

CORPORATIONS ACT

CONSTITUTION

OF THE

**ACCOUNTING AND FINANCE ASSOCIATION OF AUSTRALIA
AND NEW ZEALAND LTD
(ACN 091 255 908)**

Amended Constitution adopted as at 22 May 2003

Amended Constitution adopted as at 27 May 2005

Amended Constitution adopted as at 2 May 2008

Amended Constitution adopted as at 6 May 2011

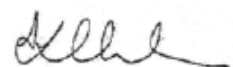
A handwritten signature in black ink, appearing to be 'D. L. L.', located in the bottom right corner of the page.

TABLE OF CONTENTS

1.	PRELIMINARY	9
1.1	Definitions	9
1.2	Interpretation.....	10
1.3	Corporations Act.....	11
1.4	Replaceable Rules.....	11
1.5	Purposes.....	11
2.	OBJECTS	11
2.1	Primary Objects	11
2.2	Secondary Objects	12
2.3	Powers in s124	14
3.	INCOME AND PROPERTY	14
3.1	Application	14
3.2	Non-payment to Members	14
4.	PAYMENTS TO DIRECTORS	14
5.	LIABILITY OF MEMBERS.....	15
6.	MEMBERS.....	15
6.1	Number of Members.....	15
6.2	Members of AFAANZ.....	15
7.	MEMBERSHIP OF AFAANZ.....	15
7.1	Classes of Member	15
7.2	General Class	16
7.3	Special Interest Groups.....	16
8.	MEMBERSHIP CONDITIONS.....	16
8.1	Conditions.....	16
8.2	Refusal of Application.....	17
9.	SPECIAL CASES.....	17
10.	APPLICATION FOR MEMBERSHIP	17
10.1	Applications	17
10.2	Consideration of Application.....	17
10.3	Deferral	17
11.	ADMISSION	18
11.1	Notification and Fee	18
11.2	Alternative Status.....	18

11.3	Admission	18
11.4	Non-payment	18
11.5	Membership Rights.....	18
12.	MEMBERSHIP LISTS.....	19
13.	HONORARY MEMBERS	19
13.1	Admission as an Honorary Member	19
13.2	Entry of name	19
13.3	Restrictions	19
13.4	Forfeiture	19
14.	LIFE MEMBERS	20
14.1	Admission as a Life Member.....	20
14.2	Entry of name	20
14.3	Forfeiture	20
15.	SUBSCRIPTIONS	20
15.1	Determination	20
15.2	Remission of Annual Subscription	21
15.3	Annual Subscription Year.....	21
15.4	Notice of Non-payment of subscription and fees or charges.....	21
15.5	Non-payment	21
15.6	Liability	21
15.7	Membership Retained.....	22
16.	RESIGNATION	22
16.1	Manner of Resignation	22
16.2	Acceptance of Resignation	22
16.3	Former Members	22
17.	CEASING TO BE A MEMBER	23
17.1	Automatic termination	23
17.2	Monies Outstanding.....	23
17.3	Removal of name	23
17.4	Certificate	23
18.	REINSTATEMENT	23
18.1	Application for reinstatement	23
18.2	Register	23
19.	NOTIFICATION OF CHANGE OF ADDRESS	24
20.	REGISTERS	24
20.1	Separate Registers.....	24
20.2	Information on Registers	24

20.3	Required Information.....	24
20.4	Entries in the Register.....	24
20.5	Enquiries.....	24
20.6	Rectification.....	24
20.7	Closing of Registers.....	25
21.	CERTIFICATES OF MEMBERSHIP.....	25
21.1	Certificate.....	25
21.2	AFAANZ's property.....	25
21.3	Replacement Certificate.....	25
22.	GENERAL MEETINGS.....	26
22.1	AFAANZ Annual General Meeting.....	26
22.2	Business of the Annual General Meeting.....	26
22.3	No Business.....	26
22.4	Notice of Motion.....	26
22.5	Board may convene.....	27
22.6	Member convening meetings.....	27
23.	NOTICE OF GENERAL MEETINGS.....	27
23.1	All meetings.....	27
23.2	Contents of the Notice.....	27
23.3	No need for Notice.....	28
23.4	Service of Notice.....	28
23.5	Non-receipt.....	28
23.6	Notice specifying an intention to propose a Special Resolution.....	28
23.7	Date of Service.....	29
23.8	Postponement or Cancellation.....	29
23.9	No Notice.....	29
24.	MEMBER.....	29
25.	QUORUM.....	29
25.1	No Business.....	29
25.2	Quorum.....	30
25.3	Quorum not present.....	30
26.	CHAIRPERSON.....	30
26.1	Chairperson of Annual General Meeting or General Meeting of AFAANZ.....	30
26.2	No Chairperson.....	30
26.3	No Casting Vote.....	31
26.4	Questions of Procedure.....	31
27.	ADJOURNMENT.....	31
27.1	Power to adjourn.....	31
27.2	Venue.....	31

27.3	Business at Adjourned Meeting.....	31
27.4	Notice of Adjourned Meeting.....	31
28.	GENERAL MEETINGS - DECISION OF QUESTIONS	31
28.1	Show of Hands unless demand for a poll	31
28.2	Declaration binding	31
28.3	Decision by majority.....	32
29.	TAKING A POLL	32
29.1	Demanding a Poll	32
29.2	Business may proceed.....	32
29.3	Demand may be withdrawn	32
29.4	Disputes	32
29.5	Chairperson’s declaration	32
29.6	Election of Chairperson	33
30.	VOTES OF MEMBERS.....	33
30.1	Entitlement to Vote.....	33
30.2	Manner of Voting	33
30.3	Votes by Attorney or Proxy.....	33
31.	OBJECTIONS TO VOTING ENTITLEMENT	33
31.1	Objection to Qualification	33
31.2	Reference to Chairperson	33
31.3	Allowed Vote.....	34
32.	INSTRUMENT APPOINTING PROXY	34
32.1	Appointment	34
32.2	Form of Proxy.....	34
32.3	Instrument may specify how to vote.....	34
32.4	Proxy may demand a poll	34
33.	LODGMET OF PROXY	34
34.	VALIDITY OF VOTES BY PROXY	35
35.	MEMBERS NOT ENTITLED TO VOTE	36
36.	ALTERNATIVE VOTING RULES.....	36
36.1	Determination by Members	36
36.2	Manner of conduct of Alternative Voting	36
36.3	President Unable to Exercise Powers	36
36.4	Effect of Decision by Alternative Voting Rules.....	36
37.	BOARD	37
37.1	Board of AFAANZ	37

37.2	Co-opted Members	37
37.3	Election of Board	37
37.4	Nomination for Election	38
37.5	Results of Election	38
37.6	Presidential Appointments.....	38
37.7	Eligibility for Election	38
37.8	Casual Vacancies	39
37.9	Board Year	39
38.	VACATION OF OFFICE OF BOARD MEMBER	39
39.	POWERS AND DUTIES OF BOARD	40
39.1	Power and Duties of Board	40
39.2	Board Determinations	40
39.3	Board	40
40.	PROCEEDINGS OF MEETINGS OF BOARD	40
40.1	Board may regulate.....	40
40.2	Convening of Meetings.....	40
40.3	Notice	40
40.4	Meetings	41
40.5	Location of Meeting	41
40.6	Quorum 36	41
40.7	Chairperson of meetings of Board.....	41
41.	DECISION OF QUESTIONS AT MEETINGS OF BOARD	42
41.1	Decision by Majority	42
41.2	Casting Vote	42
41.3	Motion Lost	42
42.	DIRECTORS' INTERESTS	42
42.1	Interested Director	42
42.2	Non-Disqualification	42
42.3	Prohibition not to apply	42
42.4	Failure to Disclose	43
43.	REMAINING BOARD	43
44.	EXECUTIVE APPOINTMENTS	43
44.1	Executive Director	43
44.2	Editor	43
45.	COMMITTEES OF BOARD	43
45.1	Delegation.....	43
45.2	Revocation of Delegation	44
45.3	Regulation of Committees	44

