



ACN 008 532 072
ABN 49 008 532 072

Constitution

for a single, united PSA

Amendment 7

Dated 30 October 2019

RECORD OF AMENDMENTS

Memorandum and Articles of Association

Original Memorandum and Articles of Association approved on 12 February 1977.

Lodged with the National Companies and Securities Commission.

Amendments to Memorandum and Articles of Association

Memorandum and Articles of Association amended on various occasions since 1977, including 24 May 1981, 2 March 1982 and 24 June 1989.

Memorandum and Articles of Association extensively rewritten and adopted by an Extraordinary General Meeting of the Society on 30 August 1996.

Approved by the Australian Securities Commission on 26 February 1997.

Amendment 1 approved by an Annual General Meeting on 29 April 1997.

Amendment 1 approved by the Australian Securities Commission on 25 May 1997.

Amendment 2 approved by an Annual General Meeting on 8 April 1998.

Amendment 2 approved by the Australian Securities Commission on 20 May 1998.

Constitution

Constitution adopted by an Annual General Meeting on 29 May 2000 and lodged with the Australian Securities and Investment Commission on 13 June 2000.

Amendments to Constitution

Amendment 1 to the Constitution approved by an Extraordinary General Meeting on 20 October 2002 and lodged with the Australian Securities and Investment Commission on 26 November 2002:

- Terms for directors amended from a maximum of four to a maximum of five terms as a director; and
- Terms for the National President amended from a maximum of two to a maximum of three years as National President.

Amendment 2 to the Constitution approved by special resolution on 30 April 2007 and submitted to ASIC on 4 June 2007. Amendment 2 establishes PSA as a national body and takes effect on 1 July 2007.

Amendment 3 to the Constitution approved by special resolution on 26 May 2011 and submitted to ASIC on 3 June 2011. Amendment 3 changes the name of the Society from the 'Pharmaceutical Society of Australia' to 'Pharmaceutical Society of Australia Limited'. This was necessary as the section 150 ASIC licence formerly held by the Society was revoked.

Amendment 4 to the Constitution approved by special resolution on 7 October 2011 and submitted to ASIC on 11 October 2011. In this amendment the Constitution was extensively rewritten.

Amendment 5 to the Constitution approved by special resolution on 11 October 2013 and submitted to ASIC on 11 October 2013. In this amendment there are changes to the maximum term of the position of National President and changes relating to the transitional provisions relating to Director rotations.

Amendment 6 to the Constitution approved by special resolutions on 31 October 2018 and submitted to ASIC on 12 November 2018. In this amendment the Constitution was changed to:

- reflect current timeframes for delivery of post;
- reflect PSA Branches are not separate companies;
- reduce the timeframes for membership rights and privileges to cease if a Member's subscription remains unpaid;
- clarify the provisions dealing with how Directors are elected;
- consolidate the powers given to the Board;
- remove the timetabling provisions for holding Director elections;
- remove the Alternate Director provisions; and
- remove certain transitional provisions.

Amendment 7 to the Constitution approved by special resolutions on 30 October 2019 and submitted to ASIC on 17 January 2020. In this amendment the delegation of authority to approve new members changed from the Board to the CEO to provide a timely member experience on joining.

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CONSTITUTION

OF THE

PHARMACEUTICAL SOCIETY OF AUSTRALIA LIMITED

ACN 008 532 072

ABN 49 008 532 072

1. Preliminary

- 1.1 The name of the Company is Pharmaceutical Society of Australia Limited, called the “Society” in this Constitution.
- 1.2 The Society is a public company limited by guarantee and does not have a share capital.
- 1.3 This Constitution displaces the Replaceable Rules to the extent that it is inconsistent with any Replaceable Rules.

2. Definitions

- 2.1 In this Constitution unless the context otherwise requires:

“**Act**” means the *Corporations Act (Cth) 2001* as amended from time to time or any legislation passed in substitution;

“**Affiliate Member**” is a Member as defined in clause 18 or a person who has been admitted to Affiliate Membership. “**Affiliate Membership**” has the corresponding meaning;

“**Associate Member**” is a Member as defined in clause 17 or a person who has been admitted to Associate Membership. “**Associate Membership**” has the corresponding meaning;

“**Board**” means the governance body of the Society, as constituted by clause 65;

“**Branch**” means any Branch of the Society created in accordance with clause 12 of this Constitution and in existence for the time being;

“**Branch Committee**” means the Branch Committee for the time being of a Branch constituted pursuant to the By-Laws;

“**By-Law**” means a by-law duly made by the Board under this Constitution;

“**CEO**” has the same meaning as Chief Executive Officer;

“**Chief Executive Officer**” means the person appointed to that role under clause 94;

“**clause**” means a clause in this Constitution;

“**Company Secretary**” means any person appointed to perform the duties of a secretary of the Society;

“**Constitution**” means this document as amended from time to time;

- “Director”** means a member of the Board who is a director for the time being of the Society and includes a reference to Branch-Appointed Directors and Board-Appointed Directors;
- “Financial Member”** means a Member who is not in arrears to the Society and has paid his or her annual subscription within 2 months of the due date for payment;
- “Financial Ordinary Member”** means an Ordinary Member who is not in arrears to the Society and has paid his or her annual subscription within 2 months of the due date for payment;
- “Honorary Member”** is a Member as defined in clause 19 or a person who has been admitted to Honorary Membership. **“Honorary Membership”** has the corresponding meaning;
- “Immediate Past National President”** means the person who held the office of National President immediately prior to the National President for the time being (but excluding a person who held the office of National President and then vacated office during his term);
- “Incorporated Member”** means a body corporate established under the laws of a State, Territory or the Commonwealth which has been established for a purpose directly related to the profession of pharmacy and that the Board has approved for membership under clause 22. **“Incorporated Membership”** has the corresponding meaning;
- “International Member”** is a Member as defined in clause 21 or a person who has been admitted to International Membership. **“International Membership”** has the corresponding meaning;
- “Member”** means any person belonging to a membership category detailed in clauses 13 and 15 and who has met the qualifications of that category of Membership. **“Membership”** has the corresponding meaning;
- “National Office”** means the place nominated pursuant to clause 6;
- “National President”** means the person elected as such pursuant to clause 100;
- “Objects”** means the Objects of the Society set out in clause 7.1;
- “Observer”** means a person who is entitled to attend a meeting but is:
- (a) not entitled to vote at that meeting; and
 - (b) only entitled to contribute at the meeting to the extent permitted by the chair of that meeting;
- “Ordinary Member”** is a Member as defined in clause 16 or a person who has been admitted to Ordinary Membership. **“Ordinary Membership”** has the corresponding meaning;
- “Pharmacist”** means a person holding or eligible to hold one of the following types of registration with the Pharmacy Board of Australia:
- (a) general;
 - (b) limited;
 - (c) provisional; and
 - (d) non-practising;
- “Post Nominals”** means the letters approved by the Board that various classes of Members may use after their names to signify their class of Membership;
- “PSA Committee Remuneration Policy”** means the policy named as such which has been created by the Board and as amended from time to time;

“Register” means the register of Members kept in accordance with clause 30;

“Replaceable Rules” has the meaning given to it in the Act;

“Representative” has the meaning given to it in the Act;

“Society” means the Pharmaceutical Society of Australia Limited ACN 008 532 072;

“State” means a state of the Commonwealth of Australia;

“Student Member” is a Member as defined in clause 20 or a person who has been admitted to Student Membership. **“Student Membership”** has the corresponding meaning; and

“Territory” means a territory of the Commonwealth of Australia.

3. Interpretation

- 3.1 Unless the contrary intention appears in this Constitution:
- an expression in this Constitution has the same meaning as in the Act;
 - if an expression is given different meanings in different provisions of the Act, the expression has the same meaning as the Act in respect of the subject matter to which it refers.
- 3.2 Headings are for convenience only and do not affect the interpretation of this Constitution.
- 3.3 A reference to:
- one gender includes each other gender;
 - the singular includes the plural and the plural includes the singular; and
 - a person includes a body corporate.
- 3.4 This Constitution prevails over any By-Laws created in accordance with this Constitution to the extent there is any inconsistency between any provision of a By-Law and any clause under this Constitution.
- 3.5 This Constitution may be amended by special resolution of Members who are entitled to vote at a general meeting in accordance with this Constitution.
- 3.6 Where a notice is required to be given by a Member to the Society in writing, the Member may, where applicable, submit the notice via the Society’s website or by email or by facsimile transmission to the appropriate officer.

