



**The *Corporations Act 2001 (Cth)*
Company Limited by Guarantee
Constitution**

**International Institute of Business Analysis
– Australia Chapter Limited**

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Table of Contents

1.	Definitions and interpretation	1
1.1	Definitions	1
1.2	Interpretation	3
2.	Objects, powers and not for profit.....	4
2.1	Objects	4
2.2	Powers	4
2.3	Not for profit	4
3.	Membership	4
3.1	Initial Membership	4
3.2	Rights of Members	5
4.	Eligibility for Membership.....	5
4.1	General Qualifications for Membership	5
5.	Membership: application and general provisions	5
5.1	Admission to Membership	5
5.2	Power of Board to reject any application	5
6.	Membership fees	5
6.1	Liability for Membership fees.....	5
6.2	Membership fee levels	5
6.3	Payment of fees	6
7.	Register of Members.....	6
8.	Cessation of Membership.....	6
8.1	Resignation	6
8.2	Cancellation of Membership	6
9.	Cancellation of Membership.....	6
9.1	Board may cancel a Membership	6
9.2	Secretary to notify Board of possible grounds for cancellation	7
10.	Discipline, suspension and expulsion of Members.....	7
10.1	Resolution of Board.....	7
10.2	Effect of Resolution	7
10.3	Meeting of Board	7
10.4	Notice by Secretary	7
10.5	Due Process.....	8
10.6	Appeal to General Meeting.....	8
10.7	Convening a General Meeting.....	8
10.8	General Meeting.....	8
10.9	Votes Required	8
11.	Disputes and mediation	8
11.1	Grievance Procedure	8
11.2	Attempt to resolve	9
11.3	Mediator to be appointed.....	9
11.4	Mediator	9
11.5	Attempt to settle	9
11.6	Conduct of mediator	9

11.7	Cost of mediation	9
11.8	Failure to resolve.....	9
12.	General meetings	10
12.1	Annual general meetings.....	10
12.2	Venue of annual general meeting.....	10
12.3	Extraordinary general meetings.....	10
12.4	Convening extraordinary general meetings	10
12.5	Amount of notice	10
12.6	Use of technology	10
13.	Members may request an extraordinary general meeting	10
13.1	Power of Members to request	10
13.2	Form of request.....	10
13.3	Board to call meeting.....	11
14.	Failure to hold an Extraordinary General Meeting.....	11
14.1	Members may convene a meeting	11
14.2	Access to Members' register	11
14.3	At the Company's expense.....	11
14.4	Conduct of meeting	11
15.	Members may call an extraordinary general meeting	11
15.1	Members may convene a meeting	11
15.2	At Members' expense.....	11
15.3	Conduct of meeting	11
16.	Notices of general meetings.....	12
16.1	Contents of notice	12
16.2	AGM notice requirements.....	12
16.3	Sending notice of meeting	12
16.4	Failure of notice.....	12
17.	Quorum for general meetings	12
17.1	Requirement for quorum	12
17.2	Quorum	12
17.3	Absence of quorum	12
17.4	Adjourned meeting	13
18.	Chairman at general meetings	13
18.1	Chairman to serve as chairman at general meetings	13
18.2	Alternative chairman.....	13
19.	Adjournment of general meeting	13
20.	Voting at general meetings.....	13
20.1	Resolution by show of hands unless poll demanded.....	13
20.2	Withdrawal of demand for poll	13
20.3	Passing a resolution	14
20.4	Time for poll	14
20.5	Result of poll	14
21.	Voting entitlement.....	14
21.1	Voting entitlement on a show of hands.....	14
21.2	Inability to vote	14
21.3	Objections to vote.....	14

21.4	Tied vote	14
22.	Proxies	14
22.1	Appointment of proxies.....	14
22.2	Directions on how to vote	15
22.3	Voting of proxy	15
22.4	Rights of proxy	15
23.	The Board	15
23.1	Initial Directors	15
23.2	Composition of Board.....	15
23.3	Term of appointment - General	15
23.4	Term of appointment - Chairman.....	16
23.5	Term of appointment - Board positions.....	16
23.6	Board vacancies.....	16
23.7	Vacancy of the Chairman	16
23.8	Vacancy of other office-bearers.....	16
24.	Election of Directors	17
24.1	Nomination of Directors	17
24.2	Voting for Directors at general meeting	17
24.3	Determination of the successful nominees	17
24.4	Shortage of nominations	17
25.	Resignation and removal of directors	17
25.1	Resignation of directors.....	17
25.2	Removal of directors	18
25.3	Termination of appointment as Director.....	18
26.	Powers of the Board	18
26.1	General powers.....	18
26.2	Executive and Finance Committee.....	19
26.3	Board may make by-laws	19
27.	Proceedings of the Board.....	19
27.1	Proceedings of the Board	19
27.2	Meetings of the Board	19
27.3	Alternates	20
27.4	The Chairman	20
27.5	Vice Chairman.....	20
27.6	Decisions.....	20
27.7	Casting vote	20
27.8	Quorum	20
27.9	Vacancies.....	20
27.10	Contracts with a company in which a director is interested	21
27.11	Resolution by document.....	21
27.12	Validity of acts of the Board.....	21
27.13	Treasurer.....	21
27.14	Additional Staff	21
28.	Secretary	21
28.1	Appointment of Secretary	21
28.2	Qualifications of the Secretary.....	21
28.3	Secretary’s responsibilities	22

