

**CONSTITUTION**  
**OF**  
**RESTORATIVE PRACTICES INTERNATIONAL Ltd**

**A PUBLIC COMPANY LIMITED BY GUARANTEE**

**ACN: 135 526 797**

**Updated December 2012.**

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**CONSTITUTION OF  
RESTORATIVE PRACTICES INTERNATIONAL LIMITED**

**1. Name**

The name of the Company is Restorative Practices International Limited (referred to in this constitution as 'the company' or 'RPI').

**2. Objects**

2.1. The objects of the company are:

- 2.1.1. To promote the advancement of Restorative Practices (RP) as a credible philosophy underpinning government, community, organisational and individual responses to wrong doing and harm;
- 2.1.2. To foster and advance the application of restorative practices across a range of settings including education, justice, policing, corrections, families, individuals, and communities;
- 2.1.3. To develop, promote, and oversee internationally recognised professional standards of diverse practice in Restorative Practice;
- 2.1.4. To establish an international forum for the exchange and recognition of innovation, research, knowledge and implementation of restorative practices across a range of settings;
- 2.1.5. To restore communities by advocating for advances in understanding of the beneficial, restorative ways in which governments, communities, organizations, and individuals respond to wrongdoing and harm; and
- 2.1.6. To support the work of Restorative Practitioners across all fields of practice for the benefit of individuals and communities throughout the range of Restorative Practice settings.

2.2. In furtherance of the above objects the company will undertake best practice in one or more of the following:

- 2.2.1. High quality professional development in restorative practices through the organisation of local, regional, national and international conferences and networking groups;
- 2.2.2. Encouragement of discussion, research and dissemination of information which give focus and direction to, and integration of, fields related to restorative practices;
- 2.2.3. Development of model standards of best practice and accreditation;.
- 2.2.4. Awarding of scholarships and development of systems to recognise best practice and contributions to the field of Restorative Practice;.
- 2.2.5. Operation of a website to inform and assist members and non-members;
- 2.2.6. Undertaking research and development across the fields of restorative practice;
- 2.2.7. Development of model programs and resources;

- 2.2.8. Collaboration with like-minded organizations and individuals;
- 2.2.9. Sale of products and resources relevant to and in furtherance of restorative practices knowledge and skills development for practitioners and the general public;
- 2.2.10. Raising and investing funds in keeping with the objects of the company;
- 2.2.11. Purchasing real property and undertaking lease arrangements in relation to the company; and
- 2.2.12. Doing all other lawful acts or things as may be incidental or conducive to the furtherance of the objects of the company.

### **3. Principles**

The company is guided by the following principles:

- 3.1. A commitment to the principles of restorative practices guiding all aspects of the business and management of the company;
- 3.2. A commitment to facilitate the strengthening of relationships and rebuilding of community through restorative practices;
- 3.3. Ascribing to the principles encapsulated in the United Nations *Universal Declaration of Human Rights*;
- 3.4. Upholding the company's ethical practice;
- 3.5. Being responsive to the membership of the company; and
- 3.6. Recognising, valuing, and embracing the diversity of practice across the fields of Restorative Practices.

### **4. Non-profit company**

- 4.1. The income and property of the company must be applied solely towards the furtherance and promotion of the objects of the company as set out in this constitution.
- 4.2. No income or property of the company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the company except as bona fide:
  - 4.2.1. Remuneration to a member employed by the company in return for services actually rendered to the company;
  - 4.2.2. Payment to a member in return for goods or services supplied to the company in the ordinary course of business;
  - 4.2.3. Interest (at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent) on money borrowed by the company from a member; or
  - 4.2.4. Reasonable rent for premises let by any member to the company.

### **5. Honorary service by Board members**

- 5.1. No member of the Board can be appointed to any salaried office of the company and no holder of any such office can be appointed to the Board.

5.2. No remuneration or other benefit in money or money's worth may be paid or given by the company to any member of the Board except:

- 5.2.1. For the payment of reasonable out-of-pocket expenses incurred by the Board member in the performance of a duty as a Board member and where such payment is approved by the Board ; or
- 5.2.2. For any service rendered to the company by a Board member in a professional or technical capacity, other than in the capacity of a Board member, where the provision of the service and the amount payable has the prior approval of the Board and has been confirmed by a resolution of the Board, and where the amount payable is not more than an amount which commercially would be reasonable payment for the service.