4. Service of Notices

- 4.1 A notice may be given by the Society to any Member either by serving it on the Member personally at the address shown in the Register or any other communication method approved by the Board.
- 4.2 A notice or communication will be deemed to have been delivered:
- if by prepaid post, in ten working days if sent within Australia and in fifteen working days if sent by air mail from one country to another; or
 - if by facsimile, at the time recorded by the transmitting machine, unless within one working day the sender is informed that the transmission was received incomplete or in garbled form, in which case a re-transmitted notice or other communication will be received when it is effectively delivered in accordance with this clause 4.2b; or
 - if transmitted electronically, at the time the transmitting computer records the transmission, unless within one working day the sender is informed that the transmission was received incomplete or in garbled form, in which case a re-

transmitted notice or other communication will be received when it is effectively delivered in accordance with this clause 4.2c.

5. Persons Entitled to Notice of General Meeting

- 5.1 Notice of every general meeting must be given in the manner authorised by clause 4 to:
- a. every Member; and
 - b. the auditor for the time being, if any, of the Society.
- 5.2 No other person is entitled to receive notice of general meetings.

6. National Office

- 6.1 The National Office of the Society will be in the Australian Capital Territory until otherwise determined by the Board.

7. Objects

- 7.1 The Objects for which the Society is established include, but are not limited to, developing and implementing policies and strategies to:
- a. articulate and facilitate the most effective role for Pharmacists and the practice of pharmacy within the Australian health care system;
 - b. determine and articulate the ethical, legal and professional standards and responsibilities of Pharmacists and the practice of pharmacy in the interests of the community;
 - c. liaise with allied professional groups, pharmacy and other organisations, and to represent Pharmacists whilst also protecting the rights, privileges and professional status of pharmacy;
 - d. liaise with government and governmental agencies on all matters affecting the practice of pharmacy;
 - e. monitor workforce trends and research to identify implications for pharmacy workforce planning;
 - f. cooperate with teaching institutions to develop *inter alia* appropriate pharmacy education and training and re-training programs for Pharmacists and the practice of pharmacy;
 - g. initiate, coordinate and implement educational and other programs for professional development and practice support for pharmacy;
 - h. promote and support initiatives and research into pharmacy practice and science;
 - i. develop and disseminate policies for the effective practice of pharmacy;
 - j. ensure representation of and advocacy for Pharmacists and the practice of pharmacy;
 - k. undertake relevant publishing activities for the benefit of the practice of pharmacy;
 - l. to protect and further the interests of, and generally do anything which may be considered beneficial for, its Members; and
 - m. anything ancillary to the Objects set out in clauses 7.1a to 7.1l.
- 7.2 The Society may only exercise the powers in section 124(1) of the Corporations Act to:
- a. carry out the Objects; and
 - b. do all things incidental or convenient in relation to the exercise of power under clause 7.2a.

8. Application of Income and Property

- 8.1 The income and property of the Society, from wherever it is derived, must be applied solely towards the promotion of the Objects of the Society as set out in this Constitution.

9. No Distribution to Members

- 9.1 No portion of the income or property of the Society may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Society.
- 9.2 Clause 9.1 does not prevent:
- a. the payment in good faith of remuneration to any officer, servant or Member of the Society in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual way of business;
 - b. the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this clause on money borrowed from any Member of the Society;
 - c. the payment of any grant, prize or scholarship to a Member who has been awarded such grant, prize or scholarship; or
 - d. the payment of reasonable and proper rent for premises demised or let by any of the Society.

10. Limited Liability

- 10.1 The liability of the Members is limited.

11. Guarantee

- 11.1 Every Member of the Society undertakes to contribute such amount as may be required, not exceeding \$50.00, to the property of the Society in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member for payment:
- a. of the debts and liabilities of the Society (contracted before he or she ceases to be a Member);
 - b. of the costs, charges and expenses of winding up; and
 - c. for the adjustment of the rights of the contributors among themselves.

BRANCHES

12. Branches

- 12.1 The Society may establish a Branch in each State or Territory or other areas as the Board may from time to time decide.
- 12.2 The following Branches already have been established by the Board:
- a. New South Wales Branch of the Pharmaceutical Society of Australia Ltd;
 - b. Queensland Branch of the Pharmaceutical Society of Australia Ltd;
 - c. South Australian and Northern Territory Branch of the Pharmaceutical Society of Australia Ltd;
 - d. Tasmanian Branch of the Pharmaceutical Society of Australia Ltd;
 - e. Victorian Branch of the Pharmaceutical Society of Australia Ltd;
 - f. Western Australian Branch of the Pharmaceutical Society of Australia Ltd; and

- g. Australian Capital Territory Branch of the Pharmaceutical Society of Australia Ltd.
- 12.3 The Board may determine, amend and repeal the By-Laws that govern the operations of Branches. Branches will comply with those By-Laws and any directions of the Board.
- 12.4 The Board will establish an office in each existing Branch that will be resourced to perform the functions of that Branch.

MEMBERSHIP

13. Membership

- 13.1 The Members of the Society are:
 - a. the Members of the Society as at the date of adoption of this Constitution as amended; and
 - b. such other persons the Board admits to membership in accordance with this Constitution.
- 13.2 No person may be an Ordinary Member unless that person is a Pharmacist as defined by this Constitution.
- 13.3 The Post Nominals approved by the Board may be used by Members as authorised in the By-Laws.

14. Compliance with Rules

- 14.1 Every Member will be bound by and in all respects comply with and observe the provisions of the Constitution of the Society and will conform with any By-Laws of the Society, any code of professional conduct that may be adopted by the Board, and any other rules which may be lawfully made by the Society.
- 14.2 Every Member must be of good standing and must not do or suffer to be done any act or thing detrimental to the Society or which may bring the reputation of the Society or other Members into disrepute.
- 14.3 In accordance with clause 29, the Board may at any time, at its discretion, institute disciplinary proceedings against any Member that may include suspension or termination of Membership.

15. Categories of Membership

- 15.1 The categories of membership are:
 - a. Ordinary Members, comprising Members in the following sub-categories:
 - (i) full Members;
 - (ii) fellows;
 - (iii) life Members;
 - (iv) life fellows; and
 - (v) Honorary Members or honorary fellows who are Pharmacists;
 - b. Associate Members;
 - c. Affiliate Members;
 - d. Honorary Members, comprising Members in the following sub-categories:
 - (i) Honorary Members;
 - (ii) subject to clause 15.2, honorary fellows;
 - e. Student Members;

- f. International Members; and
 - g. Incorporated Members.
- 15.2 The category of honorary fellow will apply only to current holders of that category of Membership as at the date of adoption of the Constitution dated 30 April 2007.
- 16. Ordinary Members**
- 16.1 Any Pharmacist, as defined in this Constitution, may become an Ordinary Member of the Society on submitting an application in accordance with clause 25 and which is accepted by the Board. The Board may reject an application for Ordinary Membership if the Pharmacist does not meet all the requirements specified in this Constitution and the By-Laws.
- 16.2 Ordinary Membership of the Society will entitle Ordinary Members to participate in any activities of the Society as determined by the Board or the By-Laws.
- 16.3 The Board may by ordinary resolution admit as a fellow of the Society any Ordinary Member who is recommended by a Branch Committee for admission as a fellow or is nominated by any two Directors. The admission is effective from the date of the resolution.
- 16.4 Life status may be awarded by the Board to an Ordinary Member who has:
 - a. maintained Membership for a continuous period of a particular number of years, such period being determined by the By-Laws; or
 - b. made a significant contribution to the Society over an extended period.
- 16.5 Life status may be awarded by the Board to a fellow who has:
 - a. maintained Membership for a continuous period of a particular number of years, such period being determined by the By-Laws; or
 - b. made a significant contribution to the Society over an extended period.
- 17. Associate Members**
- 17.1 The Society may admit as an Associate Member:
 - a. a scientific person in any of the branches of knowledge embraced in the educational objectives of this Society and who, in the opinion of the Board, has aided and advanced any objectives of this Society; or
 - b. any person engaged in an activity associated with the practice of pharmacy who is not eligible to become an Ordinary Member of the Society but who holds a qualification that is approved by the Board.
- 17.2 Subject to clause 17.1, the Board may approve by ordinary resolution an application from any person for Membership as an Associate Member.
- 18. Affiliate Members**
- 18.1 The Board may admit as an Affiliate Member any person who is not a Pharmacist but who is involved in the practice of pharmacy and who complies with the requirements for Affiliate Membership as determined by the Board from time to time.
- 18.2 Subject to clause 18.1, the Board may approve by ordinary resolution an application from any person for Membership as an Affiliate Member.
- 19. Honorary Members**
- 19.1 The Board may, at its discretion, elect as an Honorary Member of the Society any person who is not a Pharmacist, but has made an outstanding contribution to the profession of pharmacy or related science and whom the Board considers to be worthy of that honour.

