



**CORPORATIONS ACT 2001**

A Public Company Limited by Guarantee

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**CONSTITUTION**

**OF**

**Canberra Business Chamber Ltd**

**ACN 600 390 538**

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*Including amendments made up to, and including at, the 2019 Annual General Meeting held on 19<sup>th</sup> November 2019.*

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# CONSTITUTION OF CANBERRA BUSINESS CHAMBER LIMITED

## 1 DICTIONARY

### 1.1 Definitions

In this constitution unless the contrary intention appears:

**Board** means the members of the Board of Directors of the Company created under clause 9.

**Capital Region** means the Australian Capital Territory and surrounding districts as determined from time to time by the Board.

**Category** means a category of Membership set out in, or created according to, clauses 4.1 and 4.5.

**Chair** means the Chair of the Company elected under clause 11.

**Chief Executive Officer** means the chief executive officer appointed under clause 19.

**Company** means Canberra Business Chamber Ltd ACN 600 390 538, a company incorporated under the Corporations Act.

**Consultative Committee** means the Consultative Committee appointed under clause 18.

**Controller** has the meaning given in section 9 of the Corporations Act.

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

**Deputy Chair** means a Deputy Chair of the Company elected under clause 11.

**Financial Year** means the period from 1 July in one year to 30 June in the next.

**Honorary Member** means a honorary member referred to in clause 4.1(c) or admitted under clause 4.13, and **Honorary Membership** has a corresponding meaning.

A body corporate is **Insolvent** if:

- (a) it is (or states that it is) insolvent (as defined in the Corporations Act);
- (b) it has a Controller appointed, is in liquidation, in provisional liquidation, under administration or wound up or has had a Receiver appointed to any part of its property;
- (c) it is subject to any arrangement, assignment, moratorium or composition, protected from creditors under any statute or dissolved (in each case, other than to carry out a reconstruction or amalgamation while solvent on terms approved by the Company).

- (d) an application or order has been made (and, in the case of an application, it is not stayed, withdrawn or dismissed within 30 days), resolution passed, proposal put forward, or any other action taken, in each case in connection with that person, which is preparatory to or could result in any of (a), (b) or (c) above;
- (e) it is taken (under section 459(F)(1) of the Corporations Act) to have failed to comply with a statutory demand;
- (f) it is the subject of an event described in section 459(C)(2)(b) or section 585 of the Corporations Act (or it makes a statement from which it may reasonably be deduced that it is so subject);
- (g) it is otherwise unable to pay its debts when they fall due; or
- (h) something having a substantially similar effect to (a) to (g) happens in connection with that body corporate under the law of any jurisdiction,

**Kindred Organisation** means an Ordinary Member on whom the Board has conferred that status according to clause 4.14.

**Life Member** means a life member referred to in clause 4.1(b) or admitted under clause 4.13, and **Life Membership** has a corresponding meaning.

**Member** means a member of the Company of any category, and **Membership** has a correspondence meaning.

**Ordinary Member** means an ordinary member referred to in clause 4.1(a) or admitted under clause 4.13, and **Ordinary Membership** has a corresponding meaning.

**Ordinary Resolution** means a resolution at a general meeting of the Company carried by a simple majority.

**Present** means:

- (a) in respect of a Member at a general meeting, a meeting of the Consultative Committee or a meeting of a Task Force, present in person or by Representative or Proxy;
- (i) in respect of a Representative and a general meeting, a meeting of the Consultative Committee or a meeting of the Task Force present in person or by Proxy;
- (j) in respect of a member of the Board and a meeting of the Board, present in person.

**Proxy** means the proxy of a member appointed under clause 7.2.

**Receiver** means a receiver or a receiver and manager.

**Representative** means a natural person appointed to represent a Member (that Member not being an individual).

**Secretary** means any person appointed to perform the duties of Secretary of the Company and includes any assistant secretary or any person appointed to act as such temporarily.

**Special Resolution** means a special resolution within the meaning of the Corporations Act and set out under clause 8.9.

## 1.2 Interpretation

In this constitution unless the contrary intention appears:

- (a) **(gender)** words importing any gender include all other genders;
- (b) **(person)** the word **person** includes an individual, a firm, a body corporate, a partnership, a joint venture, an unincorporated body and association or an authority;
- (c) the expression **business day** means a day on which banks generally are open for general banking business in Canberra;
- (d) **(singular includes plural)** the singular includes the plural and vice versa;
- (e) **(grammatical form)** where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (f) **(regulations)** a reference to a law includes regulations and instruments made under the law;
- (g) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;
- (h) **(from time to time)** a power, an authority or a discretion reposed in the Company, a Member, the Board a member of the Board or the Company in general meeting may be exercised at any time and from time to time;
- (i) **Headings** are inserted for convenience and do not affect the interpretation of this constitution; and
- (j) **Include, includes** and **including** are not to be construed as words of limitation in this constitution.