## **6. Liability of members**

- 6.1. Subject to the provisions of clause 6.2, a member must contribute to the assets of the company, in the event that it is wound up while that member is a member, or within one year afterwards for:
  - 6.1.1. Payments of the debts and liabilities of the company contracted before the time at which the member ceased to be a member; and
  - 6.1.2. The costs, charges and expenses of winding up the company.
- 6.2. The liability of a member of the company to contribute towards the payment of the debts and liabilities of the company or the costs, charges and expenses of the winding up of the company is limited to a sum not exceeding one dollar (\$1).
- 6.3. As between members of the company, the liability of any member, officer or agent of the company is limited to the amount of insurance for which the member officer or agent is actually indemnified by any policy of insurance held by the company.

## **7. Distribution of surplus assets**

- 7.1. The members have no right to any surplus assets remaining after the completion of the winding up or dissolution of the company.
- 7.2. If upon the winding up or dissolution of the company there remains after satisfaction of all its debts and liabilities, any property, this must be given or transferred to an association or associations:
  - 7.2.1. With objects similar to the objects of the company which is not carried on for the profit or gain of its individual members; and
  - 7.2.2. such association or associations must be chosen by the members of the company at or before the completion of winding up or dissolution.

## **8. Finances**

- 8.1. Any monies received by the company shall be under the control of the Board who may pay the same or any part thereof into a bank account or accounts.
- 8.2. All cheques, notes, drafts, orders and other instruments and instructions shall be signed, drawn, accepted, endorsed or executed in such a manner as the Board may from time to time by resolution determine.
- 8.3. The financial year of the company will end on 30 June each year.

8.4. Reasonable expenses of the Board and members of sub-committees properly incurred in the discharge of the legitimate business of RPI shall be paid from the funds of RPI after being approved by the Board.

## 9. Financial records

- 9.1. The company must keep accounting records to correctly record and explain the company's transactions (including any transactions as trustee) and the financial position of the company.
- 9.2. The company must keep its accounting records in a manner that will enable:
- 9.2.1. The preparation of true and fair accounts of the company; and
  - 9.2.2. The accounts of the company to be conveniently and properly audited in accordance with the *Corporations Act 2001 (Cth)*.
- 9.3. Each member has the right to inspect the company's financial records. The Board may restrict the manner and times at which such inspections may take place.
- 9.4. At least once in every year the accounts of the company must be examined by a qualified auditor who must report to the members in accordance with the provisions of the *Corporations Act 2001 (Cth)*.
- 9.5. The company treasurer shall provide an audited financial statement to each Annual General Meeting.

## 10. Membership

- 10.1. The members of the company are:
- 10.1.1. those persons who provided written consent to becoming a member of the company in the application for registration of the company; and
  - 10.1.2. any other persons that the Board admits to membership in accordance with the provisions of this constitution.
- 10.2. The following categories of membership will apply:
- 10.2.1. **Professional membership:** RPI professional membership is available to practitioners and academics contributing to the field of restorative practices.
    - 10.2.1.1. Special provision for foundation membership for persons qualifying for professional membership will be available until a date determined by the Board.
    - 10.2.1.2. A professional member has voting rights.
  - 10.2.2. **Life membership:** may be awarded by resolution of the Board to individuals of long-standing service to RPI and/or the field of restorative justice
    - 10.2.2.1. A life member has voting rights.
    - 10.2.2.2. The Board may determine that a life member is not required to pay any membership fee.

10.2.3. **Honorary Members:** A person who does not meet the requirements of clause 10.2 may be appointed by the Board as an honorary member of the company.

10.2.3.1. An honorary member does not have voting rights.

10.2.3.2. The Board may determine that an honorary member is not required to pay any membership fee and if no membership fee is to be paid, the Board will determine the duration of the honorary membership.

## **11. Applications for membership**

11.1. An application for membership of the company must be made in accordance with the version of the Application Form current at the time of application. The current Application Form will be available on the RPI website.

11.2. The application form is to be signed by the individual applicant, however an unsigned application form sent by email from the applicant to the RPI Secretariat will also be accepted.

11.3. The secretary must, on payment by the applicant of the relevant membership fee, enter the applicant's name in the register of members. Upon the name being entered into the register the applicant becomes a member of the company and should be notified accordingly.