- 19.2 An Honorary Member is exempt from paying any annual subscriptions.

20. Student Members

- 20.1 Any person may be admitted as a Student Member if they are enrolled in a course which is:
- a. accredited by the Australian Pharmacy Council; and
 - b. intended to lead to registration as a Pharmacist.
- 20.2 Subject to clause 20.1, the Board may approve by ordinary resolution an application from any person for Membership as a Student Member.

21. International Members

- 21.1 The Board may by ordinary resolution admit as an International Member of the Society any Pharmacist resident outside Australia who has applied in writing for International Membership.

22. Incorporated Members

- 22.1 The Board may by a resolution of 75% of the Board admit as an Incorporated Member of the Society an incorporated entity which demonstrates a commitment to furthering the Objects of the Society. The admission is effective from the date of the resolution.

23. Multiple Memberships Prohibited

- 23.1 No person may be a Member in more than one category or class or Branch.
- 23.2 If a person is eligible for Membership in more than one category or class or Branch, the person must nominate a preferred category or class or Branch in his/her application form. If a person wishes to change Membership categories, classes or Branches during the Membership year, he or she may apply to do so to the Board.

24. Voting Rights and Other Privileges

- 24.1 Notwithstanding any other provision in this Constitution, only Financial Ordinary Members:
- a. or their appropriately nominated representative have the right to vote at general meetings; and
 - b. have the right to stand for office.
- 24.2 The following categories of Members are not entitled to vote at general meetings nor to stand for office but are entitled to attend and speak at general meetings:
- a. Associate Members;
 - b. Affiliate Members;
 - c. Honorary Members and honorary fellows, who are not Pharmacists;
 - d. Student Members;
 - e. International Members; and
 - f. Incorporated Members.

25. Application Process

- 25.1 Applicants for Membership must apply to the Society by completing an application for Membership form. The CEO has authority to approve the membership application on this basis the application meets membership eligibility criteria.
- 25.2 Deleted.

25.3 Deleted.

25.4 Deleted.

26. Appealing Board Decision on Application

26.1 In the event that the Board rejects an application for Membership pursuant to clause 25.1, the applicant is at liberty to appeal against that rejection in accordance with the terms of this clause 26.

26.2 Written notice of such an appeal must be lodged with the Company Secretary within seven (7) days of service of the applicant being notified of the rejection pursuant to clause 25.1.

26.3 The Board will establish a committee for the purpose of conducting appeals against Board decisions concerning applications for Membership (**Appeals Committee**). The Appeals Committee will comprise of an independent panel of three experts, all chosen by the Board. The Appeals Committee may seek advice from any relevant source.

26.4 Within thirty-five (35) days after receipt of a notice of appeal from the applicant pursuant to clause 26.2, the Board must convene a meeting of the Appeals Committee.

26.5 At the Appeals Committee meeting convened under clause 26.4:

- a. the applicant must be given the opportunity to state their case orally or in writing, or both; and
- b. the Appeals Committee must vote by ballot on the question of whether the Board resolution (rejecting the application by the applicant) will be confirmed.

26.6 The Appeals Committee's decision, pursuant to clause 26.5b is final. The applicant is not entitled to appeal the Appeals Committee's decision.

26.7 In the event that the Appeals Committee confirms the Board's decision to reject the application, the applicant will be required to pay the reasonable costs incurred by the Society in arranging for the Appeals Committee to review the decision of the Board.

26.8 The applicant is not permitted to bring any legally qualified person to the Appeals Committee meeting referred to in clause 26.5.

26.9 Natural justice will be applied during every appeals process under this clause 26, requiring the Appeals Committee to act fairly, in good faith and without bias or conflict of interest when making its decision.

27. Notification of Change in Circumstances

27.1 Each Member must promptly notify the Society in writing of any change in that Member's eligibility for Membership class, category or pricing category of the Society.

28. Code of Conduct/Ethics

28.1 The Board may approve a code of conduct/ethics that will apply to all Members.

28.2 All Members will be required to comply with the code of conduct/ethics.

29. Disciplinary Procedures

29.1 A Member may be expelled or suspended from Membership of the Society if the Member:

- a. has persistently refused or neglected to comply with a provision or provisions of this Constitution or the By-Laws;

- b. has persistently or wilfully acted in a manner prejudicial to the interests of the Society;
 - c. deliberately misrepresents the policies and activities of the Society to another party in a manner which is intended to damage or hinder the Society's capacity to conduct its business; or
 - d. is in breach of the Society's code of conduct/ethics,
- and the process contained in this clause 29 is followed.
- 29.2 The CEO will conduct an initial investigation into any alleged misconduct by a Member (as defined by clause 29.1) and present the results of that investigation to the Board.
- 29.3 If the Board, upon considering the material prepared by the CEO pursuant to clause 29.2, resolves by a 75% majority to expel or suspend the Member in question under clause 29.1, the Board must serve the Member with a notice in writing:
- a. setting out the resolution of the Board and the grounds upon which it is based;
 - b. stating that the Member may respond to the Board at a meeting of the Board to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice;
 - c. stating the date, place and time of the Board meeting; and
 - d. informing the Member that the Member may do either or both of the following:
 - (i) attend and speak before the Board;
 - (ii) submit to the Board at or prior to the date of the Board meeting written representations relating to the resolution.
- 29.4 At the Board meeting held in accordance with clause 29.3, the Board must:
- a. transact no business other than the question of the alleged misconduct by the Member;
 - b. give the Member an opportunity to make oral representations;
 - c. give due consideration to any written representations submitted to the Board by the Member at or prior to the Board meeting; and
 - d. resolve by a 75% majority whether to confirm the decision to expel or suspend the Member.
- 29.5 The Member must be notified in writing of the decision of the Board within seven (7) days. If the Board confirms its earlier resolution to expel or suspend the Member, the Member must also be notified of the right of appeal available under clause 29.8.
- 29.6 A resolution confirmed by the Board under clause 29.4 does not take effect:
- a. until the expiration of the period within which the Member is entitled to appeal against the resolution; or
 - b. if the Member exercises the right of appeal, until the Disciplinary Committee confirms the resolution pursuant to clause 29.10.
- 29.7 The Board will establish a committee for the purpose of conducting disciplinary proceedings against a Member (**Disciplinary Committee**). The Disciplinary Committee will comprise of an independent panel of three experts, all chosen by the Board. The experts will be chosen based upon the nature of the alleged misconduct by the Member. The Disciplinary Committee may seek advice from any relevant source.
- 29.8 A Member may appeal to the Disciplinary Committee against a resolution of the Board, which is confirmed under clause 29.4. Written notice of such an appeal must be lodged with the Company Secretary within seven (7) days of service of the notice required under clause 29.5.
- 29.9 Within thirty-five (35) days after receipt of a notice of appeal from the Member pursuant to clause 29.8, the Disciplinary Committee must convene a meeting.