45.4	Exercise of Powers	44
45.5	Sub-delegation	44
45.6	Not binding	44
46.	WRITTEN RESOLUTIONS OF BOARD	44
46.1	Resolution Passed	44
46.2	Counterparts	45
46.3	Facsimile	45
46.4	Committees	45
47.	VALIDITY OF ACTS OF BOARD	45
48.	MINUTES	45
48.1	Minutes	45
48.2	Execution of Minutes	46
49.	BY-LAWS	46
50.	SECRETARY DELEGATION	46
50.1	Secretary Delegation	46
50.2	Revocation of Delegation	46
50.3	Meetings of Board	46
51.	SECRETARY	46
52.	SEAL	46
52.1	Safe Custody	46
52.2	Use of the Seal	46
52.3	Countersignature	47
52.4	Certificate of Membership	47
53.	INSPECTION OF RECORDS	47
53.1	Inspection	47
53.2	No right	47
54.	FUNDS	47
54.1	Accounts at Financial Institutions	47
54.2	Funds of AFAANZ	47
54.3	Signatures	47
54.4	Endorsement on Cheques	48
54.5	Transfer of Funds Electronically	48
55.	AUDIT AND ACCOUNTS	48
55.1	Auditor	48
55.2	Accounts	48

56.	INDEMNITY AND INSURANCE	48
56.1	Indemnity against Liability	48
56.2	Indemnity against expenses	49
56.3	Insurance Premium	49
56.4	Officer	49
56.5	Individual Responsibility	49
57.	INTERPRETATION OF CONSTITUTION	50
58.	AMENDMENT	50
59.	WINDING UP	50
60.	SURPLUS	50

1. PRELIMINARY:

1.1 Definitions

In this Constitution, the following words and expressions have the meanings indicated unless the context requires otherwise.

'Annual Subscription' means the fee/fees imposed for membership of the AFAANZ and set at the Annual General Meeting.

'AFAANZ' means the Accounting and Finance Association of Australia and New Zealand.

'Application' means an application referred to in clause-10.

'Auditor' means the auditor of AFAANZ.

'By-laws' means the by-laws of AFAANZ made in accordance with clause 49.

'Constitution' means the constitution of AFAANZ as amended from time to time.

'Board' means the Board of Directors of AFAANZ constituted under this constitution for the governance and control of AFAANZ.

'Board' includes any person occupying the position of Director of AFAANZ pursuant to the Corporations Act.

'Editor' means the person appointed by the Board from time to time pursuant to clause 44(2) of the Constitution to be Editor of the Journal.

'Executive Director' means the person appointed from time to time pursuant to clause 44(1) of the Constitution to a salaried position of Executive Director within AFAANZ.

'Honorary Member' means a person admitted to membership as an Honorary Member in accordance with clause 13.1.

'Institutional Member' means not an individual and includes a Body Corporate, Academic Institution, Incorporated Entity either pursuant to the Corporations Act or Associations Incorporation Legislation or an Unincorporated Association.

'Journal' means the publication from time to time determined by the Board to be the official journal of AFAANZ and sent to all members or a segment of members periodically no matter by what method or in what form published and includes an electronic-format.

'Life Member' means a Member admitted as a life member in accordance with clause 14.1.

'Member' means a member in accordance with clause 6.2.

'Newsletter' means the AFAANZ Newsletter published by AFAANZ and sent to all members or a segment of members periodically no matter by what method or in what form

published and includes an electronic format.

'Office' means the registered office of AFAANZ.

'Officer' means:

- (a) a Director as defined in this Constitution;
- (b) an officer as defined by the *Corporations Act*;
- (c) an employee or member of a committee;
- (d) a person appointed as trustee by, or acting as a trustee at the request of, AFAANZ or a related body corporate;

but does not include the Auditor.

'President' means the persons elected to the position from time to time in accordance with clause 37.

'President-Elect' means the Directors elected to the position in accordance with clause 37.

'Register' means the register of Members of AFAANZ.

'Registered address' means the preferred address (including an electronic address) of a Member notified by the Member and noted in the Register

'Seal' means the common seal of AFAANZ.

'Secretary' means any person appointed by the Board pursuant to clause 51 and the Corporations Act to perform any of the duties of a Secretary of AFAANZ.

'Treasurer' means the Treasurer of AFAANZ being a person elected in accordance with clause 39.2

'Special Resolution' means a resolution passed by a majority of not less than 75 per cent of the votes cast at a meeting of the Board at which more than one half of all the Board are present and voting.

1.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing any gender include the other gender;
- (c) words importing persons include corporations, and organisations whether incorporated or not;
- (d) subject to this Constitution, words and expressions defined in the *Corporations Act* have the same meaning in this Constitution;
- (e) headings are for ease of reference only and do not affect the construction of this Constitution; and

- (f) a reference to the *Corporations Act* is a reference to the *Corporations Act 2001* as modified and amended from time to time.

1.3 Corporations Act

An expression in a provision of this Constitution has the same meaning as in a provision of the *Corporations Act* that deals with the same matters as the provision, unless a contrary intention appears in this Constitution.

1.4 Replaceable Rules

To the extent permitted by law the replaceable rules in the *Corporations Act* do not apply to AFAANZ.

1.5 Purposes

AFAANZ is established for the purposes set out in clause 2.

2. OBJECTS:

2.1 Primary Objects

The primary objects of AFAANZ, which is established to operate as a public educational institution by supporting and advancing the character, status and teaching and research in the accounting and finance and related disciplines through educational and other activities are:

- (a) To provide education programs and continuing professional development programs for the benefit of both members and non-members.
- (b) To prescribe, adopt, test and recognise by way of diploma, designation or otherwise standards and classifications of attainment and qualifications in accounting and finance and related-disciplines.
- (c) To promote to the public, whether by way of publication or otherwise, information on accounting and finance and related disciplines and other subjects of interest or value to accountants, finance and related disciplines, by lectures, discussions, books, journals and correspondence and other publications with the public and other bodies and individuals or otherwise.
- (d) To encourage the study of accounting, finance and related disciplines within the general public, and, for that purpose to donate and to encourage the donation, on such terms and conditions as may from time to time be determined or prescribed, of a prize or prizes or other rewards or distinctions.
- (e) To consider all questions affecting the interests of the accounting, finance and related disciplines and to initiate, promote, watch over, consider and, if necessary, to petition any organisation, any person or Parliament and to organise deputations in relation to those issues.

2.2 Secondary Objects

The secondary objects of the AFAANZ are:

- (a) To provide, maintain, extend and improve a library or libraries containing technical literature and other literature for the use by teachers, researchers and students of accounting, finance and related disciplines, and the general public.
- (b) To acquire, preserve and disseminate information and statistics to the public, concerning or relating to the principles and practice of accounting and finance and other matters relating to accountants, and to provide technical support, information and advice through a range of initiatives to members of the accounting and finance and related disciplines, including the recording, printing and publishing of such material thought desirable for the promotion of the objects of the AFAANZ.
- (c) To find or to assist in finding employment and to act as an employment agency or bureau for Members and for accountants, academics, teachers, or researchers generally and to collect and to give information as to the recruitment, retention and employment of academics, teachers, or researchers and charge fees for so doing or to act gratuitously in such-matters.-
- (d) To carry on or engage in any other business or undertaking or project which may seem to AFAANZ capable of being conveniently carried on in connection with or calculated directly or indirectly to further the objects of AFAANZ.
- (e) To communicate, affiliate, amalgamate or enter into a partnership or into any arrangement for union of interests, co-operation, joint venture, reciprocal, concession or otherwise with anybody whether incorporated or unincorporated having objects of a like nature to those of AFAANZ or carrying on, or engaged, in or about to carry on or engage in, any undertaking, project, business or transaction which AFAANZ is authorised to carry on or engage in or any undertaking, project, business or transaction capable of being conducted so as directly or indirectly to benefit or further the objects of AFAANZ.
- (f) To acquire and hold shares and other interests in any other company having objects altogether or in part similar to those of AFAANZ or carrying on any business or undertaking capable of being conducted so as to directly or indirectly benefit AFAANZ.
- (g) To enter into any arrangements with any governments or authorities municipal, local or otherwise that may seem conducive to AFAANZ's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which AFAANZ may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and-concessions.
- (h) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit Members or ex-

Members, employees or ex-employees of AFAANZ or the dependents or connections of Members or ex-Members, employees or ex-employees and to grant pensions and allowances and to make payment towards insurance and to subscribe or guarantee money for or contribute to or otherwise assist any charitable benevolent patriotic or war objects or institutions or any other public general or useful object whether in Australia,-New Zealand or elsewhere.