## **12. Cessation of membership**

12.1. An individual from any category of membership ceases to be a member of the company if the person:

12.1.1. Dies;

12.1.2. Resigns from membership by notice in writing to the secretary;

12.1.3. Has membership terminated by the Board in accordance with clause 16; or

12.1.4. Fails to pay its membership fee within (two) 2 months of the due date.

## **13. Rights associated with membership**

13.1. All members of the company have the right to receive notice of and attend general meetings of the company.

13.2. Where possible general meetings will be held at the time of an RPI conference to facilitate access by the membership.

13.3. Professional and Life members are each entitled to exercise one vote.

13.4. An individual member with voting rights, is not entitled to vote at a general meeting if the member's annual subscription is more than two (2) months in arrears at the date of the meeting.

13.5. The Honorary membership category does not carry voting rights.

## **14. Register of members**

14.1. The secretary of the company must establish and maintain a register of members of the company. The register must contain the name and address of each person

or organisation who is a member of the company together with the date on which the person or organisation became a member.

- 14.2. The register of members must be kept at the principal place of administration of the company.

## **15. Membership fees**

- 15.1. Each member of the company must pay to the company an annual membership fee determined by the Board.
- 15.2. The Board may determine a membership fee for each category of membership.
- 15.3. In the absence of a determination by the Board the annual fee payable by members remain at the level declared in the previous year.
- 15.4. The Board may determine a lower fee for members on the basis of financial means at the Board's discretion.
- 15.5. The annual membership fee is due on the anniversary of approval of membership.
- 15.6. The Board will give reasonable notice to all members of the date upon which payment is due and any recommended increase in membership fees for each category of membership.

## **16. Termination of membership**

- 16.1. A complaint may be made in writing (marked 'confidential') to the company secretary by any member of the company that some other member of the company:
  - 16.1.1. Is alleged to have persistently refused or neglected to comply with a provision or provisions of the constitution; or
  - 16.1.2. Is alleged to have persistently and willfully acted in a manner prejudicial to the interests of the company; or
  - 16.1.3. Is alleged to have committed a serious breach of professional conduct or professional ethics.
- 16.2. On receiving a complaint regarding a member, the Board must:
  - 16.2.1. Cause notice of the complaint to be served in writing on the member concerned at the membership address stated in the membership records;
  - 16.2.2. Give the member 21 days from the time the notice is served to make submissions to the Board responding to the complaint;
  - 16.2.3. Take into consideration any submissions in response made by the member subject of the complaint; and
  - 16.2.4. In considering the complaint, ensure that principles of natural justice are afforded to the member making the complaint and the member subject of complaint.
- 16.3. After considering the complaint and any submissions made in response to the complaint, the Board may, by resolution and on the balance of probabilities,

determine whether or not it is satisfied that the allegations contained in the complaint have occurred.

- 16.4. If the Board is satisfied that the allegations contained in the complaint have occurred, the Board may terminate the membership of the individual.
- 16.5. A resolution by the Board to terminate the membership of an individual will take effect immediately and is not subject to a right of appeal. The individual will be notified in writing within 14 days of this decision.

## 17. Resolution of internal disputes

- 17.1 In the event of a dispute arising between a member and the company the relevant organisational policies and procedures of the company will apply.

## 18. General meetings

- 18.1. A general meeting called the **Annual General Meeting** must be held:
  - 18.1.1. Within 18 months of registration;
  - 18.1.2. At least once in every financial year;
  - 18.1.3. Within six (6) months of the end of the company's financial year (end of June); and
  - 18.1.4. At a time and place determined by the Board. Where possible this will be associated with an RPI conference or event to facilitate attendance by members.
- 18.2. The business of the Annual General Meeting is:
  - 18.2.1. To receive and consider the accounts, statements and reports prescribed by the *Corporations Act*;
  - 18.2.2. To appoint members of the Board in accordance with clause 24;
  - 18.2.3. To appoint the auditor (where necessary); and
  - 18.2.4. To deal with any other business included in the notice of meeting.
- 18.3. A copy of the accounts, statements and reports prescribed by the *Corporations Act* to be presented at the Annual General Meeting must be provided to members at least fourteen (14) days before the Annual General Meeting.
- 18.4. Any two members of the Board may convene a **general meeting** of the company.
- 18.5. A general meeting must also be convened by the Board on the requisition of ten (10) voting members.
- 18.6. Where a general meeting is convened in accordance with either 18.4 or 18.5, the general meeting must be held as soon as practicable, and not later than two months after the date of the Board member decision or deposit of the requisition by members.
- 18.7. Every notice issued by the Board convening a general meeting (pursuant to either 18.4 or 18.5) must be in writing and must specify the place, the day, and the time of the meeting and the general nature of the business to be transacted. The methods for giving notice to members are set out in clause 33.