28.4	Termination	22
29.	Treasurer.....	22
29.1	Appointment of Treasurer.....	22
29.2	Treasurer's responsibilities	22
29.3	Termination	22
29.4	Treasurer may be Secretary or Executive Director.....	22
30.	Committees.....	22
30.1	Establishment of Committees.....	22
30.2	Appointment to standing general special and other committees	22
31.	Inspection of records.....	23
32.	Accounts and financial records	23
32.1	Accounts	23
32.2	Financial records.....	23
32.3	Preparation of financial reports and directors' report.....	23
32.4	Appointment of auditor	23
32.5	Financial reports must be audited	23
32.6	Copy of reports to be sent to Members	23
32.7	Automatic amendment	24
33.	Notices	24
33.1	Service of notices.....	24
33.2	Time of service of notices.....	24
33.3	Failure by member to advise of address	24
34.	Indemnity and insurance	24
34.1	Definition	24
34.2	Company must indemnify Officers.....	25
34.3	Documentary indemnity and insurance policy	25
34.4	Indemnity continues	25
35.	Liability of Members.....	25
35.1	Liability is limited	25
35.2	Extent of liability	25
36.	Affiliation and Membership of other organisations.....	26
37.	Winding up.....	26
38.	Amendments to this Constitution.....	26
39.	Schedule 1: Initial Directors of the Board	27
40.	Schedule 2: Change Log	27

The Corporations Act 2001 (Cth) Company Limited by Guarantee Constitution of International Institute of Business Analysis – Australia Chapter Limited

Operative Provisions

1. Definitions and interpretation

1.1 Definitions

In this Constitution, unless a contrary intention appears:

Act means the Corporations Act 2001 (Cth) as amended, varied, re-enacted or substituted;

Active Member means a member of the Company eligible for membership under clause 5.1 and admitted to membership under clause 6.2;

Board means the directors of the Company for the time being;

Business Analysis means:

“the set of tasks and techniques used to work as a liaison among stakeholders in order to understand the structure, policies, and operations of an organization, and to recommend solutions that enable the organization to achieve its goals”

Or as otherwise defined by the IIBA from time to time.

Business Analyst means a person engaged in Business Analysis;

Business Day means a day on which banks are open for retail banking business in Sydney, New South Wales, other than a Saturday or Sunday;

Chairman means the chairman of the Company for the time being;

Company means International Institute of Business Analysis – Australia Chapter Limited;

Constitution means this constitution as modified or replaced from time to time;

Director means a director of the Company for the time being;

Executive Director means the executive director of the Company for the time being;

Treasurer means the Treasurer of the Company for the time being;

Financial Year means a year commencing on 1 July and ending on 30 June;

Government means any one of the Local, State and Territory Governments of Australia;

IIBA means the International Institute of Business Analysis, being a not-for-profit association incorporated in Canada;

Industry means the collective of business entities, which retain or are capable of retaining the services of the Profession (including corporations, partnerships and other business entities);

Law means:

- (a) principles of law or equity established by decisions of courts;
- (b) statutes, regulations or by-laws of the Commonwealth, a State, a Territory or a Government Agency; and

- (c) requirements and approvals (including conditions) of the Commonwealth, a State, a Territory or a Government Agency that have the force of law;

Member means any natural or other person who is entered in the Company's register of members;

Member in Good Standing means a Member who has paid all fees required by the Company and the IIBA, as applicable;

Member of the IIBA means a member of the IIBA;

Membership means membership of the Company;

Ordinary Resolution means a resolution passed at a general meeting:

- (a) on a show of hands, by more than 50% of members present and entitled to vote; or
- (b) on a poll, by more than 50% of the total voting rights of all members present and entitled to vote;

Profession means the field of Business Analysis;

Secretary means the secretary of the Company for the time being;

Special Resolution means a resolution passed at a general meeting;

- (a) on a show of hands, by more than 75% of members present and entitled to vote; or
- (b) on a poll, by more than 75% of the total voting rights of all members present and entitled to vote;

Treasurer means the treasurer of the Company for the time being;

Vice Chairman means a vice-chairman of the Company for the time being; and

any other terms which are not specifically defined in this Constitution have the meanings given to them in the Act.

1.2 Interpretation

In this Constitution, unless a contrary intention appears:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes the other genders;
- (c) headings are used for convenience only and do not affect the interpretation of this Constitution;
- (d) a reference to a document includes the document as modified from time to time and any document replacing it;
- (e) if something is to be done on a day which is not a Business Day, then that thing must be done on the next or following Business Day;
- (f) **person** includes a natural person and any body or entity, whether incorporated or not;
- (g) **month** means calendar month;
- (h) **year** means twelve months;
- (i) **“writing” and “written”** includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise;”
- (j) a reference to any statute, proclamation, clause, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, clause, regulation or ordinance replacing it;
- (k) a reference to a specified section, clause, paragraph, schedule or item of any statute, proclamation, clause, regulation or ordinance is a reference to the equivalent section of the statute, proclamation, clause, regulation or ordinance which is for the time being in force;
- (l) **including** and similar expressions are not words of limitation;
- (m) unless otherwise specified, money amounts are taken to be in Australian currency; and
- (n) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted, renamed or replaced or has its powers or functions removed (“defunct body”), means the agency or body which performs most closely the functions of the defunct body.

2. Objects, powers and not for profit

2.1 Objects

The principal object of the Company is to serve as an independent, not for profit professional association serving the field of Business Analysis in Australia. The Company's objects are to:

- (a) advance the role of Business Analysis as a recognised profession in Australia;
- (b) provide Members with opportunities to network with and gain knowledge from leaders in Government and Industry in addition to experienced Business Analysts;
- (c) provide Members with a formal "knowledge base" in addition to a forum for the exchange of expertise, opinions and ideas within the Profession;
- (d) provide opportunities to learn about best practice within the Profession;
- (e) develop Industry support for the Profession and the Company; and
- (f) act as a central repository of relevant professional and other data.

The Company will not promote, encourage or sanction any action tending to prevent or restrict competition either as between one member and another or as between Members and non-Members, and whether by way of price-fixing, allocation of markets or otherwise.