- (i) To promote any company or companies for the purpose of acquiring all or any of the property and rights and undertaking any of the liabilities of AFAANZ or for any other purpose which may seem directly or indirectly calculated to benefit or further the objects of AFAANZ.
- (j) Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which AFAANZ may think necessary or convenient for the purposes of its business or the furtherance of these objects, and to hold and use such property and to sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the real and personal property and the rights of-AFAANZ.
- (k) To invest, lend and otherwise deal with moneys of AFAANZ not immediately required in such manner as may from time to time be determined.
- (l) To draw, make, accept, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, including the borrowing and raising money in such manner and on such terms as appropriate.
- (m) To undertake and execute any trusts the undertaking of which may seem desirable and either gratuitously or otherwise.
- (n) To apply for and obtain under any order, Act of Parliament or Royal Charter, provisional or otherwise, for enabling AFAANZ to carry any of its objects into effect or for effecting any modification of the AFAANZ's Constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice AFAANZ's interests or the interests of any Member or Members of-AFAANZ.
- (o) To procure contributions to the funds of AFAANZ whether by way of donations subscriptions or otherwise and to accept any gift whether subject to a special trust or not for any one or more of these objects.
- (p) To do all such other things as are incidental or conducive to the attainment of these objects and to the advancement of the interests of teachers, academics and researchers of accounting, finance and related disciplines.

The secondary objects specified in this clause are, except where otherwise expressed, to

be independent secondary objects and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of AFAANZ, and any reference to accountancy or to the accountancy profession or finance and related discipline whenever used in this clause shall be deemed to extend to all activities from time to time commonly undertaken by teachers, academics and researchers in accounting, finance and related disciplines.

2.3 Powers in S124

AFAANZ can only exercise the powers in section 124 of the *Corporations Act* to:

- (a) carry out the objects in this clause 2; and
- (b) do all things incidental or convenient in relation to the exercise of power under paragraph (a).

3. INCOME AND-PROPERTY:

3.1 Application

The income and property of AFAANZ must only be applied towards the promotion of the objects of AFAANZ set out in clause 2.

3.2 Non-payment to Members

No income or property will be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to any Member or Director provided that nothing in this Constitution will prevent payment to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to AFAANZ; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

4. PAYMENTS TO DIRECTORS:

No payment will be made to any Director other than:

- (a) the payment of out of pocket expenses incurred by a Director in the performance of any duty as Director where the amount payable does not exceed an amount previously approved by the Board;
- (b) payment for any service rendered to AFAANZ by the Board in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially

would be reasonable payment for the-service;

- (c) the payment of any salary or wage due to a Director as an employee of AFAANZ where the terms of employment have been approved by the Board;
- (d) the provision of a financial benefit to a Board to which subsection 212(1)(b) of the *Corporations Act*-refers.

5. LIABILITY OF-MEMBERS:

The liability of the Members is-limited.

6. MEMBERS:

6.1 Number of Members

The number of Members with which AFAANZ proposes to be registered is unlimited.-

6.2 Members of AFAANZ

The Members of AFAANZ will be:

- (a) the subscribers to this Constitution;
- (b) any person who automatically becomes a Member in accordance with this Constitution; and
- (c) any other persons whom the Board admits to membership in accordance with this Constitution.

7. MEMBERSHIP OF AFAANZ:

7.1 Classes of Member

The membership of AFAANZ is divided into the following classes:

- (a) Ordinary Member;
- (b) Institutional Member;
- (c) Life Member;
- (d) Honorary Member; and
- (e) any other class of membership, in addition to or instead of the classes described above, prescribed by the By-laws from time to time.

7.2 General Class

There is no general class of member other than those listed in clause 7.1.

7.3 Special Interest Groups

- (a) Various groups of Members may be grouped by the Board together and referred to as Special Interest Groups.
- (b) The Board may by Special Resolution vary the composition of Special Interest Groups, or add new Special Interest Groups or remove existing Special Interest-Groups.
- (c) The Special Interest Groups will comprise those members who express a desire to join or have an interest in the particular Special Interest Groups.
- (d) The Board may from time to time and in its discretion formulate the regulation of such special interest groups.

8. MEMBERSHIP CONDITIONS:

8.1 Conditions.

An applicant for:

- (a) admission to membership of AFAANZ;
- (b) a change in class of membership;

must:

- (c) subject to clause 9 comply with the requirements set out in:
 - (i) this Constitution; and
 - (ii) the By-laws (if any);for admission to membership; and
- (d) comply with any other condition or possess any other qualification as the Board may in its absolute discretion determine (whether generally or in any particular case).

8.2 Refusal of Application

The Board may, in its absolute discretion and with or without giving reasons, refuse to:

- (a) accept any Application;
- (b) admit any applicant for membership; or
- (c) grant any application for a change in the class of membership to which a Member is admitted.

9. SPECIAL CASES:

The Board may by Special Resolution dispense with any or all of the requirements set out in this Constitution and the By-laws (if any) regarding admission to membership and admit a person to membership of AFAANZ or grant an application for a change in the class of membership to which the member is admitted.

- (a) if that person has extensive experience in teaching or research in accounting, finance and related disciplines; or
- (b) if that person has rendered valuable service in advancing the interests or excellence in the teaching or research in accounting finance or related disciplines; or
- (c) for any special reason which the Board resolves is sufficient.

10. APPLICATION FOR MEMBERSHIP:

10.1 Applications

Applications for membership of AFAANZ may be in writing or in electronic form, signed by the applicant, in a form approved, and containing the information required, by the Board from time to time in its absolute discretion.

10.2 Consideration of Application

At the next meeting of the Board after the receipt of an application for membership, the application will be considered by the Board. The Board may call on the applicant to supply any evidence of eligibility that it reasonably considers necessary.

10.3 Deferral

If the Board requires further evidence under clause 10.2, determination of the application will be deferred until that evidence has been supplied.

11. ADMISSION:

11.1 Notification and Fee

As soon as practicable following acceptance of an Application:

- (a) the Secretary will send the applicant written notice of the acceptance; and
- (b) if the payment has not already been requested, request payment of:
 - (i) in the case of an applicant for admission to membership of AFAANZ, the prescribed entrance fee and annual subscription;
 - (ii) in the case of an applicant for a change in the class of membership to which the Member is admitted, such additional fee as may be prescribed.

11.2 Alternative Status

If:

- (a) an applicant for admission to a class of membership is found by the Board not to be eligible for membership of that class of membership; and
- (b) The Board finds the applicant eligible for admission to another class;

The Board may, if the applicant is willing to accept the admission, admit the applicant to membership of that other class.

11.3 Admission

An applicant will become a Member of the relevant class of Members of AFAANZ, and will be entitled to the privileges of membership, on payment of the amount requested under clause 11.1(b).