18.8. The period of notice required for the calling of a general meeting is twenty-one (21) days, exclusive of the day upon which notice is served but inclusive of the day upon which the meeting is to be held.

#### **18.9. Proceedings at general meetings**

18.9.1. A quorum for the transaction of business at a general meeting will exist if there are present at the meeting (in person or by approved electronic means):

18.9.1.1. At least seven (7) members who are entitled to vote at a general meeting.

18.9.2. If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting:

18.9.2.1. The meeting, if convened upon the requisition of members, is to be dissolved; or

18.9.2.2. In any other case, the meeting is to be adjourned to a date, time and place determined by the person chairing the meeting.

18.9.3. Where the meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

18.9.4. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) will constitute a quorum.

#### **19. Presiding member**

19.1. The Chairperson presides at each meeting of the company and each meeting of the Board.

19.2. If the Chairperson is absent from a meeting or unwilling to act, the members present must elect one of their number to act as chairperson at the meeting.

#### **20. Adjournment**

20.1. The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a specified time, date and place. No business can be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

20.2. Where a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

#### **21. Voting**

21.1. At a general meeting a motion put to the vote of the meeting is to be decided by a majority of votes.

21.2. Motions are to be decided on a show of hands and the chairperson will seek a yes or no response for those participating by approved electronic means, unless a

ballot is (before or on the declaration of the result of a show of hands) requested by:

- 21.2.1. The chairperson; or
- 21.2.2. Any two members.
- 21.3. Every professional and life member present in person has one vote on a show of hands and the chairperson will seek a yes or no response for those participating by approved electronic means. Members participating electronically will be required to identify themselves. Voting forms received in accordance with the Constitution will also be counted. These should be sent to the secretary at the company's registered office at least 7 days before the time for holding the meeting or adjourned meeting.
- 21.4. Every professional and life member present in person or by proxy has one vote on a ballot. Voting Forms submitted in accordance with the Constitution will also be valid.
- 21.5. If there is an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting will not exercise a casting vote.
- 21.6. If there is equality of votes, further discussion will be held amongst those members present and the vote, whether on a show of hands or on a ballot, will be held a second time.
- 21.7. If there is still an equality of votes, whether on a show of hands or on a ballot, the motion will be noted as neither carried nor lost and will be referred to the next general meeting for a further vote.
- 21.8. If a ballot is not requested, a declaration by the chairperson that a resolution has been carried unanimously or by a particular majority, or lost unanimously or by a particular majority, or neither carried nor lost because of an equality of votes, an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 21.9. If a ballot is requested, it is to be taken in the manner determined by the chairperson.
- 21.10. The request for a ballot may be withdrawn.

## **22. Proxies**

- 22.1. An RPI approved Form of Proxy to be used for the appointment of proxies will be available on the RPI website 21 days prior to the date of each general meeting.
- 22.2. Only a member with voting rights may be appointed as a proxy. The Chair may be appointed as a Proxy and will vote in accordance with Board Resolutions.
- 22.3. If the document appointing a proxy specifies the manner in which the proxy is to vote, the proxy must vote in the manner specified.
- 22.4. The document appointing a proxy must be sent to the secretary at the company's registered office at least 7 days before the time for holding the meeting or adjourned meeting.
- 22.5. A vote given in accordance with the terms of a document appointing a proxy is valid despite the occurrence of any one or more of the following events if no notice in

writing of any of these events has been received by the secretary before the commencement of the meeting or adjourned meeting at which the document is used:

- 22.5.1. The previous death or unsoundness of mind of the principal;
- 22.5.2. The revocation of the proxy; or
- 22.5.3. The termination of the membership of the member.