2.2 Powers

Within and outside Australia, the Company has the legal capacity of a natural person and may do anything which it considers will help achieve its objects, including:

- (a) organise seminars, conferences, training programs and other events and activities in pursuance of its objects;
- (b) publish material and sell publications; and
- (c) do any thing ancillary or incidental to its powers.

2.3 Not for profit

The income and profit of the Company must be applied solely towards the promotion of the objects of the Company as set out in clause 2.1 and no portion of the Company's income or profit is to be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to Members or Directors.

Income will be derived principally from Membership fees and, in the ordinary course of the activities of the Company, from charges for seminars, sales of publications and other sources consistent with the objects of the Company.

3. Membership

3.1 Initial Membership

The Board may admit persons as Members of the Company in accordance with this Constitution.

3.2 Rights of Members

Members in Good Standing are entitled to participate in the activities of the Company, subject to the provisions of this Constitution. Even if not expressly stated, these participatory rights do not apply to Members who are not Members in Good Standing.

4. Eligibility for Membership

4.1 General Qualifications for Membership

Any person who is:

- (a) is also a member of the IIBA in good standing, and
- (b) agrees in writing to become a Member, and
- (c) agrees in writing to be bound by this Constitution.

is prima facie eligible for Membership.

5. Membership: application and general provisions

5.1 Admission to Membership

- (a) An application for Membership must be made by submission to the Company of either:
 - (i) a printed form supplied by the Company, having been duly signed; or
 - (ii) a duly completed electronic form,

in each case accompanied by payment in the form prescribed.

- (b) The Secretary or other officer will report to the Board the names of applicants who have complied with this provision and are eligible for Membership.
- (c) Each application for membership must be considered by the Board within a reasonable time after the application is made.
- (d) When an applicant has been accepted or rejected for membership the Secretary or other officer must notify the applicant of the decision of the Board within a reasonable period.
- (e) If the Board accepts an application for membership, as soon as practicable, the Secretary or other officer must cause the name and address of the person to be entered in the register of Members.

5.2 Power of Board to reject any application

The Board may at its absolute discretion reject any application for Membership.

6. Membership fees

6.1 Liability for Membership fees

All Members must pay Membership fees to the Company.

6.2 Membership fee levels

The level of Membership fees must be set and approved by the Board.

6.3 Payment of fees

Except for new Members, who must pay their Membership fees as provided in clause 5.1, Members must pay their Membership fees annually in advance. At the discretion of the Board, Members may pay Membership fees on a pro rata basis, calculated on the basis of the balance of the year.

7. Register of Members

- (a) The Company must keep and maintain a register of Members containing:
 - (i) the name and address of each Member; and
 - (ii) the date on which each Member's name was entered into the register.
- (b) The register of Members is available for inspection by Members in accordance with the Corporations Act.
- (c) A Member may make a copy of entries in the register of Members.

8. Cessation of Membership

8.1 Resignation

A Member may resign his or her Membership by either:

- (a) giving written notice to the Company at its registered office; or
- (b) giving written notice via electronic mail to the director or officer responsible for matters pertaining to membership and volunteers.

Resignation will take effect on the date on which the letter is written, or the electronic mail message is sent, or if there is no date, on the date the notice is received at the registered office.

8.2 Cancellation of Membership

A member ceases to be a Member if his or her Membership is cancelled under clause 9. In this event, that Member's name will be removed from the register of members.

9. Cancellation of Membership

9.1 Board may cancel a Membership

The Board may, by resolution, cancel the Membership of a Member:

- (a) if the Member wilfully refuses or neglects to comply with the provisions of this Constitution;
- (b) if the Member is guilty of conduct which, in the view of the Board, is unbecoming of a Member or prejudicial to the interests or reputation of the Company;
- (c) if the Member fails to pay his or her membership fees within a period of 60 days after those fees became payable;
- (d) because of a determination that the Member is no longer eligible for Membership under this Constitution; or

- (e) for any other reason considered by the Board to constitute “just cause” as defined in the by-laws of the IIBA.

Cancellation of the Membership of a Member will also serve to remove a Member from the Board and any committee of the Company, causing his or her positions on the Board or any such committee to become vacant.

9.2 Secretary to notify Board of possible grounds for cancellation

The Secretary has a duty to report to the Board any facts or circumstances which he or she believes or suspects constitute grounds for cancellation of a Member’s Membership under clause 9.1.

10. Discipline, suspension and expulsion of Members

10.1 Resolution of Board

Subject to this Constitution, if the Board is of the opinion that a Member has wilfully refused or neglected to comply with a provision of this Constitution, or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Company, the Board may resolve to:

- (a) suspend that Member from Membership of the Company for a specified period; or
- (b) expel that Member from the Company.

10.2 Effect of Resolution

In any case in which a Member exercises a right of appeal to the Company under clause 10.6, a resolution of the Board under clause 10.1 will not take effect unless and until the Company confirms the resolution in accordance with clause 10.9.

10.3 Meeting of Board

A meeting of the Board to confirm or revoke a resolution passed under clause 10.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with clause 10.4.

10.4 Notice by Secretary

For the purposes of giving notice in accordance with clause 10.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the Member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days, and not later than 28 days, after the notice has been given to that Member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that he or she may do one or both of the following:
 - (i) attend that meeting; or
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the Member that, if at that meeting, the Board confirms the resolution, he or she may not later than 48 hours after that meeting, give

the Secretary a notice to the effect that he or she wishes to appeal to the Company in general meeting against the resolution.

10.5 Due Process

At a meeting of the Board to confirm or revoke a resolution passed under clause 10.1, the Board must:

- (a) give the Member, or his or her representative, an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

10.6 Appeal to General Meeting

If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 2 Business Days after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Company in general meeting against the resolution.