11.4 Non-payment

If an amount due under clause 11.1(b) is not paid within 28 days after the date the applicant is notified of acceptance, the Board may in its discretion cancel its acceptance of the applicant for membership of AFAANZ.

11.5 Membership Rights

The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.

12. MEMBERSHIP LISTS:

The Board may by creating relevant By-laws from time to time create sub-classes of membership, on such terms and conditions as it deems appropriate, and provide for the creation of lists (containing such particulars as the Board may from time to time require) upon which the name and other required particulars of the Members within that sub-class must be recorded.

13. HONORARY MEMBERS:

13.1 Admission as an Honorary-Member:

- (a) The Board, on the motion of any Director (other than the candidate), may by Special Resolution admit any person to membership in any class as an Honorary Member of AFAANZ if that person has served AFAANZ in such a way as to entitle the person to the distinction and each Honorary Member shall be entitled to all the privileges of membership without the payment of any subscription, fee or other-amount.
- (b) Honorary Membership shall be available for distinguished visitors to Australia or New Zealand for persons whose services to the advancement of Scholarship in accounting and related disciplines in the opinion of the Board merit the award of Honorary Membership such an award shall be for an initial period of one year but may in the Board's discretion be extended for further periods to be set by the Board.

13.2 Entry of name

The name of an Honorary Member must be entered in the Register in the class of membership to which the person is admitted.

13.3 Restrictions

An Honorary Member is not entitled to:

- (a) hold any office;
- (b) become a member of the Board; or
- (c) vote.

13.4 Forfeiture

The distinction of Honorary Membership may, for such cause as the Board deems fit, be forfeited by Special Resolution of the Board, and the Member will immediately cease to be an Honorary Member.

14. LIFE MEMBERS:

14.1 Admission as a Life Member

A Member:

- (a) who has rendered services to AFAANZ which the Board resolves by Special Resolution would entitle that Member to the distinction of Life Membership of AFAANZ; or
- (b) upon whom the Board, on the motion of any Director (other than the candidate), resolves by Special Resolution to confer the distinction of Life Membership because of the Member's knowledge and experience in pursuits connected with excellence in the teaching of or research in or practice of accounting, finance, or related disciplines;

may be admitted by the Board as a Life Member and each Life Member shall be entitled to all the privileges of membership without the payment of any subscription, fee or other amount.

14.2 Entry of name

The name of any person admitted as a Life Member must be entered in the Register in the class of membership to which the person is admitted.

14.3 Forfeiture

The distinction of Life Membership may, for such cause as the Board deems fit, be forfeited by Special Resolution of the Board, and the Member will immediately cease to be a Life Member

15. SUBSCRIPTIONS:

15.1 Determination

The Board may recommend to members in Annual General Meeting:

- (a) the fee payable by applicants:
 - (i) for admission; or
 - (ii) for a change in the class of membership to which a Member is admitted.
- (b) the annual subscription payable by:
 - (i) each class of Members;

- (ii) any person or persons within a class of membership; and
- (c) the fee payable by any Member or other person for services provided, or costs incurred, by AFAANZ.

15.2 Remission of Annual Subscription

The Board may in its absolute discretion excuse a Member, for such period as it determines, from the payment of annual subscriptions and fees in whole or in part, without otherwise affecting any of the Member's rights or privileges.

15.3 Annual Subscription Year

The annual subscription will be due, and the period will commence, on 1 January of each year.

15.4 Notice of Non-payment of subscription and fees or charges

If a Member does not pay his or her annual subscription by 31 March in any year, the Secretary must give the Member notice of that fact.

15.5 Non-payment

If the annual subscription is not paid by the Member within 28 days after the date of the notice referred to in clause 15.4, the Board may:

- (a) declare that Member's membership forfeited;
- (b) remove that Member's name from the Register; and
- (c) if any fee or charge other than subscriptions is not paid by a member within three months of the date of demand for payment the Board may:-
 - (i) declare that the Member's membership is forfeited: and
 - (ii) remove that Member's name from the Register.

15.6 Liability

Any person who for any reason ceases to be a Member will remain liable for, and must pay to AFAANZ, all monies which at the time of ceasing to be a Member were due by that person to AFAANZ.

15.7 Membership Retained

A Member:

- (a) of not less than 55 years of age and who has (with a view to permanent retirement) retired from his or her full-time occupation may, during the period of that retirement, retain his or her class of membership and be entitled to all the privileges of membership on the conditions, and on the payment of such reduced annual subscription, as may be prescribed by the Board in the By-laws; and
- (b) of not less than 75 years of age or 46 years of membership may retain his or her class of membership and be entitled to all the privileges of membership without payment of further subscription, fee or amount.

16. RESIGNATION:

16.1 Manner of Resignation

A Member wishing to resign his or her membership of AFAANZ must:

- (a) serve the Secretary with notice of his or her resignation;
- (b) return any certificate or certificates of membership to AFAANZ;
- (c) pay all monies owing to AFAANZ.

16.2 Acceptance of Resignation

If:

a Member has complied with clause 16.1; or

the Member has not complied with clause 16.1 but undertakes to the Board to do so within a time reasonably acceptable to the Board;

The Board may accept the resignation of the Member.

16.3 Former Members

If the Board accepts the resignation of any Member, the Board must cause the Member's name to be listed on the Register as a former Member in accordance with the *Corporations Act*.-

17. CEASING TO BE A MEMBER:

17.1 Automatic termination

A Member's membership of AFAANZ will cease with immediate effect if his or her membership is declared forfeited under clause 15.5.

17.2 Monies Outstanding

Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of any subscription; and
- (b) will remain liable for and will pay to AFAANZ all annual subscriptions and moneys which were due at the date of ceasing to be a Member.

17.3 Removal of name

If a Member's membership ceases under clause 16.1 or 17.1, the Board must cause the Member's name to be listed on the Register as a former Member in accordance with the *Corporations Act*.

17.4 Certificate

A person who has ceased to be a Member must upon demand in writing by the Secretary return any certificate of membership to the Secretary for cancellation.

18. REINSTATEMENT:

18.1 Application for reinstatement

If a person was excluded from membership pursuant to clause 17.1 and the relevant circumstances leading to the exclusion from membership are remedied or cease to exist, upon:

- (a) written application to the Board by the person; and
- (b) production by the person of any evidence reasonably required by the Board;

The Board may reinstate the person as a Member of AFAANZ.

18.2 Register

The Board must cause the name of any person who is reinstated as a Member under clause 18.1 to be entered on the Register.

19. NOTIFICATION OF CHANGE OF ADDRESS:

Any Member who changes his or her principal Registered address must notify the Secretary, and give any other information required by the Secretary or prescribed by the Board, within one calendar month after the change.

20. REGISTERS:

20.1 Separate Registers

AFAANZ must maintain:

the Register; and

any other register required by the *Corporations Act*.

20.2 Information on Registers

The Register must set out:

(a) the class of membership of each Member;

(b) any other information from time to time required by the Board.

20.3 Required Information

Each member must furnish to the Board any information required to enable the Board to compile a record of the qualifications and experience of Members.

20.4 Entries in the Register

No entry in the Register or any other Register may be made or amended without the consent of the Board.

20.5 Enquiries

The Board may from time to time require any Member to satisfy the Board whether any particulars regarding that Member appearing in the Register, or any other Register, are correct.

20.6 Rectification

The Board may, if satisfied that any particulars appearing on the Register or any other Register are incorrect, order their removal and may subject to the *Corporations Act* order that the relevant register be rectified by making any other entry or entries as it deems fit.

20.7 Closing of Registers

The Register may be closed for a period not exceeding seven days immediately preceding the commencement of the period prescribed for service of notice of meetings of Members or the dispatch of voting papers. Only those Members whose names are entered on the Register at the time of closing are entitled to be served with notice of each meeting.