## 1.3 Replaceable Rules

The replaceable rules in the Corporations Act are excluded and will not apply to the Company to the extent that they are inconsistent with the provisions in this constitution.

# 2 OBJECTS

## 2.1 Objects of the Company

The objects for which the Company is established are:

- (a) promote economic and business development in the Capital Region;
- (b) provide a forum for Members to discuss business and economic matters within the Capital Region;
- (c) advise, assist and represent Members in matters concerning government decisions;
- (d) advise, assist and represent Members in relation to workplace issues and disputes;
- (e) encourage businesses, professional bodies, and other organisations to locate their headquarters in the Capital Region;
- (f) create opportunities for Members to share knowledge, expertise and resources;
- (g) create and develop publications on business and economic matters for businesses, government and the general public;
- (h) affiliate, promote and maintain cooperation with other groups having similar objects;
- (i) liaise with and assist government, government departments, authorities, agencies, organisations, and persons in matters concerning the development and growth of the Capital Region;
- (j) offer appropriate fee for service products and services to assist businesses in the Capital Region; and
- (a) any other objects which are:
  - (i) consistent with the objects; and
  - (ii) approved by the Board from time to time.

### **3 INCOME AND PROPERTY**

#### **3.1 Application of Income and Property**

The income and property of the Company must be used for the objects of the Company in the way that the Board decides.

#### **3.2 Transfers to Members**

No income or property will be paid or transferred directly or indirectly to any Member except for payments in return for any services rendered or goods supplied to the Company in the ordinary course of business.

### **4 MEMBERSHIP**

#### **4.1 Categories of Membership**

The categories of Membership are:

- (a) Ordinary Member (there may be varying levels of ordinary Membership resulting in different Membership fees);
- (b) Life Member;
- (c) Honorary Member; and
- (d) those other categories of Membership (if any) that the Board creates from time to time according to clause 4.5.

#### 4.2 Eligibility for Ordinary Membership

- (a) Every person who is a member of the Canberra Business Council ACN 126 100 169 is entitled to apply for Membership of the Company.
- (b) Every person who is a member of the Confederation of A.C.T. Industry ABN 60 892 936 832 is entitled to apply for Membership of the Company.
- (c) Any person may apply for admission as an Ordinary Member.

#### 4.3 Eligibility for Life Membership

- (a) Any Member may nominate a Member who is an individual or a Representative for admission as a Life Member.
- (b) Every person who has been accorded life membership status of the Canberra Business Council ACN 126 100 169 and the Confederation of A.C.T. Industry ABN 60 892 936 832 will be deemed to be a Life Member of the Company.

#### 4.4 Eligibility for Honorary Membership

- (a) Any Member may nominate a person for admission as an Honorary Member.
- (b) Every person who has been accorded honorary membership status of the Confederation of A.C.T. Industry ABN 60 892 936 832 will be deemed to be a Honorary Member of the Company.

#### 4.5 Other Memberships

The Board may, from time to time, create new levels of Ordinary Membership and new categories of Membership and determine (in respect of new categories of Membership):

- (a) the rights that attach to each of them; and
- (b) the obligations to which they are each subject.

#### 4.6 Rights of Ordinary Members

An Ordinary Member has the right to:

- (a) nominate a candidate for election to each position on the Board in respect of which a vacancy arises;

- (b) notice of every meeting of the Company; and
- (c) vote at every meeting of the Company.

#### 4.7 Special recognition of certain Ordinary Members

- (a) The Board may from time to time determine that an Ordinary Member be entitled to be described (and to refer to itself) in such a way and for such a time in relation to the Company as recognises a particular contribution made by that Member to the Company.
- (b) The right of an Ordinary Member to be described (and to describe itself) as enjoying a particular level of Ordinary Membership does not otherwise affect its rights and obligations as an Ordinary Member.

#### 4.8 Rights of Life Members

A Life Member has:

- (a) the right to be and remain a Life Member until they die or resign their Life Membership;
- (b) no obligation, and may not be required, to pay subscriptions; and
- (c) otherwise, all the rights of an Ordinary Member.

#### 4.9 Rights of Honorary Members

A Honorary Member has:

- (a) the right to be and remain a Honorary Member until they die or resign their Honorary Membership; and
- (b) no obligation, and may not be required, to pay subscriptions.

#### 4.10 Application requirements

An application for Membership must:

- (a) be in the form from time to time determined by the Board;
- (b) state:
  - (i) the category of Membership; and
  - (ii) if there are different levels of Ordinary Membership, the level of Ordinary Membership sought; and
- (c) be accompanied by payment of:
  - (i) the subscription for the current Financial Year; or
  - (ii) if there are different levels of Ordinary Membership the subscription for the current Financial Year for the level of Ordinary Membership sought,or any part of that amount as the Board may determine.