10.7 Convening a General Meeting

If the Secretary receives a notice under clause 10.6, he or she must notify the Board and the Board must convene a general meeting of the Company to be held within 28 days after the date on which the Secretary received the notice.

10.8 General Meeting

At a general meeting of the Company convened under clause 10.7:

- (a) no business other than the question of the appeal may be conducted;
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member, or his or her representative, must be given an opportunity to be heard; and
- (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

10.9 Votes Required

A resolution is confirmed if, at the general meeting, not less than two-thirds of the Members vote in person, by representative or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

11. Disputes and mediation

11.1 Grievance Procedure

The grievance procedure set out in this clause applies to disputes under this Constitution between:

- (a) a Member and another Member; or
- (b) a Member and the Company.

11.2 Attempt to resolve

The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties to the dispute.

11.3 Mediator to be appointed

If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 20 days, hold a meeting in the presence of a mediator.

11.4 Mediator

The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement -
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (ii) in the case of a dispute between a Member and the Company, a person who is a mediator appointed or employed by the Australian Commercial Disputes Centre Limited.

A Member of the Company can be a mediator, although the mediator cannot be a Member who is a party to the dispute.

11.5 Attempt to settle

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

11.6 Conduct of mediator

The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party;
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and
- (d) rule on any question of costs but so as to ensure generally that the party in whose favour a dispute is resolved does not bear any costs.

The mediator must not determine the dispute.

11.7 Cost of mediation

Any costs of a mediation will follow the result of the mediation or will otherwise be determined by the mediator.

11.8 Failure to resolve

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the law and by recourse to legal proceedings.

12. General meetings

12.1 Annual general meetings

The Company must hold an annual general meeting once in each calendar year, and no later than 5 months after the end of the Company's Financial Year.

12.2 Venue of annual general meeting

An annual general meeting must be held at such place the Board sets for the meeting.

12.3 Extraordinary general meetings

All general meetings other than annual general meetings are extraordinary general meetings.

12.4 Convening extraordinary general meetings

The Board may convene an extraordinary general meeting whenever it thinks fit at any place it thinks fit.

12.5 Amount of notice

The Board, in convening a general meeting, must give not less than 21 days notice of the meeting, or such lesser period of time that may be allowed under the Act.

The Board of Directors may, to meet emergency conditions, and in accordance with the Act postpone or cancel any general meeting.

12.6 Use of technology

The Company may hold a meeting of its Members at two or more venues, using any technology that gives the Members as a whole a reasonable opportunity to participate.

13. Members may request an extraordinary general meeting

13.1 Power of Members to request

The Board must convene an extraordinary general meeting of Members on the request of Members with at least 5% of the votes that may be cast at an extraordinary general meeting.

13.2 Form of request

The request must:

- (a) be in writing;
- (b) state any resolution to be proposed to the meeting;
- (c) state the names of and be signed by the Members making the request; and
- (d) be received at the registered office at the Company.

13.3 Board to call meeting

The Board must call the meeting within 21 days from the date of receipt of the request at the registered office of the Company. The meeting is to be held not later than 2 months after the request is received at the registered office.

14. Failure to hold an Extraordinary General Meeting

14.1 Members may convene a meeting

Members with more than 50% of the votes of all Members who make a request under clause 14 may call and arrange to hold an extraordinary general meeting if the Directors do not do so within 21 days from the date of receipt of the request at the registered office of the Company. Any such meeting must be held not later than 3 months after the request is received at the registered office of the Company. The meeting must be called in the same way, so far as is possible, in which extraordinary general meetings of the Company are called.

14.2 Access to Members' register

The Members calling the meeting may ask the Company for a copy of the register of Members. The Board must provide a copy of the register of Members to the requesting Members without charge.

14.3 At the Company's expense

The Company must pay the reasonable expenses the Members incur because the Board failed to call and hold an extraordinary general meeting. The Company may recover this amount from the Directors who will be jointly and individually liable for this amount. A Director who took all reasonable steps to cause the Directors to call a meeting at the Members' request will not be liable.

14.4 Conduct of meeting

An extraordinary general meeting convened by the requesting Members must be convened in the same manner as nearly as possible as that in which extraordinary general meetings are convened by the Board.

15. Members may call an extraordinary general meeting

15.1 Members may convene a meeting

Members in Good Standing with at least 5% of the votes that may be cast at an extraordinary general meeting may call, and arrange to hold, an extraordinary general meeting. The meeting must be called in the same way, so far as is possible, in which extraordinary general meetings of the Company are called.

15.2 At Members' expense

The Members calling the meeting must pay the expenses of calling and holding the meeting.

15.3 Conduct of meeting

An extraordinary general meeting convened under this clause 15 must be convened in the same manner as nearly as possible as that in which extraordinary general meetings are convened by the Board.

16. Notices of general meetings

16.1 Contents of notice

A notice of a general meeting must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (b) state the general nature of the meeting's business;
- (c) if a special resolution is to be proposed at the meeting, set out an intention to propose a special resolution and state the resolution; and
- (d) contain a statement that a Member has the right to appoint a proxy.

16.2 AGM notice requirements

A notice of an annual general meeting need not state that the business to be done at the meeting includes the consideration of:

- (a) the accounts and the reports of the Board and the auditors;
- (b) the election of Directors; or
- (c) the appointment and fixing of the remuneration of the auditors.

16.3 Sending notice of meeting

A notice of general meeting must be given to each Member, the Directors and the auditor for the Company.

16.4 Failure of notice

Inadvertent or accidental failure to give a notice of a general meeting to one or more Members, or non-receipt of a notice of a meeting by one or more Members, does not invalidate the notice or the meeting.

17. Quorum for general meetings

17.1 Requirement for quorum

No business may be done at a general meeting unless a quorum of Members is at the meeting when it proceeds to business.