### **23. Board of Directors**

- 23.1. The business and operations of the company are to be managed and controlled by a Board of Directors ('the Board' or 'Board members'), and for that purpose the Board may exercise the powers of the company as if they had been expressly conferred on the Board by a general meeting of the company.
- 23.2. The powers of the Board are subject to any restrictions imposed by the *Corporations Act* or by the company's constitution.
- 23.3. The acts of a Board member are valid despite any defect that may afterwards be discovered in the appointment or qualification of the Board member.
- 23.4. Each Board member must be a natural person and at least 18 years of age.

### **24. First and subsequent Board members**

- 24.1. The Board is to consist of not less than seven (7) and not more than fourteen (14) professional members, namely:
  - 24.1.1. Four (4) office bearers: Chairperson, Vice-chairperson, Treasurer and Secretary;
  - 24.1.2. Not less than three (3) ordinary members; and
- 24.2. The Board may appoint up to two (2) co-opted members to the Board in accordance with clause 25.3.
- 24.3. The following persons constitute the founding Board Members of Restorative Practices International Ltd:
  - 24.3.1. Chairperson – Leigh Garrett
  - 24.3.2. Vice-chairperson - Margaret Thorsborne
  - 24.3.3. Treasurer – Peta Blood
  - 24.3.4. Secretary – Nicola Ellis
  - 24.3.5. Ordinary member – John Lennox
  - 24.3.6. Ordinary member – Margaret Armstrong
  - 24.3.7. Ordinary member – Brenda Morrison

### **25. Terms of office and election of Board members**

- 25.1. The terms of office of office-bearers and ordinary board members will be staggered to allow for continuity for the Board:
  - 25.1.1. At the Annual General Meeting of the company in each year, at least half of the members of the Board will resign, and / or stand for re-election if so eligible;

- 25.1.2. Every Board member must resign, and / or stand for re-election if so eligible, at least every second year;
  - 25.1.3. The Chairperson, Vice-chairperson, Treasurer and Secretary are eligible for re-election for up to a maximum of five (5) years of consecutive appointment as an office-bearer;
  - 25.1.4. A retiring office-bearer is eligible for re-election as an ordinary member of the Board.
- 25.2. At the Annual General Meeting of the company in each year, vacant positions on the Board are to be filled as follows:
- 25.2.1. Any two (2) professional members of the company may nominate a professional member for election to the Board;
  - 25.2.2. The nomination must be in writing, signed by the candidate, the proposer and the seconder, and lodged with the secretary of the company at least seven (7) days before the Annual General Meeting at which the election is to take place;
  - 25.2.3. Each member of the company present at the Annual General Meeting is entitled to vote for any number of candidates not exceeding the number of vacancies;
  - 25.2.4. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received and voted upon at the Annual General meeting;
  - 25.2.5. If the number of nominations received prior to or at the Annual General Meeting is equal to the number of vacancies to be filled, the persons nominated are taken to be elected;
  - 25.2.6. If the number of nominations received prior to or at the Annual General Meeting exceeds the number of vacancies to be filled, a ballot is to be held with regard to the nominations then received;
  - 25.2.7. The ballot for the election of Board members is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct;
  - 25.2.8. Any members appointed to the Board under Clause 25.2 will hold office until the next Annual General Meeting when clause 25.1 will apply.
- 25.3. A person may be appointed by the Board as a co-opted member at any time.
- 25.3.1. A co-opted member shall hold office from the date of his or her appointment until the next Annual General Meeting after such appointment or the return from leave of absence of a Board member in accordance with clause 25.8.
  - 25.3.2. Any person may be appointed as a co-opted member.
  - 25.3.3. Co-opted members are entitled to attend and vote at meetings of the Board.