- 29.10 At the Disciplinary Committee meeting convened under clause 29.9:
- a. the Member must be given the opportunity to state their case orally or in writing, or both; and
 - b. the Disciplinary Committee must vote by ballot on the question of whether the resolution will be confirmed.
- 29.11 The Disciplinary Committee's decision, pursuant to clause 29.10b is final. The Member is not entitled to appeal the Disciplinary Committee's decision.
- 29.12 The Member the subject of these disciplinary procedures is entitled to:
- a. subject to clause 29.12b, bring a support person to any meeting with the Disciplinary Committee or the Board, which meetings are being held pursuant to this clause 29; and
 - b. if the support person is legally qualified, the Member must notify the Disciplinary Committee or the Board (as the case may be) at least five (5) business days before the meeting that the support person attending the meeting will be legally qualified.
- 29.13 Natural justice will be applied during every disciplinary process under this clause 29, requiring the Board and Disciplinary Committee to act fairly, in good faith and without bias or conflict of interest when making its decision.

30. Register of Members

- 30.1 A Register of Members must be kept in accordance with the Act.
- 30.2 The following must be entered in the Register in respect of each Member:
- a. the full name of the Member;
 - b. the address of the Member;
 - c. the name and address of any Representative of that Member;
 - d. the class and/or category of Membership;
 - e. the Branch to which the Member belongs;
 - f. the date of admission to and cessation of Membership;
 - g. the date of last payment of the Member's annual subscription; and
 - h. such other information as the Board requires.
- 30.3 Each Member must notify the Company Secretary in writing of any change in that Member's name, address, contact details, category or Membership class as required by the Board within one month after the Member's details have changed.
- 30.4 All notices given in accordance with clause 4 and clause 5 to the address last notified by the Member will be considered fully received by that Member.

ANNUAL SUBSCRIPTION

31. Annual Subscription

- 31.1 The annual subscription payable by a Member is the sum as determined by the Board annually, provided that any single increase in excess of 20% of the previous subscription must be approved by the Members at a general meeting.
- 31.2 Subject to clause 31.1, the Board may determine By-Laws for the subscription to be paid by each category of Member, and for any other matter relevant to the payment of subscriptions.

- 31.3 All annual subscriptions are due and payable to the Society in advance on the date that Membership commenced and annually thereafter or as otherwise determined by the Board.
- 31.4 The Board has full unfettered discretion in the annual subscriptions it charges to a Member or a group of Members or a category of Members.
- 31.5 No annual subscription is payable by the following Members:
- a. Honorary Members and honorary fellows; and
 - b. life Members and life fellows.
- 31.6 The Board may in its discretion:
- a. determine that:
 - (i) no annual subscription is payable; or
 - (ii) a discounted annual subscription is payable by a Member or Members in a given year or years; and
 - (iii) a Member's Membership be suspended for a predetermined period; and
 - b. extend the time for payment of the annual subscription by any Member.

32. Unpaid Subscriptions

- 32.1 If the subscription of a Member remains unpaid after falling due, the Member's rights and privileges will cease but these may be reinstated on payment of all arrears under terms determined by the Board.
- 32.2 If the subscription remains unpaid after 2 months of it falling due, the Member's Membership is terminated. A Member whose Membership has been terminated under this clause 32.2 may re-apply for Membership in accordance with this Constitution and any By-Laws.

33. Additional Contributions

- 33.1 The Board may from time to time levy such per capita contribution from Members liable to pay subscriptions as in the Board's opinion is required for the purposes of the Society provided that such levies will not in any one calendar year exceed an amount equal to the then annual subscription payable by a Member.

CESSATION OF MEMBERSHIP

34. Cessation of Membership

- 34.1 A Member ceases to be a Member:
- a. on the death of the Member;
 - b. if the Member resigns whilst financial by giving written notice to the Society;
 - c. if the Member is removed as a Member under clause 32.2 for failure to pay subscriptions;
 - d. if the Member no longer qualifies for his or her class of Membership; or
 - e. if the Member's membership is terminated by the Disciplinary Committee or the Board in accordance with clause 29.

35. Resignation

- 35.1 A Member may resign from Membership by giving written notice to the Society.
- 35.2 A Member's resignation will be effective from the date of receipt of notice by the Society of the resignation or such later date as is provided for in the notice.
- 35.3 Unless otherwise approved by the Board, a Membership subscription is not refundable on resignation or termination of that Member's Membership.

36. Effect of Cessation of Membership

- 36.1 Any Member who ceases to be a Member within the provisions of this Constitution remains liable to pay to the Society any monies whatsoever which, at the time of the Member ceasing to be a Member, the Member owes to the Society on any account whatsoever and for any sum for which the Member is liable under clause 11.

GENERAL MEETINGS

37. Convening of General Meetings

- 37.1 Except as permitted by law, the annual general meeting must be held at least once in every calendar year and within five months of the end of the Society's financial year.
- 37.2 The Board may whenever it thinks fit convene a general meeting. Such meetings must be held at a reasonable time and place.
- 37.3 Except as provided in the Act, no Member is and no Members together are entitled to convene a general meeting.
- 37.4 The Society may hold a general meeting of its Members in two or more venues using any technology that gives Members as a whole a reasonable opportunity to participate.

38. Notice of General Meetings

- 38.1 Except where the Act requires that more than 21 days' notice be given and except where the Act allows a shorter notice to be given by agreement, at least 21 days' notice (exclusive of the day on which the notice is served or deemed served and of the day for which notice is given) of a general meeting must be given to such persons as are entitled to receive notices from the Society.
- 38.2 A notice of a general meeting must specify:
- a. the place, the day and the hour of meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - b. the general nature of the meeting's business;
 - c. in the case of special business, the general nature of the special business;
 - d. in relation to the Financial Ordinary Members, a statement that they are entitled to use a proxy, and any additional information regarding the Society's policies on the appointment of proxies; and
 - e. in the case of a special resolution, the intention of the special resolution as well as stating the resolution itself.

39. Accidental Omission to Give Notice

- 39.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this Constitution or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

40. Postponement or Cancellation of General Meetings

- 40.1 Subject to the provisions of the Act and this Constitution the Board may cancel a general meeting of the Society:
- a. convened by the Board; or

- b. which has been convened by a Member or Members pursuant to the Act upon receipt by the Society of a written notice withdrawing the requisition signed by that Member or those Members.
- 40.2 The Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
- 40.3 Where any general meeting is cancelled or postponed or the venue for the same is changed:
 - a. the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - b. any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

41. Representatives

For the purposes of this Constitution:

- a. A signature by a Representative of an Incorporated Member on behalf of that Incorporated Member is taken to be the signature of that Incorporated Member for the purposes of this Constitution.
- b. Any power or right of an Incorporated Member as granted by this Constitution can be exercised by the Representative of that particular Incorporated Member.
- c. Incorporated Members are represented at meetings of Members by their Representatives, subject to the right of a Representative to appoint a proxy pursuant to clause 56.
- d. Any notice served on a Representative will be deemed to be service on the Incorporated Member which is represented by that particular Representative.
- e. The actions of a Representative bind the Incorporated Member which is represented by that particular Representative.
- f. Each Representative will comply with the terms of this Constitution in all matters pertaining to the Society as if a Member himself or herself.

PROCEEDINGS AT GENERAL MEETINGS

42. Meaning of “Member”

- 42.1 For the purpose of ascertaining if a person is entitled to vote at a general meeting or join in demanding a poll, “Member” means any Financial Ordinary Member, being an individual, who is present in person or by proxy or attorney.
- 42.2 For the purpose of ascertaining any quorum at a general meeting required by this Constitution, “Member” means any Financial Ordinary Member, being an individual, who is present in person.

43. Quorum

- 43.1 No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 43.2 Twenty Financial Ordinary Members constitute a quorum.

44. Absence of Quorum

- 44.1 If a quorum is not present within 30 minutes after the time appointed for the meeting:
- a. where the meeting was convened upon the requisition of Members in accordance with the Act the meeting is dissolved; or
 - b. in any other case:
 - (i) the meeting stands adjourned to the day, and at the time and place, which the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

45. Ordinary and Special Business

- 45.1 The business of an annual general meeting is:
- a. to receive and consider the profit and loss account, the balance sheet, the reports of the Directors and of the auditors (if required under the Act), and the Directors' statement, if required by the Act, which are to be attached to the accounts of the Society;
 - b. when necessary and required by the Act, to appoint auditors; and
 - c. to transact any other business which under this Constitution or the Act ought to be transacted at an annual general meeting.
- 45.2 All other business transacted at an annual general meeting and all business transacted at any other general meeting is special.