17.2 Quorum

10 percent of the total number of Members or 25 Members, whichever is the lesser number, present in person or by their representative or proxy constitute a quorum.

17.3 Absence of quorum

If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting, the meeting is dissolved.

17.4 Adjourned meeting

Notwithstanding clause 17.3, if a quorum is not present for a general meeting that is the annual general meeting within 30 minutes after the time for the meeting set out in the notice of meeting, the meeting is adjourned to the date, time and place the Directors specify. If the Directors do not so specify, the meeting is adjourned to the same day in the next week and at the same place and time. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the presence of 5% of the Members in Good Standing in person or by their representative or proxy constitute a quorum. If this reduced quorum is not present at the adjourned meeting, the meeting is dissolved.

18. Chairman at general meetings

18.1 Chairman to serve as chairman at general meetings

The Chairman will serve as chairman at general meetings.

18.2 Alternative chairman

At a general meeting where the Chairman is not present within fifteen minutes of the time set for the meeting, or is unwilling to serve as Chairman, the other Directors present must elect a Director to serve as Chairman of the meeting.

19. Adjournment of general meeting

The Chairman of a general meeting may, and must if directed by resolution of the Members in Good Standing at a general meeting, adjourn the meeting, provided that:

- (a) no business may be done at an adjourned meeting, except business left unfinished at the meeting from which the adjournment took place;
- (b) when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting; and
- (c) except as provided in this clause, it is not necessary to give notice of an adjournment or of the business to be done at an adjourned meeting.

20. Voting at general meetings

20.1 Resolution by show of hands unless poll demanded.

Subject to clause 24.2, at a general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the results of the show of hands) by:

- (a) the Chairman of the meeting;
- (b) at least 5 Members in Good Standing present in person or by representative or proxy and entitled to vote on the resolution; or
- (c) Members in Good Standing with at least 5% of the votes that may be cast on the resolution on a poll.

20.2 Withdrawal of demand for poll

A demand for a poll may be withdrawn.

20.3 Passing a resolution

On a show of hands, a declaration by the Chairman of the meeting is conclusive evidence of the result. Neither the Chairman or the minutes need to state the number or proportion of the votes in favour of or against the resolution.

20.4 Time for poll

If a poll is duly demanded, it must be taken in such manner, either at once or after an interval or adjournment or otherwise, as the Chairman of the meeting directs. However, a poll demanded on the election of the Chairman or on a question of adjournment must be taken immediately.

20.5 Result of poll

The result of a poll will be the resolution of the meeting at which the poll was demanded.

21. Voting entitlement

21.1 Voting entitlement on a show of hands

Subject to clause 21.2, at a general meeting on a show of hands, every Member has one vote.

21.2 Inability to vote

A Member may not vote at a general meeting unless the Member is a Member in Good Standing.

21.3 Objections to vote

- (a) An objection may be made to a voter's qualification only at the meeting or adjourned meeting at which the vote of the voter whose qualification is objected to is given or tendered.
- (b) An objection so made will be referred to and determined by the Chairman of the meeting, whose decision is final.
- (c) A vote objected to, but not disallowed, is valid for all purposes.

21.4 Tied vote

If a vote at a general meeting is tied:

- (a) on a show of hands, a poll must be carried out on the resolution; and
- (b) on a poll, the resolution is not passed.

22. Proxies

22.1 Appointment of proxies

Any Member entitled to vote at any meeting may appoint a proxy in writing in the common or usual form which will be in the hands of the Secretary prior to the commencement of the meeting. The proxy so appointed must be a representative of a Member of the Company.

22.2 Directions on how to vote

An instrument appointing a proxy may direct how the proxy is to vote on a particular matter, question or motion. If it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does, the proxy must vote as directed;
- (b) if the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands;
- (c) if the proxy is the chairman of the meeting, the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chairman of the meeting, the proxy need not vote on a poll, but if the proxy does, the proxy must vote as directed.

22.3 Voting of proxy

A vote made under an instrument appointing a proxy or a power of attorney is valid even if the instrument or power is revoked, if no written notice of its revocation is received by the Company at its registered office or by the chairman of the meeting before the commencement of the meeting or adjourned meeting at which the instrument is used or power exercised.

22.4 Rights of proxy

A proxy at a general meeting may speak, vote and join in a demand for a poll.

23. The Board

23.1 Initial Directors

On the date of adoption of this Constitution, the persons listed in Schedule 1 will be the initial Directors of the Company. Subject to clause 25 they will remain as Directors of the Company until the dates set out in Schedule 1.

For the avoidance of doubt they will be eligible for re-election as Directors of the Company in accordance with this clause as if their service as Directors of the Association were service to the Company.

23.2 Composition of Board

The Board will comprise the following members:

- (a) the Chairman, the Vice-Chairman and the Treasurer ; and
- (b) additional Directors, who will be elected by the Company from among its membership to a maximum of 12, for terms of 2 years in such a manner that the term of three of the said Directors will expire each year.

23.3 Term of appointment - General

A Director elected in accordance with clause 24 will take office at the conclusion of the general meeting at which he or she is elected and will, subject to this Constitution, hold office until the end of his or her term.

23.4 Term of appointment - Chairman

- (a) The Chairman will hold office for a term of 2 years. The current Chairman may serve for further terms of 2 years if he or she is nominated for that position and is re-elected. If the Chairman is not re-elected then he or she will retire as Chairman at the conclusion of the annual general meeting which takes place on or about the end of his or her then current term as Chairman.
- (b) Provided the Chairman remains a Member of the Company, the Chairman will remain a Director of the Company as the immediate past Chairman. The term of the immediate past Chairman will commence at the conclusion of the annual general meeting at which he or she retires from the position of Chairman and will continue until a subsequent Chairman retires from the position of Chairman and becomes the next immediate past Chairman by operation of this clause 23.4.

