a) The Board may appoint a person to the office of National Executive Director of the AIIA for the period and on the terms as it determines. The National Executive Director may also (but need not), be a Director.
- (b) Subject to the terms of any agreement entered into in a particular case, the Board may at any time revoke an appointment under rule 51(a), with or without cause.
- (c) The Board will vest in the National Executive Director such powers, duties and authorities it may from time to time determine and the National Executive Director will exercise all such powers and authorities subject at all times to the control of the Board.
- (d) If a person appointed as a National Executive Director under this rule 51 ceases to be a Director, then the appointment automatically terminates, subject to any contrary determination by the Board (and without prejudice to any rights of any party under any relevant service agreement).

### **52 Appointment of Other Employees**

The Board may engage employees it considers necessary on such terms and conditions and at such remuneration as it thinks fit.

### **53 Powers of the Board and National Executive Director**

- (a) The business of the AIIA is managed by the Board, which may exercise all powers of the AIIA that are not, by the law or this Constitution, required to be exercised by the AIIA in a general meeting. In exercising its powers, the Board will be subject to all lawful directions given to it by the AIIA at a general meeting.
- (b) The Board may, on the terms and conditions and with any restrictions as it determines, delegate to the National Executive Director any of the powers exercisable by it and may at any time withdraw, suspend or vary any of those powers conferred on the National Executive Director. Giving powers to the National Executive Director does not prevent the exercise of those powers by the Board.

## **Proceedings of the Board**

### **54 Proceedings of the Board**

- (a) The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it determines. The Board will meet at such times and places as it may determine. In the absence of such determination, the Board will meet at such times and places as the Secretary, acting on the instructions of the President, will notify to the Directors of the Board.
- (b) Until otherwise determined by the Board, six Directors form a quorum.
- (c) A Director may at any time, and a Secretary upon the request of a Director must, convene a meeting of the Board. A meeting of the Board may also be convened in any other manner determined by the Board from time to time.

- (d) Not less than 7 days' notice must be given to every Director of the place, date and time of every Board meeting and which must specify the general nature of the business of such meeting. Notice of a meeting of the Board may be given by mail (electronic or otherwise), personal delivery, fax or other electronic means to the usual place of business or residence of the Director or at any other address given to a Secretary by the Director or by any technology agreed by all the Directors. Where the President considers that an emergency exists, the President may take all steps as he or she thinks necessary to notify the Directors of the proposed meeting.

## **55 Meetings of the Board by Technology**

- (a) Each Director, by consenting to be a Director (or by reason of the adoption of this Constitution), consents to the use of the following technologies for holding a Board meeting:
  - (i) video;
  - (ii) telephone;
  - (iii) any other technology that permits each Director to communicate with every other Director; or
  - (iv) any combination of these technologies.
- (b) The consent may be standing.
- (c) A Director may only withdraw their consent within a reasonable period before the meeting.
- (d) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
  - (i) the participating Directors are, for the purpose of every rule of this Constitution concerning meetings of the Board, taken to be assembled together at a meeting and to be present at that meeting; and
  - (ii) all proceedings of the Board conducted in that manner are as valid and effective as if conducted at a meeting at which all of the participating Directors were physically present in the one location.

## **56 Chairperson of the Board**

- (a) At every meeting of the Board, the President will preside as chairperson unless the President is unwilling to act or is absent.
- (b) Where a meeting of the Board is held and the chairperson of the Board is not able to be present at the meeting or is not present within 15 minutes after the time appointed for the meeting, or despite being so present is unable or unwilling to chair the meeting, the Vice President of the Board is entitled to chair the meeting or, if the circumstances in this rule 56(b) apply to the deputy chairperson of the Board, the Directors present may elect one of their number to chair the meeting.

## **57 Directors' Voting Rights and Exercise of Powers**

- (a) Without limiting rule 60, a meeting of the Board of which notice has been given to all Directors and at which a quorum is present, is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board. Nothing in this rule 57(a) limits the exercise of any authority, power or discretion of

the Board which has been delegated by the Board in accordance with law or this Constitution.