21. **CERTIFICATES OF MEMBERSHIP:**

21.1 Certificate

A certificate of membership under the Seal signed (whether by printed reproduction or not) by:

- (a) the President; and
 - (b) the Secretary;
- may be issued to each Member upon admission to membership or a change in class of membership.

21.2 AFAANZ's property

Each certificate of membership remains the property of AFAANZ and the Board may at any time:

- (a) call for and compel its production and delivery;
- (b) alter or amend the certificate of membership; or
- (c) issue a new certificate of membership to replace any certificate of membership.

21.3 Replacement Certificate

If a certificate of membership is defaced, lost or destroyed it may be renewed on:

- (a) payment of such fee (if any); and
- (b) such terms (if any) as to the provision of evidence;

as the Board may determine.

22. GENERAL MEETINGS:

22.1 AFAANZ Annual General Meeting

A general meeting of AFAANZ to be called the 'Annual General Meeting' will be held at least once every calendar year no later than 31 May each year.

22.2 Business of the Annual General Meeting

The business of the Annual General Meeting will be to:

- (a) receive and consider the report of the Board for the preceding year;
- (b) receive and consider the financial reports of AFAANZ;
- (c) receive and consider the report of the auditor;
- (d) consider any notice of motion of which notice has been given in accordance with clause 22.4; and
- (e) consider any other business relating to the activities of AFAANZ which may be raised at the meeting.

22.3 No Business

No motion or business may be entertained or transacted at any meeting unless:

- (a) notice of the motion or business has been properly given or dispensed with; or
- (b) in the opinion of the majority of Members personally present and entitled to vote, the motion or business directly arises out of the notice or business properly before the meeting.

22.4 Notice of Motion

Subject to section 249 of the *Corporations Act*, a Member wishing to bring before the Annual General Meeting any motion or business not being the ordinary business of any meeting of the Members of AFAANZ must give notice in writing to the Board in accordance with the Constitution.

The notice shall be addressed to the Board and be served not less than six (6) weeks before the day of the meeting and such notice shall be signed by not less than fifty (50) members. No motion or business (other than business brought forward by the Board) shall come before the meeting unless notice thereof has been given in accordance with this Constitution.

22.5 Board may convene

Board may, at any time, convene a general meeting of AFAANZ.

22.6 Member convening meetings

A Member may:

- (a) only requisition the Board to convene a general meeting in accordance with section 249 of the *Corporations Act*; and
- (b) not convene or join in convening a general meeting except under section 249 of the *Corporations Act*.

23. NOTICE OF GENERAL MEETINGS:

23.1 All meetings

At least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given individually to:

- (a) each Member;
- (b) each Director; and
- (c) the Auditor;

of any general meeting.

23.2 Contents of the Notice

A notice convening a general meeting:

- (a) must specify the place, date and time of the meeting;
- (b) if the meeting is to be held in two or more places, must specify the technology that will be used;
- (c) must set out the text of any special resolutions proposed and a statement of intention to propose them;
- (d) must state the general nature of the business to be transacted at the meeting; and

- (e) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

23.3 No need for Notice

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

- (a) the consideration of accounts and the reports of the Board and auditor; or
- (b) the appointment of the Auditor.

23.4 Service of Notice

Notice of any general meeting may be given by AFAANZ to any Member who is entitled to notice under this Constitution:

- (a) by serving it on the Member; or
- (b) by sending it by prepaid post to the Member's Registered address shown in the Register or an alternative address nominated in writing by the Member; or
- (c) by publishing notice of the meeting in the Journal or Newsletter; or
- (d) by sending it to the facsimile number or electronic address (if any) nominated in writing by the member.

23.5 Non-receipt

The:

- (a) failure or accidental omission to send a notice of a meeting or the postponement of a meeting to any Member; or
- (b) the non-receipt of a notice by any Member;

does not invalidate the proceedings, or any resolution passed, at the meeting.

23.6 Notice specifying an intention to propose a Special Resolution

Notice of a meeting of AFAANZ specifying an intention to propose a resolution as a special resolution must be served in accordance with clause 23.4(b), (c) or (d).

23.7 Date of Service

A notice:

- (a) sent by post is deemed to be served by properly addressing, prepaying and posting a letter containing the notice, and, if a certificate to that effect is signed on behalf of the Secretary in relation to the notice, on the day being three days after the day on which it was posted;
- (b) given by advertisement is deemed to be served on the day of issue of the publication in which the notice appears;
- (c) sent by facsimile or other electronic transmission is deemed to be served by properly addressing and transmitting the notice on the day following its dispatch; and
- (d) given in any other manner permitted by the Constitution, is deemed to be served on the day determined by the Board by Special Resolution.

23.8 Postponement or Cancellation

- (a) Board may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a requisition under clause 22.6).
- (b) Board must give notice of the postponement or cancellation to all persons entitled to receive notices from AFAANZ.

23.9 No Notice

A Member whose name, address and class of membership are not entered in the Register is not entitled to be served with notice of any meeting of the Members of AFAANZ.

24. **MEMBER:**

In clauses 23, 25, 26 and 28, 'Member' includes a Member present in person or by proxy or attorney.

25. **QUORUM:**

25.1 No Business

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

25.2 Quorum

A quorum, for an Annual General Meeting or General Meeting of AFAANZ (including any adjourned meeting) is three Members.

25.3 Quorum not present

If a quorum is not present within 15 minutes after the time appointed for a meeting:

- (a) if the meeting was convened on the requisition of Members, it is automatically dissolved; and
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place 7 days after the meeting, or to another day (not being more than 14 days after the time appointed for the meeting), time and place determined by the Chairperson; and
 - (ii) if at the adjourned meeting a quorum is not present within 15 minutes after the time appointed for the meeting, the meeting will be dissolved.

26. CHAIRPERSON:

26.1 Chairperson of Annual General Meeting or General Meeting of AFAANZ

Subject to clause 26.2, the:

- (a) President (of the country in which the General Meeting is being held); or
- (b) in his or her absence, the other President; or
- (c) in his or her absence, a President-Elect chosen by the Members present; or
- (d) in their absence, one of the members of the Board chosen by the Members present;

will be entitled to take the chair of any General or Annual General Meeting of AFAANZ.

26.2 No Chairperson

If:

- (a) no person is entitled to take the chair within 15 minutes of the time appointed for the holding of the meeting; or

(b) each person entitled to take the chair declines to do so;

then the Members may elect a Member as Chairperson.

26.3 No Casting Vote

The Chairperson does not have a casting vote in addition to any other vote he or she may have.

26.4 Questions of Procedure

If there is a dispute at a General Meeting about a question of procedure, the Chairperson may determine the question.

27. ADJOURNMENT:

27.1 Power to adjourn

The Chairperson of a meeting at which a quorum is present, if directed by the meeting, must adjourn the meeting from time to time and place to place.

27.2 Venue

An adjourned meeting may take place at a different venue to the initial meeting.

27.3 Business at Adjourned Meeting

The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

27.4 Notice of Adjourned Meeting

Notice of an adjourned meeting need only be given in accordance with clause 23 if a General Meeting has been adjourned for more than 28 days.

28. GENERAL MEETINGS - DECISION OF QUESTIONS:

28.1 Show of Hands unless demand for a poll

A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands.

28.2 Declaration binding

Unless a poll is demanded:

- (a) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and
- (b) an entry to that effect in the minutes of the meeting,

is conclusive evidence of that fact without proof of the number or proportion of the votes in favour of or against the resolution.