- 25.4. Within seven (7) days of the Annual General Meeting, the Board shall elect from its members whichever office-bearer positions have been vacated: Chairperson, Vice-chairperson, Treasurer and Secretary.
- 25.5. The office of a member of the Board will become vacant if the member:
- 25.5.1. Resigns office by notice in writing to the company;
  - 25.5.2. Is absent from two (2) meetings of the Board without apology or without permission of the Board; or
  - 25.5.3. Is removed from office by resolution of the Board:
    - 25.5.3.1. A resolution to remove an office-bearer from the Board must be accepted or rejected at a Board meeting specifically convened for the purpose of considering whether a majority of the Board members believes on reasonable grounds that the continuation in office by the office-bearer is contrary to the interests of the company;
    - 25.5.3.2. If the Board does resolve to remove an office-bearer, the office-bearer may request that the resolution be confirmed or rejected at a general meeting. If the office-bearer does request a general meeting, such a meeting must be called in accordance with clause 18;
    - 25.5.3.3. At the general meeting so called, the office-bearer (or an advocate for the office-bearer) and the chairperson (or delegate) may address members to ensure procedural fairness is afforded to the office-bearer;
    - 25.5.3.4. Appropriate confidentiality will be maintained by all members of the company with regard to the reasons put forward for the office-bearer's continuation in office being prejudicial to the interests of the company;
    - 25.5.3.5. Having considered the submissions made on behalf of the Board and the office-bearer that the Board has resolved to suspend, members may either confirm the suspension and remove the office-bearer from the Board or annul the suspension and reinstate the office-bearer to the Board.
- 25.6. The Board has the power to appoint a replacement member of the Board, in the event of a vacancy, from the professional or life membership of RPI.
- 25.7. Any Board member appointed as a replacement member of the Board pursuant to clause 25.6 shall hold office as a member of the Board until the next Annual General Meeting.
- 25.8. A Board member may apply for a 6 month leave of absence for approval by the Board. A Board member who has taken leave of absence will not be replaced by the appointment of an additional member of the Board other than by a member who may be co-opted in accordance with clause 25.3.

## **26. Proceedings of the Board**

- 26.1. Meetings of the Board are to be held as often as necessary to conduct properly the business of the company, and must in any case be held at least every three (3) months.
- 26.2. Resolutions determined at any Board meeting are to be decided by a majority of votes.

- 26.3. In the case of an equality of votes, the chairperson will not have a casting vote.
- 26.4. If there is equality of votes, further discussion will be held amongst those Board members present (in person or by approved electronic means) and the vote will be held a second time.
- 26.5. If there is still an equality of votes, the question will be referred to the next Board meeting.
- 26.6. The chairperson or any two Board members may, and the secretary must, if requested by the chairperson or any two Board members at any time, call a meeting of the Board.
- 26.7. The quorum necessary for the transaction of business by the Board is four (4) Board members comprising two office-bearers and two ordinary Board members (in person or by approved electronic means).
- 26.8. Except in special circumstances as determined by the chairperson, at least 48 hours notice must be given to the Board members of all meetings of the Board.
- 26.9. The Board may function validly provided its number is not reduced below the quorum. Should the number of Board members fall below the quorum, the remaining Board members may act only to appoint new Board members.

## **27. Electronic means for Board meetings**

- 27.1. The Board members need not all be physically present in the same place for a Board meeting to be held.
- 27.2. Subject to the *Corporations Act 2001(Cth)*, a Board meeting may be held by the Board members communicating with each other by any technological means by which they are able to simultaneously hear each other and participate in discussion.
- 27.3. The Board may by resolution approve other electronic means for the transaction of business by the Board.
- 27.4. A resolution of the Board made using approved electronic means is to be recorded in the minutes of the meetings of the Board.

## **28. Written Board resolutions**

- 28.1. The Board may pass a resolution without a Board meeting being held if all the Board members 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. The resolution is passed when the last Board member signs the resolution.
- 28.2. For the purposes of clause 28.1, separate copies of a document may be used for signing by the Board members if the wording of the resolution and the statement of approval is identical in each copy.
- 28.3. Any document referred to in this clause may be in the form of a facsimile or electronic transmission (pdf.).
- 28.4. The minutes of the Board must record that a resolution was passed in accordance with this clause.
- 28.5. This clause applies to meetings of Board committees as if all members of the committee were Board members.

## **29. Board delegation and Board committees**

- 29.1. The Board may, by resolution, delegate any of their powers, (other than this power of delegation and powers which by law must be dealt with by the Board) as are specified in the resolution, to a committee or committees.
- 29.2. The Board may at any time revoke wholly or in part any such delegation.
- 29.3. A committee must exercise its powers in accordance with any directions of the Board and must report back to the Board as specified in the resolution of delegation.
- 29.4. Notwithstanding a delegation under Clause 29.1, the Board may continue to exercise all or any of the powers delegated.