- (b) Questions arising at a meeting of the Board are decided by a majority of votes of Directors present and voting.
- (c) Each Director has one vote.
- (d) In the case of an equality of votes at a meeting of the Board, the chairperson of the meeting has a casting vote in addition to that chairperson's deliberative vote, unless only two Directors are present and entitled to vote at the meeting on the relevant question.
- (e) Subject to this rule 57 and the Corporations Act, a Director:
  - (i) who has an interest in a matter may not vote in respect of that matter if it comes before the Board and will not be counted as part of the quorum;
  - (ii) may not enter into contracts with, or otherwise have dealings with, the AIIA;
  - (iii) may hold any other office or place of profit in the AIIA, except as auditor; and
  - (iv) may hold any other office or place of profit in any other company, body corporate, trust or entity promoted by the AIIA or in which the AIIA has an interest of any kind.
- (f) Nothing in this rule 57 affects the duty of a Director:
  - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a meeting of the Board, the fact and the nature, character and extent of the conflict; or
  - (ii) to comply with the Corporations Act or any other law.

## **58 Duties of Directors**

Without limiting rule 57, the Directors must comply with the following duties:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the AIIA;
- (b) to act in good faith in the best interests of the AIIA and to further the charitable purposes of the AIIA set out in rule 5;
- (c) not to misuse their position as a Director;
- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest;
- (f) to ensure that the financial affairs of the AIIA are managed responsibly; and
- (g) not to allow the AIIA to operate while it is insolvent.

## **59 Committees of the Board**

- (a) The Board may delegate any of its powers to committees consisting of any one or more Directors or any other person or persons as the Board sees fit and may revoke that delegation. In the exercise of delegated powers, any committee formed or person or persons appointed to the committee must conform to any regulations that may be imposed by the Board. A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.



- (b) The meetings and proceedings of any committee are to be governed by the rules of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not in conflict with or superseded by any regulations made by the Board under this rule 59.
- (c) Nothing in this rule 59 limits the power of the Board to delegate.

## **60 Written Resolutions of Directors**

- (a) The Board may pass a resolution without a Board meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) The resolution is passed when the last Director constituting a majority has signed the document.
- (c) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (d) For the purpose of this rule 60, the references to Directors include any alternate Director.

## **61 Minutes**

- (a) The Board will cause minutes to be made of:
  - (i) all appointments of the National Executive Director and other officers;
  - (ii) all names of members of the Board present at all meetings of the AIIA and the Board; and
  - (iii) all proceedings of all meetings of the AIIA and of the Board.
- (b) The minutes will be signed by the chairperson of the meeting at which proceedings were held or by the chairperson of the next succeeding meeting.
- (c) The minutes will be entered, within one month after being signed by the chairperson in accordance with rule 61(b), in books kept for that purpose.

## **62 Defects in Appointments of Directors**

- (a) All actions at any meeting of the Board or by a committee or by any person acting as a Director are, despite the fact that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the committee or the person acting as a Director or that any of them were disqualified, valid as if every person had been properly appointed and was qualified and continued to be a Director or a member of the committee.
- (b) If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the AIIA but for no other purpose.

## **Secretaries and Other Officers**

### **63 Secretaries**

- (a) The Board will appoint a Secretary and the Secretary will hold office on the terms and conditions as to remuneration, and otherwise, as the Board decides. The Secretary may also, but not necessarily, be a Director.
- (b) The Board may at any time terminate the appointment of a Secretary.

- (c) If the Board terminates the appointment of the Secretary or the Secretary retires from the position as Secretary, the Board will appoint another person to the position as Secretary in accordance with rule 63(a).
- (d) The person appointed as Secretary will not be a member of the Board unless that person has already been appointed to the Board in accordance with this Constitution.
- (e) The Board will have the power to suspend or remove the Secretary but it will not do so unreasonably.
- (f) The Board will vest in the Secretary such powers, duties and authorities as it may from time to time determine and the Secretary will exercise all such powers and authorities subject at all times to the control of the Board.
- (g) The Secretary will attend meetings of the Board and all general meetings of the AIIA and may be heard on any matter, but, unless the person appointed as Secretary is a member of the Board in accordance with rule 63(d), the Secretary is not entitled to vote.

## **64 Other Officers**

- (a) The Board may from time to time:
  - (i) create any other position or positions in the AIIA with the powers and responsibilities as the Board may from time to time confer; and
  - (ii) appoint any person, whether or not a Director, to any position or positions created under rule 64(a)(i).
- (b) The Board may at any time terminate the appointment of a person holding a position created under rule 64(a)(i) and may abolish the position.

## **Auditor**

### **65 Auditor**

In accordance with the law, one or more auditors of the AIIA will be appointed.