28.3 Decision by majority

Subject to the *Corporations Act* in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

29. TAKING A POLL:

29.1 Demanding a Poll

A poll may be demanded by:

- (a) at least 5 Members entitled to vote on the resolution; or
- (b) Members with at least 5% of the votes which may be cast on the resolution on a poll; or
- (c) the Chairperson;

and must be taken when (either at once or after an interval or adjournment or otherwise) and in the manner that the Chairperson directs.

29.2 Business may proceed

After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

29.3 Demand may be withdrawn

The demand for a poll may be withdrawn.

29.4 Disputes

The Chairperson may determine any dispute about the admission or rejection of a vote.

29.5 Chairperson's declaration

The Chairperson's determination, if made in good faith, will be final and conclusive.

29.6 Election of Chairperson

A poll demanded on the election of the Chairperson or the adjournment of a meeting must be taken immediately.

30. VOTES OF MEMBERS:

30.1 Entitlement to Vote

Subject to clause 35:

- (a) on a show of hands every Member present in person and entitled to vote has one vote; and
- (b) on a poll every Member present in person or by proxy or by attorney and entitled to vote has one vote.

30.2 Manner of Voting

Votes may be given either:

- (a) personally;
- (b) by proxy; or
- (c) by attorney;

in accordance with this Constitution.

30.3 Votes by Attorney or Proxy

No person may vote as attorney under a power or as proxy who is not a Member and otherwise entitled to vote.

31. OBJECTIONS TO VOTING ENTITLEMENT:

31.1 Objection to Qualification

An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered his or her vote.

31.2 Reference to Chairperson

An objection must be referred to the Chairperson of the meeting, whose decision is final.

31.3 Allowed Vote

A vote which the Chairperson does not disallow because of an objection is valid for all purposes.

32. INSTRUMENT APPOINTING PROXY:

32.1 Appointment

A person may appoint a proxy by a written appointment signed by the appointor or the appointor's attorney. The written appointment may relate to a specified meeting and any adjournment of that meeting.

32.2 Form of Proxy

An instrument appointing a proxy must be in the form or to the effect of the form prescribed by the By-laws.

32.3 Instrument may specify how to vote

A proxy may vote or abstain as he or she or it chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll or show of hands in accordance with any instructions on the appointment.

32.4 Proxy may demand a poll

A proxy may demand or join in demanding a poll.

33. LODGMENT OF PROXY:

To be valid, the written appointment of a proxy, and:

(a) the power of attorney or other authority (if any) under which the instrument is signed; or

(b) a notarially certified copy of that power or authority;

must be received by AFAANZ at:

(c) the Office; or

(d) a facsimile number at the Office; or

(e) a place, facsimile number or electronic address specified for that purpose in the notice of meeting;

not less than 24 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before the time for holding the meeting or adjourned meeting at which the appointee proposes to vote or the taking of a poll on which the appointee proposes to vote.

34. VALIDITY OF VOTES BY PROXY:

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died; or
- (b) became of unsound mind; or
- (c) revoked the proxy or power (or the authority under which the instrument was executed),

unless any written notification of the death, unsoundness of mind or revocation was received by the Secretary at the principal office of AFAANZ 24 hours before the relevant meeting.

35. MEMBERS NOT ENTITLED TO VOTE:

A Member is not entitled:

- (a) to vote on any question by person, by proxy or by attorney; or
- (b) to vote at any general meeting of AFAANZ; or
- (c) to vote at a poll; or
- (d) to be counted in a quorum;

if:

- (e) he or she or it is an Honorary Member; or an Institutional Member
- (f) his or her subscription or other sum owing to AFAANZ is overdue for three months or more; or
- (g) his or her or its name, address or class of membership is not entered on the Register.

36. ALTERNATIVE VOTING RULES:

36.1 Determination by Members

A decision of the Members, or any class of Members, which does not pursuant to the *Corporations Act* or any other legislation need to be made at a meeting may, if the Board so resolves, be made by the relevant Members or class of Members in accordance with clause 36.2.

36.2 Manner of conduct of Alternative Voting

A decision referred to in clause 36.1 to be determined by Members shall be determined as follows:

- (a) voting papers must be posted (either physically or electronically at the discretion of the Board) to each Member, at the Member's Registered Address, who would have been entitled if present to vote at a general meeting held on the day of posting the voting papers;
- (b) voting papers must:
 - (i) set out any resolutions or decisions proposed by the Board or required for determination by Members, and
 - (ii) contain full instructions as to the method by which Members may cast a vote ('Voting Instructions');
- (c) any Member wishing to vote must do so in accordance with the Voting Instructions
- (d) the President must arrange for the result of the decision of the Members to be given to Members, whether by publication in the Journal or otherwise, within a reasonable time after receipt of the report.

36.3 President Unable to Exercise Powers

If the President is unable to exercise any of the powers or functions granted to him or her under clause 36, those powers or functions will be exercised by the second President and failing him or her by a person appointed by the Board for that purpose.

36.4 Effect of Decision by Alternative Voting Rules

A decision made by Members pursuant to the provisions of this clause 36 will have the same force and effect as a resolution passed at a general meeting of Members

37. BOARD:

37.1 Board of AFAANZ

The Board of AFAANZ shall consist of up to nine (9) elected members. At any time the make up of the Board shall comprise:

- (a) a President for the membership ordinarily resident in Australia [appointed pursuant to clause 37.6(b)]
- (b) a President for the membership ordinarily resident in New Zealand [(appointed pursuant to clause 37.6(b)]
- (c) up to seven Members of AFAANZ, at least one of whom shall be ordinarily resident in New Zealand and one of whom shall be ordinarily resident in Australia.

37.2 Co-opted members

At its discretion in any year the Board by not less than 75% of Directors present and voting at the meeting of the Board may co-opt not more than two (2) additional Members as Directors due to particular skills, knowledge or residency status possessed by such Members which the Board deems necessary or desirable. The term as a Director for any Member so co-opted shall expire at the immediate next Annual General Meeting when such Member may nominate for election pursuant to clause 37(4).

37.3 Election of Board

- (a) All Directors shall in the event that nominations for the position of Director exceed the number of vacancies to be filled, be elected by Members of AFAANZ, unless excluded from voting pursuant to clause 35 of this Constitution.
- (b) A retiring Director (other than a Director co-opted pursuant to clause 37.2) shall be deemed to have been nominated for re-election at an Annual General Meeting unless prior to such meeting he/she notifies the Secretary in writing that he/she does not seek re-election.
- (c) Upon election a Director shall hold office for a period of two (2) years.
- (d) Notwithstanding the provisions of clause 37.3(c) a Member elected to the position of either President-Elect or President shall continue to hold office as a Director without the need to seek re-election but only for so long as they shall hold such executive position.

37.4 Nominations for Election

- (a) Nominations of candidates for election to the Board of AFAANZ shall be called by the Board at least 60 days before the next Annual General Meeting.
- (b) Nominations must be provided to the Secretary in writing, signed by a Member of AFAANZ and by the candidate indicating his/her consent to the nomination.
- (c) If the number-of nominations exceeds the number of vacancies to be filled, a vote shall be called for and conducted pursuant to the provisions of clause 36.2.
- (d) any candidate may supply to the Board for distribution with the voting papers a brief statement (not to exceed such number of words as the Board may from time to time determine) of that candidate's curriculum vitae.

37.5 Results of Election

The chairperson of the Annual General Meeting shall declare to the meeting the names of the persons elected to the Board of AFAANZ.

37.6 Presidential appointments

After the Annual General Meeting in each second year, the Board shall meet and determine:

- (a) for the ensuing one or two years as may be necessary for the establishment or maintenance of offsetting terms to commence from the beginning of the new Board year by election from amongst their number respective Presidents-Elect for each of the membership ordinarily resident in Australia and for the membership ordinarily resident in New Zealand.
- (b) for the ensuing one or two years as may be necessary for the establishment or maintenance of offsetting terms to commence from the beginning of the new Board year by election from amongst their number respective Presidents for each of the membership ordinarily resident in Australia and for the membership ordinarily resident in New Zealand.
- (c) for the avoidance of doubt, unless the Board shall determine to the contrary, the Directors appointed to the role of President for the ensuing term pursuant to clause 37.6(b) shall be those Directors who immediately preceding the meeting had held the respective offices of Presidents-Elect.