46. Notices of Motion

- 46.1 All matters to be raised at a general meeting from the Board, Branch Committee or from any other officer or Member of the Society, must be submitted to the chairperson at least 21 days prior to the meeting being held.
- 46.2 No matter will be considered at a general meeting if it has not been submitted in accordance with clause 46.1. Leave may be granted by a vote of 75% of the Directors present during the general meeting to introduce other business, provided it is of a special or urgent nature.

47. Chairperson

- 47.1 The National President, if present, presides as chairperson at every general meeting.
- 47.2 Where a general meeting is held and:
- a. there is no National President; or
 - b. the National President is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling or unable to act;
- either of the National Vice-Presidents, if present, presides as chairperson of the meeting or, if neither of the National Vice-Presidents is present or is unwilling or unable to act, the Members present must elect, by simple majority, any one of their number to be chairperson of the meeting.

48. Adjournment of Meetings

- 48.1 The chairperson may with the consent of any meeting at which a quorum is present, and must if so directed by the Members, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 48.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 48.3 Except as provided by clause 48.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

49. Voting Rights

- 49.1 Subject to clause 42 and clause 50, at any general meeting of Members each Member present and who is entitled to vote, has one vote.

50. Voting Disqualification

- 50.1 An Ordinary Member is not entitled to vote at a general meeting if that Member is not a Financial Ordinary Member at the date of the meeting or the postponed or adjourned meeting.

51. Power to Demand a Poll

- 51.1 At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- by the chairperson; or
 - by at least three Members who are entitled to vote.

52. Evidence of Resolutions

- 52.1 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the record of the proceedings of the Society, signed by the chairperson of that or the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

53. Conduct of Poll

- 53.1 If a poll is duly demanded, it must be taken in such a manner and, subject to clause 53.2, either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 53.2 A poll demanded on the election of a chairperson or on a question of adjournment must be taken at once without adjournment.
- 53.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 53.4 The demand for a poll may be withdrawn.

54. Casting Vote

- 54.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has discretion both as to use of the casting vote and as to the way in which it is used.

55. Objections to Exercise of Voting Rights

- 55.1 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 55.2 The objection must be referred to the chairperson of the meeting, whose decision is final.
- 55.3 A vote not disallowed following the objection is valid for all purposes.

PROXIES

56. Appointment of Proxy

- 56.1 A Member may appoint one proxy. A proxy does not need to be a Member.

57. Deposit of Proxy and Attorney Instrument

- 57.1 An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Board is or are deposited at the registered office of the Society or at any other place specified for that purpose in the notice convening the meeting not less than 24 hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.
- 57.2 For the purpose of clause 57.1 it is sufficient if the proxy is received at the registered office of the Society by any means of communication as determined by the Board in a reasonably legible form. If the proxy is required to be accompanied by other documents then these documents may also be received at the registered office by any means determined by the Board.

58. Proxy Instrument to be in Writing

- 58.1 An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.

59. Form of Proxy

- 59.1 The instrument of proxy must be in the form prescribed by the Board from time to time, but the form must:
 - a. enable the Member to specify the manner in which the proxy must vote in respect of a particular matter; and
 - b. leave a blank for the Member to fill in the name of the person primarily appointed as proxy.
- 59.2 Despite clause 59.1, an instrument appointing a proxy may be in the form or in a form that is similar to that set out in Appendix A.

60. Effect of Proxy Instrument

- 60.1 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 60.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise. A proxy can be a standing proxy for a specific period up to a maximum of twelve (12) months.
- 60.3 A proxy may be revoked at any time by notice in writing to the Society.

61. Voting Rights of Proxies and Attorneys

- 61.1 If the instrument appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 61.2 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
- the previous death or unsoundness of mind of the principal; or
 - the revocation of the instrument (or of the authority under which the instrument was executed) or of the power;
- if the Society has not received written notification of the death, unsoundness of mind or revocation at the registered office of the Society before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

THE BOARD

62. Deleted

63. Number of Directors

- 63.1 The number of the Directors must be no fewer than seven and no more than twelve.

64. Eligibility

- 64.1 The Members who are eligible to hold a position of Director in the Society are Ordinary Members, including all its sub-categories, who are Financial Ordinary Members.

65. Composition of the Board

- 65.1 The Directors comprising the Board will be elected from the Branch Committees in accordance with clauses 65.1 and 65.3 or appointed in accordance with clause 65.4. The Branches may appoint Directors (**Branch-Appointed Directors**) as follows:
- one Director appointed by and from the New South Wales Branch Committee;
 - one Director appointed by and from the Victorian Branch Committee;
 - one Director appointed by and from the Queensland Branch Committee;
 - one Director appointed by and from the South Australian and Northern Territory Branch Committee;
 - one Director appointed by and from the Tasmanian Branch Committee;
 - one Director appointed by and from the Australian Capital Territory Branch Committee;
 - one Director appointed by and from the Western Australia Branch Committee when established; and
- such appointments will be effective on receipt by the Society of both written notification of appointment from the Branch Committee and a signed consent from the Branch-Appointed Director.
- 65.2 Branch-Appointed Directors must be members of the Branch Committee from which they are appointed or elected at all times during their term as a Director.
- 65.3
- A further Branch-Appointed Director may be appointed by any Branch Committee where that Branch satisfies the criteria set out in this clause 65.3.

- b. A Branch is eligible to appoint a further Branch-Appointed Director when a Branch has more than twenty per cent (20%) of the Financial Ordinary Members of the Society who are eligible for membership of that Branch pursuant to the By-Laws.
- c. For the purposes of this clause 65.3, the following definitions apply:
 - (i) **“Three Year Cycle”** means a period of three years, where the first Three Year Cycle is the period 1 July 2011 to 30 June 2014, the second Three Year Cycle is the period 1 July 2014 to 30 June 2017 and each subsequent Three Year Cycle is each subsequent three year period thereafter;
 - (ii) **“Anniversary”** is 1 May; and
 - (iii) **“Remaining Branches”** means those Branches which were not eligible for the appointment of any further Branch-Appointed Directors pursuant to clause 65.3d(ii).
- d. The calculation required pursuant to clause 65.3b will occur as follows:
 - (i) the calculation will be conducted on each Anniversary in accordance with the provisions of this clause 65.3d;
 - (ii) on the Anniversary occurring in the same calendar year as the commencement of a Three Year Cycle, the calculation will be conducted for each Branch and will be used to determine how many Branch-Appointed Directors a Branch Committee can appoint in the election occurring at the commencement of that Three Year Cycle;
 - (iii) on the subsequent two Anniversaries following the Anniversary referred to in clause 65.3d(ii), the calculation will be carried out for the Remaining Branches to determine how many Branch-Appointed Directors the Branch Committees of the Remaining Branches can appoint in the elections for the remaining two years of that Three Year Cycle;
 - (iv) if a Remaining Branch is eligible to appoint a further Branch-Appointed Director pursuant to clause 65.3d(iii), the further Branch-Appointed Director will hold office only for the balance of that Three Year Cycle following their appointment; and
 - (v) subject to clause 67, if a Branch appoints more than one Branch-Appointed Director pursuant to clause 65.3d(ii) or clause 65.3d(iii), those Branch-Appointed Directors hold office for the:
 - (1) entire Three Year Cycle in the case of clause 65.3d(ii);
 - (2) balance of the Three Year Cycle following their appointment in the case of clause 65.3d(iii);

regardless of the results of subsequent calculations carried out for that Branch for that particular Three Year Cycle.
- e. The calculation referred to in this clause 65.3 is as follows:

$$\text{Percentage} = [a / 12] \times [100 / b]$$

Where:

- a* is the total of the number of Financial Ordinary Members of the Society who are eligible for membership of that Branch (pursuant to the By-Laws) calculated on the first day of each month for a period of twelve months ending on the relevant Anniversary; and
- b* is the total number of Financial Ordinary Members of the Society on the date of the relevant Anniversary.

Example

The following example is solely for the purposes of clarifying clause 65.3 (and ignores the transitional provisions contained in clauses 115 to 116 so as to keep the example simple).

This example relates to the first Three Year Cycle following the adoption of this Constitution, that is, 1 July 2011 to 30 June 2014.