#### 4.11 Life Membership Nomination Requirements

A nomination of a person for Life Membership must:

- (a) be in writing in the form from time to time determined by the Board; and
- (b) set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership, including the distinguished service rendered by the nominee to the Company.

#### 4.12 Honorary Membership Nomination Requirements

A nomination of a person for Honorary Membership must:

- (a) be in writing in the form from time to time determined by the Board; and
- (b) set out the reasons why, in the opinion of the nominator, the nominee should be considered for Honorary Membership, including the outstanding service rendered by the nominee to the Company and/or to the Capital Region.

#### 4.13 Admission to Membership

- (a) Applications for admission to Membership other than Life Membership and Honorary Membership are to be considered by the Board, which may accept or reject the application at its discretion and need not give reasons for doing so.
- (b) An applicant is admitted to Membership if the application is approved by the Board.
- (c) Nominations for admission to Life Membership and Honorary Membership will be considered by the Board and, if the Board at its discretion recommends acceptance, the nomination will be referred to the Consultative Committee for consideration, at its next meeting after the nomination is received.
- (d) When the Consultative Committee receives a nomination for admission to Life Membership and Honorary Membership, it may accept or reject the application, and need not give reasons for doing so.
- (e) A nominee is admitted to Life Membership and Honorary Membership (and ceases to hold any other category of Membership, if the nominee is then already a Member) if the Consultative Committee approves the nomination.

#### 4.14 Kindred Organisations

- (a) A Member which, in the opinion of the Board, is sufficiently representative of a number of organisations with common business industrial commercial or professional interests, may have conferred on it by the Board the status of a Kindred Organisation.

- (b) A Member which is a Kindred Organisation has, in addition to all the rights of the class of Membership to which it belongs:
  - (i) the right to be consulted by the Board in connection with the preparation of strategic submissions touching on or concerning the relevant business industries commercial or professional interests; and
  - (ii) the right to have their consultative role acknowledged specifically in each strategic submission, in the Company's annual report and in such other public documents of the Company as is reasonably practicable.

#### 4.15 Resignation

A Member may at any time, by giving one month's notice in writing to the Secretary, resign their Membership.

#### 4.16 Cessation of Membership

Membership ends:

- (a) on resignation;
- (b) if the Member is an individual, on their:
  - (i) death;
  - (ii) becoming bankrupt or insolvent or making an arrangement or composition with the creditors of their joint or separate estate generally; or
  - (iii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) if the Member is a body corporate, if it is or becomes Insolvent; or
- (d) if the Member fails to pay a subscription within three (3) months of the due date, and the Board resolves to terminate their Membership.

#### 4.17 No claim against the Company

No Member whose Membership ends has any claim against the Company for damages or otherwise.

#### 4.18 Membership personal

- (a) Membership is personal to the relevant Member.
- (b) A right, privilege or obligation that a person has by reason of being a Member:
  - (i) is not capable of being disposed of or made the subject of any trust; and

- (ii) ends when that person's Membership ends.

#### 4.19 Limited liability

The Members undertake to contribute to the assets of the Company in the event of the Company being wound-up during the time of Membership or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which such Member ceases to be a Member and of the costs charges and expenses of winding-up the Company and for the adjustment of rights of the contributories amongst themselves such amount as may be required but not exceeding \$10.00 from each Member.

#### 4.20 Representatives of Member

- (a) Any Member which is a firm, corporation or incorporated association must by written notice to the Board appoint an individual who is a partner, director or officer of such firm, corporation or incorporated association or such other person approved by the Board to act as its Representative in all matters connected with the Company.
- (b) Any Member being a firm, corporation or incorporated association is bound by its Representative in all matters and things.

### **5 MEMBERSHIP SUBSCRIPTIONS**

#### 5.1 Subscriptions to be paid by Members

- (a) The Board must determine the subscriptions to be paid by Members for each Financial Year.
- (b) Subject to clauses 4.8 (which deals with Life Membership), 4.9 (which deals with Honorary Membership) and 5.2 (which deals with different levels of Ordinary Membership), the Board may determine:
  - (i) different subscriptions for different Categories of Membership; and
  - (ii) that the subscription for a Category of Membership is zero.

#### 5.2 When different subscriptions are permitted within a Category of Membership

For the purpose of clause 4.7, the Board may from time to time determine that an Ordinary Member is entitled to enjoy a particular level of Ordinary Membership on payment for a Financial Year of the subscription determined for that purpose by the Board in respect of that level of Ordinary Membership.