23.5 Term of appointment - Board positions

- (a) The Vice Chairman and Treasurer will each hold office for a term of 2 years and will automatically retire as Directors of the Company at the conclusion of the annual general meeting taking place on or about the end of their terms. Each may, if nominated and elected, serve as a Director of the Company in the same or another position for further terms.
- (b) Directors other than the Chairman, Vice Chairman, the Treasurer and the immediate past Chairman will each hold office for a term of 2 years and will automatically retire as Directors of the Company at the conclusion of the annual general meeting taking place on or about the end of their term. Each may, if nominated and elected, serve as a Director of the Company in the same or another position for further terms.

23.6 Board vacancies

The Board may fill by casual appointment any office or Membership on the Board which may become vacant during the period between annual general meetings of the Company and which is not filled automatically by succession under this Constitution, such casual appointment to expire when a successor is duly elected and takes office in accordance with the provisions of this Constitution.

23.7 Vacancy of the Chairman

If the Chairman resigns as Chairman or ceases to be a Director, a Vice-Chairman automatically becomes acting Chairman until the next annual general meeting when the Members will elect a new Chairman. If the former Chairman has ceased to be a Director, the Board may elect a new Director to replace the Chairman (but not in the capacity of Chairman) under clause 23.6. If the Vice Chairman resigns as acting Chairman or ceases to be a Director, the Board must appoint a new Chairman who must be a current Director. Any such appointee will remain Chairman until the next annual general meeting when the members will elect a new Chairman.

23.8 Vacancy of other office-bearers

Between annual general meetings the Board may change the Directors holding the positions of a Vice-Chairman and Treasurer. Any new appointee to these positions must be a current Director.

24. Election of Directors

24.1 Nomination of Directors

Each year in which an election for Directors is required, the Chairman will appoint a Nominating Committee consisting of not more than 5 delegates.

Nominations may be made by any Member in Good Standing and must be:

- (a) made in writing using the Nomination Form specified by the Board, and be accompanied by the written consent of the nominated Member; and
- (b) be delivered to the Nominating Committee at least 21 days prior to the time fixed for the general meeting.

On receipt of the Nomination Forms, the Nominating Committee must determine whether the Nomination conforms with the provisions of this clause 24.1.

24.2 Voting for Directors at general meeting

Notwithstanding clause 20.1 and subject to clause 24.4, the Members will vote for each of the Directors on the Board and the Board so constituted will determine the positions of Chairman, Vice Chairman and Treasurer. Each Member may only vote for one nominee for each position on the Board

24.3 Determination of the successful nominees

- (a) This clause will apply to the election of all Directors.
- (b) The nominee receiving the highest number of votes for each position will be elected to that position.
- (c) If there is more than one nominee receiving the highest number of votes for any position, the members will vote again for the position. In this instance, only the nominees with the equal highest number of votes will stand for the position. This process will be repeated until there is only one nominee receiving the highest number of votes.
- (d) If there is a tie that cannot be resolved by the Members, the chairman of the meeting will have the casting vote.

24.4 Shortage of nominations

- (a) If only one nomination is received for a position on the Board, that person will be deemed elected to that position at the general meeting.
- (b) If no person is nominated for a position on the Board, the Board may after the general meeting treat that position as a casual vacancy and fill that vacancy in accordance with clause 23.6.

25. Resignation and removal of directors

25.1 Resignation of directors

A Director may resign as a Director of the Company by giving written notice to the Company at its registered office. Resignation will take effect on the date stated in the notice, or if there is no date, on the date the notice is received at the registered office. The notice of resignation need not be formally accepted, and may not be rejected, by the Company.

25.2 Removal of directors

- (a) A Director may be removed as a Director of the Company by an ordinary resolution passed at a general meeting.
- (b) In order to move a resolution to remove a Director, notice of intention to move the resolution must be given to the Company at its registered office at least 2 months before the meeting is to be held.
- (c) The Company must give the Director a copy of the notice of intention to move the resolution for removal of that Director received by the Company under paragraph (b).
- (d) The Director may put his or her case to the Members by giving the Company a written statement for circulation to Members and by speaking to the resolution at the general meeting.
- (e) The written statement prepared by the Director must be distributed by the Company with the notice of general meeting, and if there is no time to comply with this requirement, the statement must be distributed to Members at the general meeting.

25.3 Termination of appointment as Director

The appointment of a Director is automatically terminated following a resolution of the Board if the Director:

- (a) becomes prohibited from being a Director by reason of an order made under the Act;
- (b) 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;
- (c) is absent without the consent of the Board from all its meetings held during any 12 month period; or
- (d) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his or her interest as required by the Act.

26. Powers of the Board

26.1 General powers

The Board of Directors will direct the affairs of the Company and will control its property. The action and authority of all officers and all committees will be subject to the supervision and control of the Board.

26.2 Executive and Finance Committee

There will be a committee of the Board to be designated the Executive and Finance Committee consisting of the Chairman, Vice Chairman, Treasurer and two other persons to be appointed by the Chairman from the members of the Board.

The Executive and Finance Committee will generally serve as a recommendatory committee to the Board and, so far as the Act or this Constitution allows, is empowered to act for the Board when it is not in session.

The Executive and Finance Committee will determine the salary and allowances and any other conditions applicable to the positions of Treasurer and Secretary and any other officers elected or appointed by the Board under the provisions of this Constitution.

26.3 Board may make by-laws

- (a) The Board may, by instrument under common seal of the Company, make, vary or repeal by-laws relating to the admission of members, classification of Members, Membership fees, the creation of branches, the appointment and functioning of committees and officers and general matters relating to the functioning and organisation of the Company provided that such by-laws are not inconsistent with the Act or this Constitution.
- (b) All by-laws made and for the time being in force are binding on the members.