First Anniversary – 1 May 2011

On 1 May 2011 a calculation is carried out for the purposes of clause 65.3b in relation to all of the Branches. The calculation results in the NSW Branch having a percentage which is greater than 20% (please refer to the calculation below), entitling the NSW Branch Committee to appoint two Branch-Appointed Directors to the Board for the Three Year Cycle 1 July 2011 to 30 June 2014.

Second Anniversary – 1 May 2012

On 1 May 2012, calculations are carried out in relation to all of the Remaining Branches. There is no need to carry out a calculation for the NSW Branch as the Branch-Appointed Directors it appointed the previous year will hold office for the entire Three Year Cycle, even if a calculation carried out on 1 May 2012 or 1 May 2013 resulted in a percentage which is less than 20%.

As a consequence of the calculations carried out on 1 May 2012, the SA Branch now has a percentage which exceeds 20%. Pursuant to clause 65.3d(iv), the SA Branch Committee has to appoint a second Branch-Appointed Director. This second Branch-Appointed Director will hold office for the period 1 July 2012 to 30 June 2014.

Third Anniversary – 1 May 2013

On 1 May 2013, calculations are carried out in relation to all of the Remaining Branches (that is, all Branches except NSW and SA). There is, once again, no need to carry out calculations for the NSW Branch and SA Branch as the Branch-Appointed Directors these two Branches appointed the previous two year will hold office until the end of the Three Year Cycle, even if a calculation carried out on 1 May 2013 resulted in a percentage which is less than 20%.

As a consequence of the calculations carried out on 1 May 2013, the Tas Branch now has a percentage which exceeds 20%. Pursuant to clause 65.3d(iv), the Tas Branch Committee has to appoint a second Branch-Appointed Director. This second Branch-Appointed Director will hold office for the period 1 July 2013 to 30 June 2014.

On 1 May 2014, all of the Branches will have to undergo a new calculation for the Three Year Cycle 1 July 2014 to 30 June 2017.

Calculation:

Following is an example of a calculation for the NSW Branch carried out on 1 May 2011.

‘a’ - Number of Financial Ordinary Members of the Society who are eligible for membership of the NSW Branch:

*1 June 2010 – 4,356 Members
1 July 2010 – 4,365 Members
1 August 2010 – 4,370 Members
1 September 2010 – 4,369 Members
1 October 2010 – 4,368 Members
1 November 2010 – 4,371 Members
1 December 2010 – 4,374 Members*

1 January 2011 – 4,373 Members
1 February 2011 – 4,374 Members
1 March 2011 – 4,370 Members
1 April 2011 – 4,372 Members
1 May 2011 – 4,375 Members

'a' equals the total which is 52,437

The average is 4,369.75 Members.

'b' – Total number of Financial Ordinary Members of the Society on 1 May 2011 is 16,000.

The calculation results in a percentage which is:

$$4,369.75 \times 100/16,000 = 27.31\%$$

Hence, as at 1 May 2011, the NSW Branch has a percentage of 27.31%, entitling it to appoint a second Branch-Appointed Director to the Board for the Three Year Cycle 1 July 2011 to 30 June 2014.

- 65.4 The Board may by a vote of 75% of the Directors appoint up to three further Directors (**Board-Appointed Directors**) who may be external to the Society but who have specific experience and expertise which may benefit the Society. One of these Directors may be the CEO.

65.5

- a. Subject to clause 65.5b, the Immediate Past National President may attend meetings of the Board as an Observer during the first year following the end of his or her term as National President, except where a majority of Directors otherwise request. The Immediate Past National President is not entitled to vote at Board meetings.
- b. Clause 65.5a does not apply in the event that the Immediate Past National President is also a Director.

66. Deleted

67. Vacation of Office of Director

- 67.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
- a. retires from office by giving written notice in writing to the Company Secretary (which notice cannot be effective earlier than the date the notice is given to the Company Secretary);
 - b. in the case of a Branch-Appointed Director, ceases to be a member of the Branch Committee from which he or she has been appointed;
 - c. is removed by the Branch Committee from which he or she has been appointed;
 - d. is removed from office by the Society in a general meeting passing a resolution that the Director be removed in accordance with the Act and clause 70.1;
 - e. 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;
 - f. becomes bankrupt;
 - g. is absent from three consecutive Board meetings without the prior leave of the Board and the Board resolves that his or her office be vacated;
 - h. holds an office of profit within the Society (other than as permitted under clause 71); or

- i. is no longer a Financial Ordinary Member.

68. Term of Appointment

- 68.1 Each Branch-Appointed Director will hold office for a term of up to three years commencing on 1 July following their election, in accordance with processes specified in the By-Laws.
- 68.2 Prior to each election of the Branch-Appointed Directors, one third (1/3) (or the nearest whole number) of the Branch-Appointed Directors, being those Branch-Appointed Directors whose term shall end at the next 30 June, shall tender their resignation effective from that 30 June.
- 68.3 Board-Appointed Directors will hold office for a term determined by the Board. There is no limit on the number of consecutive terms for which a Board-Appointed Director can hold office.
- 68.4 Subject to clause 65.3 which determines how many Branch-Appointed Directors can be appointed to the Board from each Branch, each Branch-Appointed Director is eligible for appointment for a maximum of four consecutive three year terms. A Branch-Appointed Director who has served four consecutive terms may be reappointed as Director after a period of three years has elapsed since his or her previous term as a Branch-Appointed Director.

69. Casual Vacancies

- 69.1 Subject to the Act, in the event of any casual vacancy in the position of:
 - a. an office bearer - the Board may at any time appoint a Director to fill that casual vacancy;
 - b. a Branch-Appointed Director – the Branch Committee shall appoint a new Branch-Appointed Director. If the Branch Committee fails to appoint a replacement Director within 3 months, the Board may appoint a Director from that Branch Committee;
 - c. a Board-Appointed Director – the Board may at any time appoint a new Board-Appointed Director for a new term.
- 69.2 Any Branch-Appointed Director appointed to fill a casual vacancy shall hold office for the remainder of the term of the vacating Branch-Appointed Director.
- 69.3 The Board may act despite any vacancy in their body, but if the number falls below the minimum required by the Act, the Board may act:
 - a. for the purpose of increasing the number of Directors to the minimum; or
 - b. for the purpose of convening a general meeting; or
 - c. in emergencies;but for no other purpose.
- 69.4 For the purposes of clause 68, the initial term of a Director appointed to fill a casual vacancy will not be regarded as a first term of appointment where such initial term does not exceed one year.

70. Members' Right to Remove a Director

- 70.1 Subject to the Act, the Members may by resolution in a general meeting remove a Director from office prior to the expiration of the Director's term.
- 70.2 A Director to whom a resolution under clause 70.1 relates may submit written representations to the Company Secretary or the National President. The representations may be sent to each Member or, if they are not sent, the Director is entitled to require that the representations be read out at the meeting at which the resolution is considered.

71. Remuneration and Expenses of Directors

- 71.1 No payment shall be made to any Director other than payment:
- a. of Director's fees or sitting fees or reimbursement of expenses in accordance with the PSA Committee Remuneration Policy; and
 - b. for services rendered by a Director in a professional or technical capacity where the provision of such services and the amount payable have prior approval of the Board and where the amount does not exceed an amount that is commercially reasonable for those services.
- 71.2 Despite clause 67.1.h, the Chief Executive Officer may be appointed as the Managing Director and hold an office of profit within the Society.

POWERS AND DUTIES OF THE BOARD

72. General Business Management

- 72.1 Subject to the Act and to any other provision of this Constitution, the business of the Society is managed by or under the direction of the Board which may exercise all powers of the Society which are not, by the Act or by this Constitution, required to be exercised by the Society in general meeting.
- 72.2 No clause made or resolution passed by the Society in general meeting can invalidate any prior act of the Board that would have been valid if that clause or resolution had not been made or passed.