#### 5.3 Collection and Payment of Subscriptions

The Board may make rules relating to the collection and payment of any subscriptions imposed in accordance with clauses 5.1 and 5.2.

#### 5.4 Board may grant concessions

The Board may:

- (a) defer the obligations of a Member to pay their subscriptions;
- (b) reduce the subscriptions payable by a Member; or
- (c) agree to a Member paying their subscription:
  - (i) in kind, or partly in money and partly in kind; or
  - (ii) by setting off, in whole or in part, against the amount of the subscription, any amount owed by the Company to that Member,

if:

- (d) the Board is satisfied that:
  - (i) there are reasonable grounds for doing so; and
  - (ii) the Company will not be materially disadvantaged as a result; and
- (e) in the case of the deferral or reduction of a subscription, that Member agrees to pay the amount deferred or the amount of the reduction (as the case may be) within a time fixed by the Board.

#### 5.5 Former Members remain liable

- (a) Any Member whose Membership ends remains liable to the Company for all unpaid subscriptions then owing by them to the Company.
- (b) If any subscriptions have been paid in advance, no amount is refundable to any Member whose Membership has ended unless first approved by the Board.

#### 5.6 Levies

- (a) The Board may impose a levy on all or some of the Members.
- (b) The Board must pass an Ordinary Resolution to impose a levy under clause 5.6(a) that specifies the:
  - (i) purpose of the levy;
  - (ii) manner in which the levy will be calculated and charged against Members; and
  - (iii) due date for payment.

## **6 GENERAL MEETINGS**

### **6.1 Holding of annual general meetings**

- (a) The Company must hold its first annual general meeting within 18 months after its registration.
- (b) With the exception of the first annual general meeting, the Board must, at least once in each year and within the first 5 months after the end of each Financial Year, convene an annual general meeting.

### **6.2 Annual general meetings**

- (a) Subject to the Corporations Act and this constitution, each annual general meeting of the Company is to be convened and held on the date and at the place and time the Board determines.
- (b) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to:
  - (i) confirm the minutes of the last annual general meeting and of any other general meeting held in the meantime;
  - (ii) consider the annual financial report, directors' report and auditor's report;
  - (iii) elect members to the Board and declare the result of the election to Members; and
  - (iv) appoint auditors if necessary.
- (c) An annual general meeting must be described as an annual general meeting in the notice convening it.

### **6.3 Calling of other general meetings**

- (a) The Board may, whenever it thinks fit, convene any other general meeting of the Company to be held on the date and at the place and time the Board thinks fit.
- (b) The Board must, on the requisition in writing of not less than 5% of Members or 100 Members, convene a general meeting of the Company.
- (c) A requisition by Members for a general meeting:
  - (i) must state each resolution to be proposed at the meeting;
  - (ii) must be signed by the Members making the requisition;
  - (iii) must be lodged at the Registered Office of the Company; and

- (iv) may consist of several documents in a similar form (but the resolutions must be in identical terms) each signed by one or more of the Members making the requisition.
- (d) If the Board fails to convene a general meeting within 21 days after the requisition is given to the Company to be held within two months after the date on which the requisition is lodged, 50% or more of the Members who made the requisition may convene a general meeting to be held no later than 3 months after that date.
- (e) A general meeting convened by Members is to be convened as nearly as practicable in the same manner as general meetings are convened by the Board and any Member who consequently incurs expense is entitled to have that expense reimbursed by the Company.

#### 6.4 Business to be conducted at general meetings

No business is to be transacted at a general meeting other than:

- (a) that specified in the notice convening it; and
- (b) in the case of an annual general meeting, the general business described in clause 6.2.

#### 6.5 Notice of business by Member

A Member wishing to bring any business before a general meeting may give notice in writing of that business to the Secretary, who must include that business in the next notice calling a general meeting.

#### 6.6 Resolution required

Subject to the Corporations Act and this constitution in relation to special resolutions, a resolution is passed if a majority of the votes cast on the resolution are in favour of the resolution.

#### 6.7 Period of notice

Subject to the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days' written notice of the general meeting must be given to each Member. The notice must specify the date, place and time of the meeting and the nature of the business proposed to be transacted at the meeting.

#### 6.8 Non-receipt of notice

The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

## **7 PROXIES**

### **7.1 Entitlement**

A Member who is entitled to attend vote at a general meeting may appoint a person to be the Member's proxy to attend and vote for the Member at the general meeting. An instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or proof of it to the satisfaction of the Board) will be deposited at the registered office (or at such place as is specified for that purpose in the notice convening the general meeting) not less than forty eight (48) hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in such instrument proposed to vote. The person so named will be a Member or representative of a member.