## **30. Minutes**

- 30.1. The Board must keep minutes of all meetings and, in particular:
  - 30.1.1. Of all appointments of officers and employees made by the Board members;
  - 30.1.2. Of the names of the Board members present at each meeting of the Board and of any committee of the Board; and
  - 30.1.3. Of all resolutions and proceedings at all meetings of the company and of Board members and of committees established by delegation of the Board.
- 30.2. Minutes must be recorded at the time of meeting or passing of written resolutions.
- 30.3. The confirmation of minutes must be the first business at the next succeeding meeting of the company, Board, or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes must be confirmed at the next succeeding meeting.

## **31. Appointment of officers, employees, etc.**

- 31.1. The Board, by majority decision, has the power to appoint, remove, or suspend officers, employees, agents and contractors, and to fix their powers, duties, and remuneration.
- 31.2. The Board may delegate any of its powers under the above rule to an officer or employee of the company, subject to any conditions or limitations which the Board sees fit to impose.
- 31.3. The Board may, by resolution at a Board meeting, at any time, revoke or vary a delegation made under Clauses 31.1 and 31.2.
- 31.4. Notwithstanding any delegation made under Clause 31.2, the Board may continue to exercise all or any of its powers.

## **32. Common seal**

- 32.1. The Board must provide for the safe custody of the company's common seal. The common seal may only be used with the authority of the Board. Every instrument to which the common seal is affixed must be signed by a member of the Board and countersigned by the secretary or by a second member of the Board.

## **33. Notice**

- 33.1. A notice may be given by the Company to any person who is entitled to notice under this Constitution by serving it on the person; or by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in

the Register or the address supplied by the person to the Company for sending notices to the person. A notice sent by post is deemed to have been received two days after the date of posting. A notice sent by facsimile transmission or electronic notification is taken to be served on the business day after its dispatch.

- 33.2. At least 21 days prior to each general meeting, notice of the general meeting must be given to every member and the company's auditor.

#### **34. Indemnity**

- 34.1. Every Board member, auditor and other officer of the company is entitled to be indemnified out of the property of the company against any liability incurred by the Board member, auditor or officer in that capacity:
- 34.1.1. In defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Board member, auditor or officer, or in which the Board member, auditor or officer is acquitted; or
- 34.1.2. In connection with any application in relation to those proceedings in which relief is granted to the Board member, auditor or officer by the court.

#### **35. Conflict of interest**

- 35.1. A Board member who is directly or indirectly interested in a contract or proposed contract with the company must, as soon as practicable after the relevant facts have come to that person's attention, declare the nature of the interest at a meeting of the Board.
- 35.2. A Board member who occupies a position, or owns property, which may lead to a conflict with his or her duties or interests as a Board member, must declare the fact and the nature of the conflict at a meeting of the Board.
- 35.3. The secretary of the company must record every declaration made under the above two clauses in the minutes of the meeting at which it was made and in a register of pecuniary interests.
- 35.4. A decision by the Board in relation to:
- 35.4.1. The appointment of any member of a Board member's immediate family to any position within the company that involves material benefits, remuneration or other conditions of service;
- 35.4.2. Any proposal for the supply of goods or services by the Board member; or
- 35.4.3. Any proposal for the supply of goods or services by a person who belongs to a Board member's immediate family,
- is of no effect unless it has been ratified at a general meeting of the company.

#### **36. Amendments to the constitution**

- 36.1. This constitution can only be amended by a special resolution passed at a general meeting of the company.
- 36.2. A special resolution must be passed in the following manner:
- 36.2.1. A notice must be given to all members advising that a general meeting is to be held to consider a special resolution;
- 36.2.2. The notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;

- 36.2.3. A quorum must be present at the meeting (in person or by approved electronic means) and in accordance with clause 18.9; and
- 36.2.4. Clauses 21 (voting) and 22 (Proxies) apply except that, rather than being determined by a majority vote, at least three-quarters of the valid vote must be in favour of the resolution.

### **37. Definitions and interpretation**

In this constitution:

- 37.1. Words importing only the singular number include the plural and vice versa.
- 37.2. Words importing a gender include other genders.
- 37.3. A reference to a 'person' includes an individual, a body corporate, a corporation or other legal entity.