27. Proceedings of the Board

27.1 Proceedings of the Board

The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. For the purposes of the Act, each Director, on becoming a Director, consents to the use of the following technology to hold any Board meeting:

- (a) video;
- (b) telephone;
- (c) any other technology which permits each Director to communicate with each other Director; and
- (d) any combination of the technologies described in the above paragraphs.

27.2 Meetings of the Board

The Board will hold meetings at least quarterly at the call of the Chairman. Special meetings of the Board may be called at any time by the Chairman and will be called by the Secretary at the request of 2 Directors of the Board. Such requests for a special meeting must be in writing to the Secretary and will state the purpose and designate a proposed time and place for such meeting. At least two weeks' notice of all regular Board meetings and at least 5 days' notice of special meetings will be sent to the members of the Board by the Secretary.

27.3 Alternates

A Director may nominate an alternate to take his or her place for not more than two consecutive meetings or for more than two meetings in a 12 month period. An alternate Director must be approved by the Board and will have full rights and responsibilities as a Director of the Board.

27.4 The Chairman

The Chairman (otherwise referred to as the President) will preside at meetings of the Board. He or she will be a member ex officio of all committees, except the Nominating Committee appointed pursuant to clause 24.1. He or she may sign, with the Treasurer or any other proper officers of the Company authorised by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorised to be executed, except in cases where the signing and execution thereof is expressly designated by the Board or by this Constitution, or by statute, to some other officer or agent of the Company.

27.5 Vice Chairman

A Vice Chairman will succeed the Chairman in the event of a casual vacancy in that office. The Vice Chairman will assist the Chairman, and in the absence of the Chairman from any meeting, will, unless otherwise designated by the Chairman, act for and discharge the necessary duties of the Chairman. In the event that the Chairman and the Vice Chairman are both absent from the meeting, the Board will appoint another Board member to discharge the necessary duties of the Chairman.

27.6 Decisions

Subject to this Constitution, questions arising at a meeting of the Board will be decided by a majority of votes of Directors present and voting and any decision will for all purposes be deemed a decision of the Board.

27.7 Casting vote

In case of an equality of votes the chairman of the meeting has the casting vote.

27.8 Quorum

The quorum for any meeting of the Board is no fewer than one half the number then serving on the Board but in any event no fewer than 4 Directors at any time.

27.9 Vacancies

In the event of a vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of the remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum for the purpose of convening a general meeting of the Company.

27.10 Contracts with a company in which a director is interested

Save with the informed consent of every other member of the Board present at a meeting a Director must not vote in respect of any resolution at a Board meeting, in which the Director is in any way, whether directly or indirectly, interested, and if the Director votes in contravention of this clause, the Director's vote must not be counted.

27.11 Resolution by document

If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the Board held on the date on which the document was signed and at the time at which the document was last signed by a Director, or if the Directors have signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director. Two or more separate documents containing statements in identical terms, each of which is signed by one or more Directors, are together deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.

27.12 Validity of acts of the Board

All acts done by any meeting of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director.

27.13 Treasurer

The Treasurer will co-ordinate the financial operations and affairs of the Company.

27.14 Additional Staff

Such additional staff as are required for the effective management of the Company will be appointed by the Board under the general direction of the Board and will be paid such remuneration as determined by the Executive Director within limits set by the Board.

28. Secretary

28.1 Appointment of Secretary

The Board will appoint a Secretary for such period and on such terms and conditions as it sees fit.

28.2 Qualifications of the Secretary

The Secretary may be a Director or a Member in Good Standing, as the Board sees fit, but is not required to be a Director.

28.3 Secretary's responsibilities

The Secretary will keep the minutes of the meetings of the Members and of the Board in one or more books provided for that purpose; ensure that all notices are duly given in accordance with the provisions of this Constitution or as required by law; keep a register of the Members of the Company and of their addresses; and in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairman or by the Board.

28.4 Termination

The Board may terminate the appointment of the Secretary at any time.

29. Treasurer

29.1 Appointment of Treasurer

The Board may appoint a Treasurer for such period and on such terms and conditions as it sees fit.

29.2 Treasurer's responsibilities

The Treasurer will have charge and custody of and be responsible for all funds and securities of the Company, receive and give receipts for monies, due and payable to the Company from any source whatsoever, and deposit all such monies in the name of the Company in such banks, trust companies, or other depositories as will be selected by the Board and in general perform all the duties incidental to the office of treasurer and such other duties as from time to time may be assigned to him by the Chairman or by the Board.

29.3 Termination

The Board may terminate the appointment of the Treasurer at any time.

29.4 Treasurer may be Secretary or Executive Director

The functions and responsibilities of the Treasurer may, if the Board sees fit, be carried out by any other Director.

30. Committees

30.1 Establishment of Committees

The Board is authorised to create committees to advance the purposes of the organisation. The Board may abolish any committee not specifically required under this Constitution.

30.2 Appointment to standing general special and other committees

The Board will be authorised to appoint the directors-in-charge of each committee and the Membership each committee, unless a different method of appointment is specified by this Constitution or in the action taken by the Board in creating a particular committee.

31. Inspection of records

A Member may inspect the books of the Company:

- (a) on the written authority of two or more Directors; or
- (b) by a resolution passed at a general meeting.

32. Accounts and financial records

32.1 Accounts

The Treasurer will establish, manage and maintain an account or accounts in the name of the Company at such bank or banks as may be determined by the Board.

Such accounts will be operated on the signature of any one or more of the Chairman, the Vice Chairman, Treasurer, Executive Director and Secretary.

32.2 Financial records

The Company must keep written financial records (in hard or electronic format) that:

- (a) correctly record and explain its transactions and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited.