### **7.2 Evidence of Appointment**

A certificate evidencing the appointing of a Representative, a power of attorney and an instrument appointment a proxy will be in writing under the hand of the appointor or the appointor's attorney duly authorised in writing or, if such appointor is a corporation, under its common seal or the hand of its attorney or officer duly authorised. Only one (1) representative will be recognised in respect of a Member which is a firm, corporation or incorporated association.

### **7.3 Period of Appointment**

Unless the Board in determining the form of the instrument specifies otherwise, an instrument appointing a proxy will only be for a single meeting and each instrument will specify the day upon which the meeting at which it is intended to be used is to be held and it will be operative only for the meeting so specified and any adjournment of that meeting. The instrument appointing a proxy will be deemed to confer authority to demand or join in a poll.

### **7.4 Form of Appointment**

Every instrument appointing a proxy will be in the form determined by the Board from time to time and:

- (a) May make provision for the chairperson of the meeting to act as proxy in the absence of any other appointment or if the Member or Members nominated fails or all fail to attend;
- (b) May enable the Member to vote for or against each or any of the resolutions to be proposed and the proxy will not be entitled to vote on a resolution in a manner contrary to that specified in the instrument.

### **7.5 Validity/Revocation**

A vote given or act done in accordance with the terms of an instrument appointing a proxy or power of attorney will be valid despite the previous death or unsoundness of mind of the principal, or revocation of the proxy or power of attorney, or cessation of Membership in respect of which the vote is given or act done, provided no intimation in writing of the death or

unsoundness of mind, revocation or cessation will have been received at the registered office or by the chairperson of the meeting before the vote is given or act done. Any proxy may be revoked at any time. The chairperson's decision as to whether a proxy has been revoked will be final and conclusive.

## **8 PROCEEDINGS AT GENERAL MEETINGS**

### **8.1 Chairperson**

The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted;
- (b) may require the adoption of any procedure which is in the chairperson's opinion necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes at the meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairperson under this clause is final.

### **8.2 Number for a quorum**

Twenty Members Present is a quorum at a general meeting.

### **8.3 Requirement for a quorum**

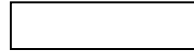
No item of business is to be transacted at a general meeting unless a quorum is Present during the time the meeting is considering that item.

### **8.4 Quorum and time**

- (a) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not Present, the meeting is to be adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or notified to Members before the day to which the meeting is adjourned) at the same place.
- (b) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, ten (10) Members present are a quorum.
- (c) If, at the adjourned meeting, neither a quorum nor a reduced quorum is present within that time, the meeting is dissolved.



## 8.5 Adjournment



- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of an Ordinary Resolution, adjourn the meeting from time to time and place to place.
- (b) No business is to be transacted at an adjourned meeting other than the business left unfinished at the original meeting.
- (c) Where a general meeting is adjourned for 30 days or more, the Secretary must give notice of the adjourned meeting to each Member stating the date, place and time of, and the nature of the business to be transacted at, the meeting.
- (d) Except as provided in this clause 8.5, notice of an adjourned general meeting or of the business to be transacted at an adjourned meeting need not be given.
- (e) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.

## 8.6 Making of decisions

Every question submitted to a general meeting must be decided on a show of hands unless a poll is properly demanded and not withdrawn:

- (a) before the vote is taken;
- (b) before the voting results on the show of hands are declared; or
- (c) immediately after the voting results on the show of hands are declared,  
by:
  - (d) the chairperson of the meeting; or
  - (e) any Member Present and entitled to vote on the resolution.

## 8.7 Declaration of results

- (a) A declaration by the chairperson of a general meeting 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 minutes of the Company's proceedings, is conclusive evidence to that effect.
- (b) Neither the chairperson nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

## 8.8 Poll

- (a) At a general meeting, a poll may be demanded by the chairperson of the meeting or any Member Present.

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairperson of the meeting, and the result of the poll is the resolution of the meeting at which the poll was demanded.

- (b) A poll demanded on the election of a chairperson of meeting or any question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which the poll has been demanded.

#### 8.9 Special Resolution

A resolution of the Company is a Special Resolution if it is passed:

- (a) at a general meeting of which at least 21 days' written notice was given according to this constitution specifying the intention to propose the resolution as a Special Resolution; and
- (b) by a majority consisting of at least three quarters of those Members Present as, being entitled under this constitution to do so, vote.

#### 8.10 Voting

- (a) On any question at a general meeting of the Company each Member Present and entitled to vote has one vote only.
- (b) A Representative's right to speak or vote (and that of their Proxy) at a meeting is suspended while the Member whose Representative (or the Representative whose Proxy) they are, is personally present at the meeting.
- (c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting has a second or casting vote.

#### 8.11 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a meeting or adjourned meeting:
  - (i) may not be raised except at that meeting or adjourned meeting; and
  - (ii) must be referred to the chairperson of the meeting or adjourned meeting, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

#### 8.12 Chairperson to determine dispute

If there is a dispute about the admission or rejection of a vote, the chairperson of the meeting must decide it and that decision made in good faith is final and conclusive.