37.7 Eligibility for Election

A person is only eligible for election as a Director if he or she is a Member not being an Honorary or Institutional member.

37.8 Casual Vacancies

Any casual vacancy occurring in the Board may be filled by the Board and the appointee will retain his or her office for as long as the vacating Director would have retained the office if no vacancy had occurred.

37.9 Board Year

The official Board year shall commence on 1 August and shall end on the next 31 July. Irrespective of the date of their election Directors shall be deemed to commence their term in office on 1 August in the year of their election and to complete their term on 31 July in the year in which their term expires pursuant to Clause 37.2(c).

38. VACATION OF OFFICE OF BOARD MEMBER:

The office of a Director immediately becomes vacant if the Director:

- (a) ceases to be a Member;
- (b) resigns his or her seat on the Board;
- (c) is absent for two consecutive meetings of the Board without the consent of the Board and no Alternate Director is appointed;
- (d) is prohibited by the *Corporations Act* from continuing as a Director;
- (e) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (f) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (g) fails to pay his or her annual subscription within 3 months of the due date;
- (h) receives any payment from AFAANZ otherwise than in accordance with clause 4 of this Constitution;

39. POWERS AND DUTIES OF BOARD:

39.1 Power and Duties of Board

The business of AFAANZ is managed and controlled by the Board which may exercise all powers of AFAANZ that the Constitution, the By-laws and the *Corporations Act* do not require to be exercised by AFAANZ in general meeting. No resolution of a general meeting of AFAANZ will invalidate any previous act of the Board which would have been valid but for the passing of the resolution.

39.2 Board Determinations

After the Annual General Meeting, the Board shall:

- (a) elect a Director to be the Treasurer for the ensuing year;
- (b) determine the power or powers to be delegated (if any) under clause 45.1 and the person or persons to whom such powers shall be delegated

39.3 Board

For the purposes of the *Corporations Act*, other legislation and the general law the Board is the board of directors of AFAANZ and each Board Member is a director of AFAANZ.

40. PROCEEDINGS OF MEETINGS OF BOARD

40.1 Board may regulate

The Board may meet, adjourn and otherwise regulate its meetings as it thinks fit, provided that Board must meet at least once every year before 31 December in that year.

40.2 Convening of Meetings

A meeting of the Board must be convened at any time on the requisition of:

- (a) the Presidents; or
- (b) two Presidents Elect; or
- (c) three Directors.

40.3 Notice

- (a) Subject to clause 40.3(d) fourteen days notice of every meeting of the Board, or seven days notice in case of emergency, must be given in accordance with clause 23.4 to each Director.

- (b) The notice must specify the place, day and hour of the meeting and must contain, as far as practicable, a statement of the general nature of the business to be transacted at the meeting.
- (c) The accidental omission to give any notice the non-receipt of any notice or the non-existence of any emergency will not affect the validity of the proceedings at the meeting.
- (d) A meeting of the Board may be convened with less than 14 days notice, provided that the convening of the meeting on short notice is ratified by the relevant meeting of the Board by Special Resolution.

40.4 Meetings

Board may meet either:

- (a) in person; or
- (b) by communicating with each other by any technological means consented to by all the Board.

40.5 Location of Meeting

A meeting conducted pursuant to clause 40.4(b) is deemed to be held at the place agreed upon by the persons attending the meeting, provided that at least one person present at the meeting was at the place agreed for the duration of the meeting.

40.6 Quorum

- (a) A quorum of the Board is five (5) Directors.
- (b) If a quorum is present, a meeting of the Board is competent to exercise all or any of the authorities, powers and discretions vested in it.

40.7 Chairperson of meetings of the Board

All meetings of the Board must be presided over by:

- (a) the President;
- (b) in his or her absence, the second President;
- (c) in his or her absence, a President-Elect chosen by the Board present; or
- (d) in their absence, a chairperson elected by Directors present.

41. DECISION OF QUESTIONS AT MEETINGS OF BOARD:

41.1 Decision by Majority

Subject to this Constitution, questions arising at meetings of the Board are to be decided by a majority of votes of Directors present and voting.

41.2 Casting Vote

The Chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

41.3 Motion Lost

If there is an equal number of votes cast in favour of and against a motion, the motion is lost.

42. DIRECTORS' INTERESTS:

42.1 Interested Director

Every Director who has a direct or indirect interest in a matter that is to be considered at a meeting of the Board:

- (a) must disclose to the Board any direct or indirect interest in a matter before the Board and, in the case of a contract, provide the Board with the names of the parties to the contract, particulars of the contract and Directors's interest in the contract;
- (b) must not vote on the matter or be present while the matter is being considered at the meeting of the Board; and
- (c) will not be counted in a quorum in relation to that matter, if to do so would be contrary to the *Corporations Act*.

42.2 Non-Disqualification

A Director will not be disqualified from office because of a direct or indirect interest in any contract or proposed contract with AFAANZ.

42.3 Prohibition not to apply

The prohibition contained in clause 42.1(b) and (c) does not apply where the Director is interested in a matter by virtue of holding not more than 1 per cent of the issued shares of a company which is interested in the matter. For the avoidance of doubt, the prohibitions contained in clause 42.1(b) and (c) do not apply if an associate of the Director holds not more than 1% of the issued shares of a company which is uninterested in the matter.

42.4 Failure to Disclose

Failure by a Director to disclose under clause 42.3 will not render void or voidable a contract in which the Director has a material personal interest.

43. REMAINING BOARD:

Provided that there are at least five (5) Directors, the Board may act even if there are vacancies on the Board.

44 EXECUTIVE APPOINTMENTS:

44.1 Executive Director

- (a) The Board may from time to time appoint any person to the role of Executive Director of AFAANZ and may from time to time cancel any such appointment.
- (b) The Board may fix, determine and vary the powers, duties and remuneration of any person so appointed.

44.2 Editor

- (a) The Board shall from time to time appoint a Member of AFAANZ to the position of Editor;
- (b) Such appointment shall be for a term not exceeding five years;
- (c) At the end of the term of office or earlier as required, the Board shall again appoint a member of AFAANZ to be Editor for a term not exceeding five years.
- (d) The Board may at its discretion re-appoint a retiring Editor.

45. COMMITTEES OF BOARD:

45.1 Delegation

The Board may delegate any or all of its powers, authorities and discretions (except the power of delegation), other than those which by law must be dealt with by the Board, to:

- (a) any standing or other committee or committees;
- (b) the Secretary;
- (c) any Officer of AFAANZ;
on any conditions and for such period as it may think fit.

45.2 Revocation of Delegation

The Board may at any time revoke or vary any delegation made in accordance with clause 45.1.

45.3 Regulation of Committees

- (i) The meetings and proceedings of every committee created by the Board will be governed by such regulations as from time to time may be made by the Board, and if no regulations are made by the Board, meetings of any committee will be governed by the provisions of this Constitution and the By-laws which deal with meetings of the Board so far as they are applicable and are not inconsistent with any directions of the Board.
- (ii) Every Committee created by the Board shall include at least one Director.

45.4 Exercise of Powers

Any entity to which any powers, authorities and discretions of the Board are delegated in accordance with clause 45.1 must exercise its powers in accordance with any directions of the Board and a power exercised in that way is deemed to have been exercised by the Board.

45.5 Sub-delegation

Subject to the directions referred to in clause 45.3 and the By-laws, any entity to which any powers, authorities and discretions of the Board are delegated in accordance with clause 45.1 may only sub-delegate all or any of the powers, authorities and discretions for the time being vested in it to sub-committees with the prior approval of the Board.