## **Seals**

### **66 Seals and Their Use**

The Board will provide for the safe custody of common seal of the AIIA.

The common seal:

- (a) may only be used with the authority of the Board or a subcommittee of the Board that is authorised by the Board; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

## **Service of Documents**

### **67 Service of Documents**

In this rule 67, a reference to a document includes a notice. Subject to the Corporations Act:

- (a) Any Branch who has not left at or sent to the registered office, a place of address or an electronic address (for registration in the register) at or to which all documents of the AIIA may be served or sent is not entitled to receive any document.

- (b) A document may be given by the AIIA to any Branch by, in the AIIA's discretion:
  - (i) serving it on the Branch personally;
  - (ii) sending it by post to the Branch or leaving it at the Branches' address as shown in the register of Members or the address nominated by the Branch to the AIIA for the giving of documents;
  - (iii) sending it to the fax number nominated by the Branch to the AIIA for the giving of documents;
  - (iv) sending it to the electronic address nominated by the Branch to the AIIA for the giving of documents or by other electronic means nominated by the Branch;
  - (v) if a Branch nominates any electronic means by which the Branch may be notified that documents are available and may access documents, sending a notification that the document is available for access, in each case by the relevant electronic means; or
  - (vi) serving it in any manner contemplated in rule 67(b) on a Branch's attorney as specified by the Branch in a notice given under rule 67(c).
- (c) By written notice to the Secretary left at or sent to the registered office of the AIIA, a Branch may request that all documents to be given by the AIIA or the Board be served on the Branch's attorney at an address, or by electronic means, nominated in the notice and the AIIA may do so in its discretion.
- (d) A document may be sent to a Branch whose address for documents is outside Australia by airmail, air courier or fax or otherwise be sent or made available electronically (including as contemplated by rule 67(b)(v)).
- (e) Any document sent by post is conclusively considered to have been served:
  - (i) in the case of delivery by express post to an address in Australia, two Business Days; or
  - (ii) in the case of delivery by any other method of post to an address in Australia, six Business Days,

after the envelope containing the document is posted and, in proving service, it is sufficient to prove that the envelope containing the document was properly addressed and posted.
- (f) Any document served on a Branch personally or left at the Branch's address is conclusively considered to have been served when delivered.
- (g) Any document sent to a Branch by fax or other electronic means is conclusively considered to have been served when the fax or other electronic transmission is sent.
- (h) Any document made available to a Branch by electronic means as contemplated by rule 67(b)(v) is conclusively considered to have been served when notification that the document is available for access by that means is sent.

## **Amendment to Constitution**

### **68 Notice to ACNC and ATO**

The AIIA must give written notice to:

- (a) the ACNC; and

- (b) if the AIIA, or a public fund which it operates, is endorsed as a Deductible Gift Recipient, the Australian Taxation Office,

of any amendment to this Constitution by no later than 28 days, or such other period that is prescribed by law, after the change.

## **69 Amendment of Constitution by Branches**

- (a) Subject to this rule 69(b), the Branches may amend this Constitution by passing a special resolution.
- (b) While the AIIA is a registered charity, the Branches must not pass a special resolution that amends this Constitution if passing the resolution will cause the AIIA to no longer be a registered charity.

## **Record Keeping**

### **70 Financial Year**

The financial year of the AIIA will conclude on the thirtieth day of June of each year.

### **71 Accounts**

- (a) The AIIA shall keep accounts which specify:
  - (i) the moneys received and expended by the AIIA and the matter in respect of which those moneys were received or expended; and
  - (ii) the assets and liabilities of the AIIA.
- (b) The Branches may inspect of the accounts, subject to any restrictions imposed by the regulations of the AIIA relating to the time and method of inspection.

### **72 Financial and Operational Records**

- (a) The AIIA must make and keep written financial records that:
  - (i) correctly record and explain its transactions, financial position and performance;
  - (ii) correctly record all sums of money received by and expended by the AIIA and the matter in respect of which the receipt and expenditure have been made;
  - (iii) correctly record all purchases of goods by the AIIA; and
  - (iv) allow for true and fair financial statements to be prepared, reviewed and audited, as required.
- (b) The AIIA must make and keep written operational records that relate to the incorporation and management of the AIIA including records that show the AIIA is meeting its obligations under the Corporations Act and the ACNC Act.
- (c) The books of account will be kept at the registered office of the AIIA or such other place or places as the Board thinks fit.
- (d) The Board will from time to time in accordance with the law, cause to be prepared and laid before the AIIA in a general meeting such profits and loss accounts, balance sheets and reports referred to therein.
- (e) A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the AIIA in a general meeting together with a copy of the auditor's report will not be sent less than 14 days before the date of the general

meeting and will be sent to all persons entitled to receive notices of the general meetings of the AIIA.