#### 8.13 Effect of unpaid subscription

Subject to clause 5.4, (which permits the Board to grant concessions about the payment of subscriptions) if a Member's subscription is not current at the date of a general meeting, none of:

- (a) that Member;
- (b) their Proxy;
- (c) their Representative; and
- (d) their Representative's nominee,

may vote at that general meeting.

### **9 BOARD**

#### 9.1 Membership of the Board

##### (a) Elected by Members

- (i) The Board will consist of nine (9) directors elected by the Members in accordance with clause 10 who will each serve a term of three (3) years.
- (ii) A director may serve no more than two (2) consecutive terms.

##### (b) Appointed by Board

The Board may appoint up to three (3) directors who must be a Member or Representative on terms it considers appropriate. A director appointed under this provision may serve only for one year at a time and serve for a total of no more than three consecutive years.

#### 9.2 Rotation of Directors

- (a) One third of the directors elected under clause 9.1(a)(i) will retire at each annual general meeting and will be eligible for re-election.
- (b) In determining the directors of the Board who are to retire from office under this clause:
  - (i) directors who have served their term will be the first to retire;
  - (ii) directors (if any) appointed to fill a casual vacancy will be the first persons counted;
  - (iii) the Board will agree as to which directors will retire and failing agreement will draw lots to determine who is to retire at each

- annual general meeting; and
- (iv) any retiring director will be able to offer themselves for re-election subject to clause 9.1(a)(ii).

### 9.3 Transitional Provision: Membership of the Board after Constitution is adopted

- (a) Notwithstanding the provisions in clauses 9.1 and 9.2, immediately after the adoption of this constitution, the Board will consist of the following members:
  - (i) two (2) directors appointed by the Canberra Business Council ACN 126 100 169;
  - (ii) two (2) directors appointed by the Confederation of A.C.T. Industry ABN 60 892 936 832;
  - (iii) five (5) directors elected in accordance with clause 10; and
  - (iv) up to three (3) persons appointed on terms considered appropriate by the Board who must be a Member or Representative.
- (b) The five (5) directors elected to the Board under clause 9.3(a)(iii) will be elected at a general meeting that is held immediately after the adoption of this constitution.
- (c) The election of the five (5) directors will be held in accordance with the procedure outlined in clause 10.2, except that the election will be held at a general meeting of the Company.
- (d) A director who is elected or appointed to the Board under clauses 9.3(a)(i), 9.3(a)(ii), and 9.3(a)(iii) will serve a term of one (1), two (2) or three (3) years ending at an annual general meeting.
- (e) The Board will, at the first meeting of the Board after the date this constitution is adopted by the Company, either agree as to which directors will retire at the 2016, 2017 and 2018 annual general meetings and failing agreement the Board will draw lots to determine who is to retire at each annual general meeting.
- (f) There will be no directors elected or appointed to the Board at the first annual general meeting of the Company.

### 9.4 Vacation of office

A person's membership of the Board ceases, and any corresponding office held under clauses 9, 11 and 16 becomes vacant, if they:

- (a) resign their office by notice in writing given to the Secretary;
- (b) die;
- (c) become bankrupt or insolvent or makes an arrangement or composition with their creditors of their joint or separate estate generally;
- (d) become 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;
- (e) without leave of absence granted by the Board, fail to attend 3 consecutive meetings of the Board;
- (f) cease to be a Member of the Company or a Representative of a Member;
- (g) fail to pay any subscription due by them according to clause 5; or
- (h) are removed from office at a general meeting of the Company.

#### 9.5 Filling vacancies

- (a) If:
  - (i) all the Board positions referred to in clauses 9.1(a)(i) and 9.3(a)(iii) are not filled at an annual general meeting or general meeting of the Company; but
  - (ii) there is nevertheless a quorum of the Board according to clause 14.3,

the Board may appoint any Member (who is an individual) or Representative to fill any vacant position.
- (b) The Board may also appoint any Member (who is an individual) or Representative to fill any casual vacancy in the Board.
- (c) A person appointed to the Board under this clause 9.5 holds office (subject to clause 9.2) for the remainder of the outgoing director's term.

## 10 ELECTIONS OF THE BOARD

### 10.1 Nominations

- (a) Nominations for each Board position will be called for by the Secretary acting as the Returning Officer.
- (b) Nominees must be a Member or a Representative.
- (c) Nominations for the election of a member of the Board may be made by any Member or their Representative and is to be:
  - (i) in writing;
  - (ii) signed by a mover and seconder (both of whom must be Members or Representatives);
  - (iii) accompanied by the consent of the nominee;
  - (iv) accompanied by a resume of the nominee suitable for circulation to Members; and
  - (v) submitted to the Secretary at least five (5) clear days before the statutory notice of the annual general meeting at which the election is to be held, is required to be given.