45.6 Not binding

Any report or resolution of any committee will not bind AFAANZ until ratified, adopted or confirmed by the Board, unless at the time of appointment the power to do so was expressly given to the committee.

46. WRITTEN RESOLUTIONS OF BOARD:

46.1 Resolution Passed

If a majority of the Board who are eligible to vote on a resolution have:

- (a) signed a document containing a statement that they are in favour of a resolution in terms set out in the document; and
- (b) returned the signed document to the Secretary within 19 days of despatch by AFAANZ;

then a resolution in those terms is deemed to have been passed at a meeting of the Board held on the day on which the document was last signed.

46.2 Counterparts

The document referred to in clause 46.1 may be in two or more counterparts which together will be deemed to constitute one document.

46.3 Facsimile

Any document referred to in this clause may be in the form of a facsimile transmission.

46.4 Committees

This clause applies to meetings of committees of the Board as if all members of the committee were Directors

47. VALIDITY OF ACTS OF BOARD:

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, co-opted Director or member of a committee of the Board; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Board or the committee of the Board before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

48. MINUTES:

48.1 Minutes

The Board must cause minutes to be made of:

- (a) the names of Directors present at all general meetings, meetings of the Board and meetings of committees of the Board;
- (b) all proceedings of general meetings, meetings of the Board and meetings of committees of the Board;
- (c) all appointments of officers;
- (d) all orders made by the Board and committees of the Board; and
- (e) all disclosures of interests made pursuant to clause 42.

48.2 Execution of Minutes

Minutes must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant body, and if so signed will as between Members be conclusive evidence of the matters stated in such minutes.

49. BY-LAWS:

AFAANZ may from time to time, by Special Resolution of the Board in accordance with this Constitution, make By-laws for the furtherance of the objects of AFAANZ and may from time to time rescind, vary or add to any By-laws.

50. SECRETARY DELEGATION:

50.1 Secretary Delegation

The Secretary may delegate some or all of his or her functions with the approval of the Board.

50.2 Revocation of Delegation

The Secretary may at any time revoke any delegation made pursuant to clause 50.1, and shall immediately revoke any delegation on the order of the Board.

50.3 Meetings of Board

The Secretary may attend meetings of the Board but he or she is not a Director and he or she does not have the right to vote at meetings of the Board.

51. SECRETARY:

The Secretary will, in accordance with the *Corporations Act*, be appointed by the Board for the term and on the conditions as the Board determines. The Secretary may be removed by the Board. The Board may appoint more than one Secretary.

52. SEAL:

52.1 Safe Custody

The Board must provide for the safe custody of the Seal.

52.2 Use of the Seal

Subject to clause 52.4, the Seal must not be used without the authority of the Board or a committee of the Board authorised to use the Seal.

52.3 Countersignature

Every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Board to countersign the document.

52.4 Certificate of Membership

The Seal, or a printed reproduction of the Seal, may be affixed to any certificate of membership without the authority of the Board.

53. INSPECTION OF RECORDS:

53.1 Inspection

Except as otherwise required by the *Corporations Act*, the Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of AFAANZ or any of them will be open for inspection by Members other than the Board.

53.2 No right

A Member other than a Director does not have the right to inspect any accounting records or other documents of AFAANZ unless the Member is authorised to do so by a court order or a resolution of the Board.

54. FUNDS:

54.1 Accounts at Financial Institutions.

All monies, when received on account of AFAANZ by the Board must be paid into the accounts maintained by AFAANZ.

54.2 Funds of AFAANZ

The funds of AFAANZ must be applied:

- (a) in accordance with the budget approved by the Board; and
- (b) subject to any directions which may be given from time to time by the Board.

54.3 Signatures

Except in the case of cheques drawn on any account of AFAANZ which may be signed or endorsed on behalf of AFAANZ by any two Directors or Officers, who have been authorised by the Board for that purpose all cheques, promissory notes, bankers drafts,

bills of exchange and other negotiable instruments where utilised must be signed, drawn, accepted, endorsed or otherwise executed on behalf of AFAANZ, as the case may be:

- (a) by any Director; and
- (b) countersigned by:
 - (i) the Secretary; or
 - (ii) any other Officer appointed by the Board for that purpose.

54.4 Endorsement on Cheques

Cheques or other negotiable instruments paid to any account maintained by AFAANZ for collection requiring the endorsement of AFAANZ may be endorsed by the Secretary or by such other Officer of AFAANZ as may be appointed by the Board for that purpose.

54.5 Transfer of Funds Electronically

Subject strictly to such due process as the Board may determine from time to time for the protection of AFAANZ funds and to enable a full audit trail to be maintained the Board may authorise the Executive Director or such other person as the Board may nominate from time to time to electronically transfer such money as may have been duly authorised for transfer from an AFAANZ Bank account to the account of a recipient entitled to the receipt of such money.

55. AUDIT AND ACCOUNTS:

55.1 Auditor

The Auditor shall be any suitable qualified individual.

55.2 Accounts

The Board must cause the accounts of AFAANZ to be audited by the Auditor in accordance with the requirements of the *Corporations Act*.

56. INDEMNITY AND INSURANCE:

56.1 Indemnity against Liability

To the extent permitted by law, AFAANZ indemnifies every person who is or has been an officer of AFAANZ against any liability incurred by that person:

- (a) as such an officer of AFAANZ; and
- (b) to a person other than AFAANZ or a related body corporate of AFAANZ,

unless the liability arises out of conduct on the part of the officer which:

- (c) involves a lack of good faith; or
- (d) is contrary to AFAANZ's express instructions.

56.2 Indemnity against expenses

AFAANZ indemnifies every officer of AFAANZ against any liability for costs and expenses incurred by the person in his or her capacity as officer of AFAANZ:

- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (b) in connection with an application, in relation to those proceedings, in which the Court grants relief to the person under the *Corporations Act*.

56.3 Insurance Premium

AFAANZ may pay a premium in respect of a contract insuring a person who is or has been an officer against liability incurred by the person as an officer, except in circumstances prohibited by the *Corporations Act*.

56.4 Officer

For the purposes of this clause, 'officer' means:

- (a) a Director as defined in this Constitution;
- (b) an officer or secretary as defined by the *Corporations Act*;
- (c) an employee or member of a committee;
- (d) a person appointed as trustee by, or acting as a trustee at the request of, AFAANZ or a related body corporate;

but does not include the Auditor.

56.5 Individual Responsibility

No Director, Secretary or other Officer for the time being of AFAANZ will be answerable or responsible for any act, receipt, omission, neglect or default of any other person notwithstanding any receipt or other document signed or act done for the sake of conformity or for any loss or damage whatsoever suffered by AFAANZ unless the loss or damage is as a result of dishonesty of the person.

57. INTERPRETATION OF CONSTITUTION:

If in the opinion of the Board any doubt arises as to the proper construction or meaning of any of these clauses or of any By-laws, pronouncements or regulations made under any of them, or of any expression used in them, the decision is to be reduced to writing, and recorded in the Minute Book of the proceedings of the Board and published in the Journal. The decision will be conclusive and binding on all Members.

58. AMENDMENT:

This Constitution may be altered, rescinded or repealed and a new Constitution may be made by AFAANZ in General Meeting in the manner prescribed by the *Corporations Act*. Nothing whether contained in this Constitution or otherwise is to be construed as implying or creating any privilege, priority or right in favour of any Member so as to limit the power of AFAANZ at any time to alter, rescind or repeal the same and to make a new Constitution in its place.

59. WINDING UP:

If AFAANZ is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of AFAANZ for the:
- (c) payment of debts and liabilities of AFAANZ (in relation to paragraph (b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$10.

60. SURPLUS:

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.