These financial records must be retained for 7 years after the transactions covered by the records are completed.

32.3 Preparation of financial reports and directors' report

The Company must prepare a financial report and directors' report for each financial year in accordance with the Act. The financial report must include a profit and loss statement, a balance sheet and a statement of cash flows, together with any explanatory notes.

32.4 Appointment of auditor

The members must at each annual general meeting appoint an auditor or auditors to hold office until the next annual general meeting and their appointment, rights and duties will be regulated by the Act. The auditors' remuneration will be set by the Board.

32.5 Financial reports must be audited

The financial report prepared under clause 32.3 must be audited by the auditor appointed under clause 32.4 in accordance with the provisions of the Act.

32.6 Copy of reports to be sent to Members

The audited financial report and directors' report prepared under clause 32.3 or a concise report (as that term is described in sub-section 314 (2) of the Act) must be sent to members by the earlier of 21 days before the annual general meeting and 4 months after the end of the relevant financial year.

32.7 Automatic amendment

If the reporting requirements of the Company under the Act are amended so as to reduce the Company's reporting requirements, this clause will be automatically amended to incorporate and allow for any such amendments.

33. Notices

33.1 Service of notices

A notice (including a notice of general meeting) may be served by the Company on any Member:

- (a) personally;
- (b) by post to the address for the Member in the register of Members or any alternative address nominated by the Member; or
- (c) by sending it to the fax number or electronic mail address nominated by the Member.

33.2 Time of service of notices

Any notice if served:

- (a) by post, will be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such service it will be sufficient to prove that the notice was properly addressed and posted;
- (b) by electronic mail, will be deemed to have been served at the time the notice becomes accessible to the recipient;
- (c) in person, will be deemed to have been served when delivered to the addressee;
- (d) by facsimile transmission, on the date and time shown on the transmission report by the machine from which the facsimile was sent, which indicates that the facsimile was sent in its entirety and in legible form to the facsimile number of the addressee notified for the purpose of this clause;

but if the delivery or receipt is on a day that is not a Business Day, or is after 4:00pm (addressee's time), it is deemed to have been received at 9.00am on the next Business Day.

33.3 Failure by member to advise of address

A Member who fails to give his address for registration is not entitled to receive notices from the Company.

34. Indemnity and insurance

34.1 Definition

In this clause **Officer** has the meaning in section 9 of the Act.

34.2 Company must indemnify Officers

To the extent permitted by the Act and any applicable Law and without limiting the powers of the Company, the Company must indemnify any person who is or has been an Officer of the Company, or of a related body corporate of the Company against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity:

- (a) incurred by any other person (other than the Company or a related body corporate of the Company) that does not arise out of conduct involving a lack of good faith or conduct known to the other person to be wrongful; and
- (b) for costs and expenses incurred by the person:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with any application relating to such proceedings in which the court grants relief to the person under the Act.

34.3 Documentary indemnity and insurance policy

To the extent permitted by the Act and any applicable Law and without limiting the powers of the Company, the Directors may authorise the Company to, and the Company may, enter into any:

- (a) documentary indemnity in favour of; or
- (b) insurance policy for the benefit of,

a person who is, or has been, an Officer of the Company or of a related body corporate of the Company, which indemnity or insurance policy may be in such terms as the Directors approve and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

34.4 Indemnity continues

The benefit of each indemnity given in this clause 34 continues, even if its terms or the terms of this clause 34 are modified or deleted, in respect of a liability arising out of acts, omissions or events occurring prior to the modification or deletion.

35. Liability of Members

35.1 Liability is limited

The liability of the Members is limited.

35.2 Extent of liability

Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he is a Member, or within 1 year after he or she ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a Member, and of the cost, charges and expenses of winding up, such amounts as may be required not exceeding \$10.00.

36. Affiliation and Membership of other organisations

The Company may affiliate with or become a Member of or may accept affiliation or Membership of any company or other entity having kindred or like interests to the Company at the direction of the Board.

37. Winding up

If the Company's assets are insufficient to cover the liabilities of the Company, the necessary funds may be raised by a levy on Members decided by the meeting which resolved to dissolve the Company. The liabilities of the Company will include any continuing liability arising from a contract of employment with an employee of the Company.

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever those assets will not be paid to or distributed among the Members but will be given or transferred to some other organisation, which has objects similar to the objects of the Company and which also prohibits the distribution of its income and property among its members as is imposed on the Company under clause 3.3, or to an approved charitable organisation.

38. Amendments to this Constitution

This Constitution may only be modified or repealed by the members by special resolution.

39. Schedule 1: Initial Directors of the Board

John Katsiris	October 2009*	Chairman
Tim McEgan	October 2009*	Finance Director
Sarah Beaumont	October 2009*	Director / Secretary
David Randall	October 2009*	Director
Wolf Schumacher	October 2009*	Director
John Frykberg	October 2009*	Director
Michael Augello	October 2009*	Director
Kenneth Mortimer	October 2009*	Director
Kevin Bourke	October 2009*	Director

* Indicates at which annual general meeting of the Company the relevant Director will be required automatically to retire. Please see clause 24 to determine if the Director will be eligible for re-election.

40. Schedule 2: Change Log

VERSION	DATE	NOTES
2009.1	25 Aug 2009	Founding Company Constitution produced by Middletons of Sydney, Ref: LOCA.BEVA.10012911
2021.1	5 Nov 2021	Incorporated changes to support IIBA Membership Harmonization. Approved by Members at the Special General Meeting hosted online on Thursday 4th November 2021 at 8:00PM AEDST (Sydney time) Update formatting due to PDF / Word conversion. Added Schedule 2: Change Log.
2021.2 (this version)	5 Nov 2021	Updates to front page, formatting, table of contents, headers and footers.