## 10.2 Conduct of elections

- (a) If the candidates nominated are not greater than the number of candidates required to be elected the chairperson of the meeting will declare the candidates nominated duly elected; or
- (b) if the number of candidates nominated is greater than the number required to be elected a separate ballot will be conducted to elect each person; or
- (c) any ballot is to be conducted at the annual general meeting in the manner the Board directs.

## 10.3 Register of members of the Board

- (a) The Secretary must establish and maintain a register of members of the Board specifying:
  - (i) the name and residential address of each member;
  - (ii) the office to which they were elected or appointed (and whether pursuant to clauses 9.1(a), 9.1(b), and 9.3(a);
  - (iii) the date on which the person became a member of the Board;
  - (iv) the date, if any, on which the person ceased to be a member of the Board or to hold a particular office.
- (b) The register of members of the Board must be kept at the Company's registered office.

## 11 OFFICE BEARERS

### 11.1 Chair and Deputy Chair

- (a) The Board will, at the first meeting of the Board after each Annual General Meeting, elect from its members a Chair and a Deputy Chair, who will hold office until the conclusion of the next Annual General Meeting.
- (b) If the Chair and Deputy Chairs are re-elected as directors of the Board, they will be eligible for re-election, however, they may serve no more than two (2) consecutive terms.
- (c) If the office of Chair or Deputy Chair becomes vacant for any reason the Board must elect from its members a new Chair or Deputy Chair as the case may be.
- (d) The Board will determine the procedure for the election of the Chair and Deputy Chairs.
- (e) The Chair and Deputy Chairs will be the chairperson and deputy chairperson respectively at all meetings of the Company and the Board. If the Chair or Deputy Chairs are not present or are unable or unwilling to act, the following may preside as chairperson of the meeting (in order

of precedence):

- (i) any other Member of the Board present who has been appointed by those other Members of the Board present; or
- (ii) a Member (who is an individual), Representative or Nominee chosen by a majority of the Members Present.

#### 11.2 Secretary

- (a) The Board must appoint one or more secretaries, one of which must ordinarily reside in Australia.
- (b) The Secretary will have such duties and powers as determined by the Board.

### 12 PAYMENTS TO BOARD MEMBERS

#### 12.1 Generally, no fees payable

Subject to clause 12.2, a member of the Board may not be paid any fees for acting in that capacity and may only be reimbursed expenses or paid remuneration for services rendered to the Company in the circumstances permitted by clause 12.2.

#### 12.2 Permitted payments to Board members

A member of the Board may be reimbursed expenses or paid remuneration for services rendered to the Company only in the following circumstances:

- (a) as reimbursement of reasonable travelling, accommodation and other expenses which the member incurs when travelling in the course of, or when otherwise engaged in carrying out the duties of, a member of the Board;
- (b) as remuneration for any service rendered to the Company in a professional or technical capacity, other than in the capacity of a member of the Board, where the provision of that service has been previously approved by the Board and is not more than an amount which would be a commercially reasonable payment for the service and is otherwise made in compliance with the Corporations Act; or
- (c) as salary or wage due to the member as an employee of the Company.

### 13 POWERS OF THE BOARD

#### 13.1 Board to manage the Company

- (a) Subject to the Corporations Act, this constitution and to any resolution passed by the Company in general meeting, the Board:
  - (i) is to control and manage the affairs of the Company;
  - (ii) may exercise all those functions as may be exercised by the Company, other than functions that are required by the Corporations Act or by this constitution to be exercised by a

general meeting of the Company; and

- (iii) has power to:
  - A. do everything that appears to the Board to be necessary or desirable for the proper management of the Company's affairs; and
  - B. issue statements of policy in connection with anything concerning the Company and its affairs.
- (b) In the construction of the duties, powers and liabilities of any Board member each such person will, unless the contrary intention appears, be regarded as a "director" both under the Corporations Act and the general law.

### 13.2 Role of Consultative Committee

- (a) The Board may, in managing the affairs of the Company, consult regularly with the Consultative Committee and give due weight and regard to the views of the Consultative Committee.
- (b) In particular, where the Board determines on a course of action which is inconsistent with a recommendation of the Consultative Committee, the Board may, at the next Consultative Committee meeting, explain its reasons for doing so.

### 13.3 Statements of policy

A statement of policy under clause 13.1(a)(iii)B:

- (a) must be in writing;
- (b) must be signed by the Chair;
- (c) must not be inconsistent with the Corporations Act or this constitution;
- (d) may from time to time be amended, or revoked, by the Board; and
- (e) as amended from time to time and until revoked, is the policy of the Company on the relevant subject matter.