- (f) Unless otherwise determined by the Board, a financial statement comprising an income and expenditure account will be presented to the Board at each Board meeting.
- (g) For the purposes of this rule 70, **operational records** includes, without limitation, meeting minutes, operating policies and procedures.
- (h) The AIIA must maintain its operational and financial records for at least 7 years.
- (i) The written financial and operational records must be:
  - (i) readily accessible; and
  - (ii) in English, or in a form that can be easily translated to English.

### **73 Inspection of Records**

- (a) Branches may on request inspect:
  - (i) the minutes of general meetings of the AIIA; and
  - (ii) subject to rule 72(a), the financial records of the AIIA.
- (b) The Board may refuse to permit a Branch to inspect the financial records of the AIIA that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the AIIA.
- (c) The Board must on request make copies of this Constitution available to Branches and applicants for membership free of charge.
- (d) No amount may be charged to Branches for inspection.

## **Winding Up or Revocation of Endorsement of the AIIA**

### **74 Winding Up or Revocation of Endorsement**

On the earlier of:

- (a) the winding up or dissolution of the AIIA; and
- (b) if the AIIA is endorsed as a Deductible Gift Recipient, the revocation of that endorsement, any property whatsoever (including any gifts of money or property for the objects of the AIIA, any Deductible Contributions and any money received by the organisation because of such gifts and contributions), that remains, after satisfaction of all debts and liabilities, must be given or transferred to one or more charitable organisations (which may include the Branches), selected by the Board at or before the time of dissolution or revocation of endorsement, having objects similar to the objects of the AIIA set out in rule 4 and that are Deductible Gift Recipients.

### **75 Amalgamation**

Where it furthers the objects of the AIIA to amalgamate with any one or more other charitable organisations having similar objects to the objects of the AIIA, the other organisation or organisations must have rules prohibiting the distribution of its income and property to its members.

## Indemnity

### 76 Indemnity of Officers, Insurance and Access

- (a) The AIIA indemnifies each officer of the AIIA out of the assets of the AIIA to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the AIIA or in or arising out of the discharge of the duties of the officer.
- (b) Where the Board considers it appropriate, the AIIA may execute a documentary indemnity in any form in favour of any officer of the AIIA, provided that such terms are not inconsistent with this rule 76.
- (c) Where the Board considers it appropriate, the AIIA may:
  - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the AIIA against any liability incurred by the officer in or arising out of the conduct of the business of the AIIA or in or arising out of the discharge of the duties of the officer; and
  - (ii) bind itself in any contract or deed with any officer of the AIIA to make the payments.
- (d) Where the Board considers it appropriate, the AIIA may:
  - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
  - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) Nothing in this rule 76 is intended to limit a director's right of access to the financial records of the AIIA at all reasonable times.
- (f) In this rule 76:
  - (i) **officer** means:
    - (A) a Director, Secretary; or
    - (B) a person appointed as a trustee by, or acting as a trustee at the request of, the AIIA,and includes a former officer.
  - (ii) **duties of the officer** includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the AIIA or, where applicable, a subsidiary of the AIIA to any other corporation.
  - (iii) **to the relevant extent** means:
    - (A) to the extent the AIIA is not precluded by law from doing so;
    - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy); and
    - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.

- (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

## **Schedule 1 – Branches**

As at 22 March 2022, the following are Branches of the AIIA:

- (a) The Australian Institute of International Affairs (ACT) (ACN 859 130 083);
- (b) The Australian Institute of International Affairs New South Wales Branch (ACN 240 940 540);
- (c) The Australian Institute of International Affairs Northern Territory;
- (d) The Australian Institute of International Affairs (Queensland Branch);
- (e) The Australian Institute of International Affairs South Australia;
- (f) Australian Institute of International Affairs Tasmania Branch (ACN 471 341 739);
- (g) Australian Institute of International Affairs Victoria (ACN 004 560 829); and
- (h) AIIA for WA (ACN 404 764 498).