73. Powers of the Board

- 73.1A The Board will be responsible for fulfilling all of the governance requirements of the Society, including, but not limited to governing the affairs of the Society that the Corporations Act, this Constitution and the By-laws, do not require to be exercised by the Society in general meeting.
- 73.1 Specifically and subject to this Constitution, the Board will have power to:
- a. determine the policy and administration of the Society;
 - b. direct the policy and administration of the Society in all matters affecting the interest of Members;
 - c. control the national fund and to vote money and to pass accounts relating to the funds of the Society;
 - d. fix allowances of Directors and officers of the Society where appropriate;
 - e. establish a special fund to achieve any of the Objects of the Society;
 - f. exercise any powers which may from time to time be vested in it in addition to or in lieu of the powers conferred by this clause;
 - g. exercise all such powers not expressly provided by this clause and which are necessarily incidental to the execution of any power vested in the Board by this clause or any other clause in this Constitution or the attainment of any of the Objects of the Society;
 - h. monitor implementation and compliance with the Society's approved strategies and policies; and
 - i. recruitment of the CEO.
- 73.2 The Board may determine By-Laws governing the election procedures of Directors, and any other Director related activities, including the holding of Board meetings.
- 73.3 The Board:
- a. by a 75% majority resolution; and

- b. of which resolution the Board has received at least twenty one (21) days prior notice;
- may make, amend or repeal any By-Laws for the internal management and administration of the Society or on any other matter authorised by this Constitution.

74. Borrowing Powers

- 74.1 Without limiting the generality of clause 72.1, the Board may exercise all the powers of the Society to borrow money, to charge any property or business of the Society and to issue debentures or give any other security for a debt, liability or obligation of the Society or of any other person.

75. Negotiable Instruments

- 75.1 All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society may be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors determine from time to time.

76. Appointment of Attorney

- 76.1 The Board may appoint any person or persons to be the attorney or attorneys of the Society:
- a. for the purposes;
 - b. with the powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors);
 - c. for the period; and
 - d. subject to the conditions;
- it thinks fit.
- 76.2 Any power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

77. Committees of the Board

- 77.1 The Board may delegate any of its powers to:
- a. any or all of the Branch Committees; and
 - b. any other committees consisting of those Directors or other persons it thinks fit;
- and may revoke any such delegation at any time.
- 77.2 Any committee formed under clause 77.1 must, in the exercise of the powers so delegated, conform to any requirements that may from time to time be imposed upon it by the Board and must report regularly to the Board.
- 77.3 The meetings and proceedings of any committee consisting of two or more Members are governed by the provisions in this Constitution regulating the meetings and proceedings of the Board.
- 77.4 The National President, or any person nominated by the National President, will be an ex-officio member of any committee appointed under clause 77.1b. The National President will not have voting rights on these committees, but will have the power to stay the proceedings if he or she thinks it appropriate to do so in the best interests of the Society. The National President will then refer the issue to the Board for resolution.

- 77.5 The Chief Executive Officer will be an ex-officio member of any committee appointed under clause 77.1b, with identical rights and powers to the other committee members, with the exception that the CEO will not be entitled to vote.

PROCEEDINGS OF THE BOARD

78. Meetings of the Board

- 78.1 The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit, subject to this Constitution and any By-Laws.
- 78.2 Despite clause 78.1, the Board will meet face to face at least four times a year, at such a place on such a day and at such an hour as is determined by the Board, providing that at least seven days notice is given to each Director. The Board may determine to have additional meetings (which do not necessarily have to be face to face), in which case the CEO, on request from the National President, National Vice-President or any two Directors, will convene a meeting of Directors.
- 78.3 The minutes of any Board meeting must state the method of meeting, the persons present and the business transacted.

79. Convening of Meeting

- 79.1 The Chief Executive Officer must on the requisition of:
- the National President;
 - the National Vice-President; or
 - any two Directors,
- convene a meeting of the Directors.

80. Notice of Meeting

- 80.1 Subject to clause 80.2, seven days notice of every Board meeting must be given to each Director and alternate Director by the Chief Executive Officer except that it is not necessary to give notice of a Board meeting to any Director who:
- has been given special leave of absence; or
 - is absent from Australia and has not left any contact details at which he or she may be given notice.
- 80.2 Where, in the reasonable opinion of the National President or CEO, a matter must be resolved in less than seven days, the requirement to provide seven days notice may be waived, in which case a period of notice reasonable in the circumstances may be provided.
- 80.3 Any notice of a Board meeting may be given in writing or orally, or by any other acceptable communication method as approved by the Board.

81. Quorum

- 81.1 At a Board meeting, the number of Directors whose presence is necessary to constitute a quorum is the nearest whole number greater than half the number of Directors entitled to vote (or such greater number as is determined by the Board). If a quorum is not present the meeting will stand adjourned to a date, time and place determined by the chairperson.
- 81.2 An alternate Director is counted in a quorum at a meeting at which the Director who appointed the alternate is not present (so long as the alternate is, under the Act, entitled to vote).

82. Chairperson at Board Meetings

82.1 The National President is the chairperson of all Board meetings.

82.2 At a Board meeting, if:

- a. no National President has been elected as provided by clause 100 and clause 101; or
- b. the National President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling or unable to act;

either of the National Vice-Presidents will be the chairperson of the meeting, but if:

- c. no National Vice-President has been elected as provided by clause 100 and clause 101; or
- d. neither of the National Vice-Presidents is present within 15 minutes after the time appointed for the holding of the meeting or is unwilling or unable to act;

the Directors present may elect one of their number to be chairperson of the meeting.

83. Voting

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

83.2 Each Director has one vote. No Director can, in any circumstances, have more than one vote. A Director cannot vote on behalf of another Director.

83.3 In case of an equality of votes, the chairperson of the meeting, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

84. Resolutions by Directors

84.1 The Board may pass a resolution without a Board meeting being held if all of the Directors:

- a. who are present in Australia at that time or, if outside Australia, have left contact details at which such a Director may be given notice; and
- b. 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. For this purpose, signatures can be contained in more than one document.

84.2 If the resolution does not receive unanimous approval as defined by clause 84.1, it cannot be deemed to have been passed, and the CEO will ensure that the resolution is tabled at the first Board meeting held after the circulated resolution.

84.3 A facsimile transmission which is received by the Society and which purports to have been signed by a Director shall, for the purposes of this clause, be taken to be in writing and signed by that Director at the time of the receipt of the facsimile transmission by the Society in legible form.

84.4 An electronic transmission which is:

- a. received by the Society; and
- b. purports to have been sent by a Director; and
- c. satisfies any other security conditions the Board imposes on such transmissions from time to time;

shall, for the purposes of this clause, be taken to be in writing and signed by that Director at the time of the receipt of the electronic transmission by the Society.

85. Meeting of Directors by Electronic Means

- 85.1 Subject to clause 85.5, a Board meeting may be convened or held using any technology consented to by a majority of Directors. The consent may be a standing one. (For the purposes of clarity, the reference to “technology” does not include a reference to facsimile transmission or email transmission, which are covered by clause 84.) A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.
- 85.2 All the provisions of this Constitution relating to a meeting of the Directors apply to a Board meeting using technology pursuant to clause 85.1 in so far as they are not inconsistent with the provisions of this Constitution or the By-Laws.
- 85.3 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a Board meeting convened pursuant to clause 85.1 unless that Director has previously advised the chairperson and obtained the express consent of the chairperson to leave the meeting.
- 85.4 A minute of the proceedings of a Board meeting convened pursuant to clause 85.1 is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairperson of the meeting.
- 85.5 The particular technology used to convene or hold a Board meeting, pursuant to clause 85.1, must be available and accessible to all Directors who wish to attend the Board meeting.

86. Validity of Acts of Directors

- 86.1 All acts done at any Board meeting or of a committee of Directors or by any person acting as a Director, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, are valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a Director and was entitled to vote.
- 86.2 No amendment to this Constitution or resolution passed by the Society in general meeting can invalidate any prior act of the Directors if such act would be valid if the Constitution was not amended or the resolution was not passed.

DIRECTORS' INTERESTS

87. Prohibition on Voting

- 87.1 A Director who has an interest in a contract or arrangement made by the Society and who has disclosed this interest to the Board, subject to compliance with section 195 and related provisions of the Act, may:
- be counted in determining whether or not a quorum is present at any Board meeting considering that contract or arrangement or proposed contract or arrangement;
 - not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - not vote directly on the matter or in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 87.2 Clause 87.1 also applies to a Director who has not declared an interest in a contract or arrangement to the Board, but whom the Board resolves has such an interest.

88. Existence and Disclosure of Interest

- 88.1 The Society may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.
- 88.2 A Director must disclose an interest in accordance with the Act and the Company Secretary must record all declarations in the minutes of the relevant meeting.
- 88.3 A Director's failure to make disclosure under this clause does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
- 88.4 A general notice given to the Board by a Director that the Director is an officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Society and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.
- 88.5 For the purpose of this clause 88, "Society" includes any subsidiary of the Society and any other company in which the Society or any subsidiary of the Society is or becomes a shareholder or is otherwise interested.

89. Deleted

90. Deleted

91. Deleted

92. Deleted

93. Deleted

CHIEF EXECUTIVE OFFICER

94. Power to Appoint

- 94.1 The Board may appoint any person to the position of Chief Executive Officer for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

95. Member of the Board

- 95.1 The Board may appoint the Chief Executive Officer as a Board-Appointed Director pursuant to clause 65.4. The Chief Executive Officer, however, cannot be paid any Director's fees or sitting fees pursuant to clause 71.1a.
- 95.2 Where the Chief Executive Officer is not a member of the Board, the Chief Executive Officer will attend Board meetings except where the Board otherwise requests.

96. Temporary Appointments

- 96.1 If a Chief Executive Officer becomes incapable of acting in that capacity the Board may appoint any other person to act temporarily as Chief Executive Officer.

97. Powers of Chief Executive Officer

- 97.1 The Board may, upon such terms and conditions and with such restrictions as it thinks fit, confer upon a Chief Executive Officer any of the powers exercisable by them.
- 97.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Directors.
- 97.3 The Board may at any time withdraw or vary any of the powers so conferred on a Chief Executive Officer.

98. Remuneration of Chief Executive Officer

- 98.1 Subject to the Act and to the provisions of any contract between the Society and a Chief Executive Officer, the remuneration of the Chief Executive Officer is fixed by the Board.

OFFICE BEARERS

99. Office Bearers

- 99.1 The office bearers of the Society are:
- the National President; and
 - two National Vice-Presidents.
- 99.2 The Board may at any time appoint a person eligible to be an office bearer to fill a casual vacancy created by a vacating office bearer, pursuant to clause 101.
- 99.3 The initial term of an office bearer appointed to fill a casual vacancy in the office bearers will be for a period equal to the remainder of the term of the retiring or removed office bearer.

100. Election at Board Meeting

- 100.1 The Directors who shall hold office as from 1 July shall, prior to the next 1 July following their election and in accordance with the timetable set out in the By-Laws, elect the office bearers who shall hold office for a period of 12 months commencing on 1 July.
- 100.2 The election of the office bearers held in accordance with clause 100.1, may be held without the relevant Directors meeting face to face if a 75% majority of those Directors sign a document indicating how they wish to vote. For this purpose, signatures can be contained in more than one document.

101. Eligibility and Nomination

- 101.1 Any Branch-Appointed Director is eligible for election and re-election to each position of the office bearers, subject to clause 101.2.
- 101.2 Eligibility:
- No National President is entitled to hold his or her office consecutively for a period greater than four years.
 - A Branch-Appointed Director is ineligible for election as an office bearer if his or her maximum term of appointment as a Director under clause 68.4 is to expire during the term of the office.
- 101.3 Each Branch-Appointed Director standing for election as an office bearer must be nominated by another Director.

- 101.4 If a Branch-Appointed Director stands for election for more than one position as an office bearer, separate nominations must be received in respect of each position.
- 101.5 A nomination may be:
- a. in writing, received by the Company Secretary not less than 24 hours prior to the election meeting and signed by the candidate and the proposer; or
 - b. made orally at the meeting, provided that the candidate is present and consents to the nomination.

102. Revocation of Appointment of an Office Bearer

- 102.1 The Board may, by resolution of 75% of the Directors, revoke the appointment of an office bearer.
- 102.2 The Board may appoint a replacement officer bearer in accordance with clauses 99.2 and 99.3.

INADVERTENT OMISSIONS

103. Formalities Omitted

- 103.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate any resolution, act, matter or thing which but for the omission would have been valid unless it is proved to the satisfaction of the Directors that the omission has directly prejudiced any Member financially. The decision of the Directors is final and binding on all Members.

COMPANY SECRETARY

104. Terms of Office of Company Secretary

- 104.1 A Company Secretary of the Society holds office on such terms and conditions, as to remuneration and otherwise, as the Board determines.

105. Appointment of Company Secretary

- 105.1 The Board may appoint the Chief Executive Officer or any other person deemed appropriate to be the Company Secretary of the Society.

MINUTES

106. Minutes to be Kept

- 106.1 The Company Secretary must carry out the obligations imposed on the Society by the Act to cause:
- a. minutes of all proceedings of general meetings and of meetings of its Directors to be entered, within one month after the relevant meeting is held, in books kept for that purpose; and
 - b. those minutes to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 106.2 Without limiting clause 106.1.a, the Company Secretary must cause minutes to be made of:
- a. all appointments of officers and employees;

- b. the names of the Directors and alternate Directors present at all Board meetings and the Society; and
- c. the method by which a Board meeting and general meeting was held.

ACCOUNTS, AUDIT AND RECORDS

107. Accounts

- 107.1 The Board must cause proper accounting and other records to be kept in accordance with the Act.
- 107.2 True accounts must be kept of the sums of money received and expended by the Society and the matter in respect of which the receipt and expenditure takes place and of the property, credits and liabilities of the Society.
- 107.3 The Board must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Act.

108. Audit

- 108.1 If required by the Act, a registered company auditor must be appointed.
- 108.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.
- 108.3 If required by the Act, at least once in every year the accounts of the Society must be examined by one or more properly qualified auditor or auditors who must report to the Members in accordance with the provision of the Act.

109. Rights of Inspection

- 109.1 Subject to the Act and this Constitution, the Board determines whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Society or any of them are open to the inspection of Members other than the Board, and a Member other than a Director does not have the right to inspect any document of the Society except as provided by law or authorised by the Directors or by the Society in general meeting.

INDEMNITY AND INSURANCE

110. Indemnity

- 110.1 To the extent permitted by the Act, the Society grants an indemnity:
 - a. to every person who is or has been an officer of the Society; and
 - b. where the Society considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Society or of a Branch;
 - c. against any liability incurred by that person in his or her capacity as an officer of the Society or of the related body corporate or of the Branch;
 - d. for costs and expenses:
 - (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; and
 - (ii) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Act.

111. Insurance

- 111.1 The Society may, where the Board considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Society against any of the following liabilities incurred by the person as such an officer, namely:
- a. any liability which does not arise out of conduct involving:
 - (i) a wilful breach of duty in relation to the Society; or
 - (ii) without limiting clause 111.1a(i), a contravention of section 182 or 183 of the Act; and
 - b. any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in this clause 111.1a.

112. Director Voting on Contract of Insurance

- 112.1 Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Society or of a related body corporate.

113. Meaning of “Officer”

- 113.1 For the purposes of clause 110, clause 111 and clause 112, “officer” has the same meaning as in the Act.

WINDING UP

114. Winding-up

- 114.1 If upon the winding up or dissolution of the Society any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members of the Society but must be given or transferred to some other institution or institutions determined by the Members of the Society at or before the time of dissolution.
- 114.2 If the Members do not make the necessary determination under clause 114.1 the Society may apply to the Supreme Court to determine the institution or institutions.
- 114.3 No institution is eligible to receive property under this clause 114 unless:
- a. it has objects similar to the Objects of the Society; and
 - b. its constitution prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Society under clause 7.1, clause 9 and clause 71.

115. Deleted

116. Deleted

Appendix A

PHARMACEUTICAL SOCIETY OF AUSTRALIA LIMITED ACN 008 532 072

APPOINTMENT OF PROXY

I,

of, being a Financial Ordinary
Member of the Pharmaceutical Society of Australia Limited, appoint
.....

of

or, in his or her absence,

of

as my proxy to vote for me on my behalf:

(a) at the **annual general meeting/ *general meeting* of the Society to be held on
..... 20..... and at any adjournment of that meeting; or

(b) for a period of

[Delete whichever does not apply.]

‡ This form is to be used to vote in accordance with the following directions or, if no directions
have been given, as the proxy sees fit.

Directions

Signed on 20....

* Strike out whichever is not desired.

‡ To be inserted if desired.