### 13.4 References to the Consultative Committee

The Board may consult on policy issues with the Consultative Committee as frequently as may reasonably be required and, for that purpose, may direct the Secretary to convene meetings of the Consultative Committee.

### 13.5 Minutes

The Board will cause minutes to be made:

- (a) of names of members present at all meetings of the Company and of the Board; and
- (b) of all proceedings at all meetings of the Company and of the Board, such minutes will be signed by the chairperson of the next meeting.



## **14 PROCEEDINGS OF THE BOARD**

### **14.1 Meetings**

The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.

### **14.2 Convening meetings**

A member of the Board may, and the Secretary on the request of a member of the Board must, convene a meeting of the Board.

### **14.3 Quorum**

The quorum necessary for the transaction of the business of the Board is 5 Board members then in office (of which at least three must be elected members under clauses 9.1(a)(i) and 9.3(a)) or any other number as the Members in general meeting may determine.

### **14.4 Remaining Board members may act**

- (a) The continuing members of the Board may act notwithstanding a vacancy in their number.
- (b) If their number is reduced below the quorum fixed by clause 14.3, the continuing members of the Board may, except in an emergency, act only for the purpose of filling the vacancy.

### **14.5 Determination of questions**

A question arising at a meeting of the Board is to be decided by a majority of votes of the members of the Board present and entitled to vote, and that decision is for all purposes a decision of the Board.

### **14.6 Voting at Board meetings**

Each member of the Board has one vote, unless disqualified under clause 15.

### **14.7 Equality of votes**

In the event of an equality of votes the chairperson of the meeting has a second or a casting vote.

### **14.8 Circulating Resolutions**

- (a) The Board may pass a resolution without a meeting being held if all of the members of the Board who are entitled to vote on the resolution are in favour of the resolution and each director's agreement is communicated to the Secretary by any means including electronically.
- (b) The resolution is passed when the last member of the Board agrees.

### **14.9 Use of technology**

A Board meeting may be called or held at two or more venues using any technology that gives each member of the Board a reasonable opportunity to participate.

#### 14.10 Validity of acts of Board members

All acts done at a Board meeting, or by a person acting as a member of the Board are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuation in office of a person as a member of the Board or of the person so acting; or
- (b) a person acting as a member of the Board was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

### 15 DISCLOSURE OF INTERESTS

#### 15.1 Prohibition on voting

- (a) A member of the Board who has a material personal interest in a matter that is being considered at a meeting of the Board must not:
  - (i) be present while the matter is being considered at a meeting; or
  - (ii) vote on the matter.
- (b) This clause does not apply if clause 15.2 allows the director to be present.

#### 15.2 Participation with approval of other members

Where:

- (a) a member of the Board has a material personal interest in a matter that is being considered at a meeting of the Board; and
- (b) the members who do not have a material personal interest in the matter have passed a resolution that:
  - (i) identifies the nature and extent of their interest in the matter and its relation to the affairs of the Company; and
  - (ii) states that those other members of the Board are satisfied that the interest should not disqualify the interested member from doing so,

then the interested member under may, according to the terms of that permission:

- (c) be present while the matter is being considered at the meeting; or
- (d) vote on the matter; or
- (e) both be present while the matter is being considered at the meeting and vote on the matter.

#### 15.3 Member may consider or vote on resolution to deal with matter at general

meeting

If there are not enough members of the Board to form a quorum for a Board meeting because of clause 15.1, one or more of them (including those who have a material personal interest in that matter) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

#### 15.4 Effect of contravention

A contravention by a member of the Board of this clause 15 does not affect the validity of any resolution.

### **16 BOARD COMMITTEES**

#### 16.1 Establishment

The Board may:

- (a) delegate any of its powers and/or functions (not being duties imposed on the Board as the directors of the Company by the law or the general law) to one or more Committees consisting of such members of the Company as the Board sees fit; and
- (b) any committee so formed will conform to any regulation that may be imposed by the Board and will have power to co-opt any member of the Company and all members of such Committees will have one (1) vote at each Committee meeting.

### **17 TASK FORCES**

#### 17.1 Establishment

The Board may establish and dissolve standing or ad hoc committees which are to be known as Task Forces (or such other title or description as the Board decides).

#### 17.2 Objects and powers of Task Forces

A Task Force has no delegated powers from the Board. Its function is to make non-binding recommendations in respect of the matters on which the Board directs it to advise.

#### 17.3 Membership of Task Forces

The Board may appoint the members of a Task Force at the time of its establishment, and may remove and replace them.

#### 17.4 Vacation of office

A person's membership of a Task Force ceases if the person:

- (a) resigns their office by notice in writing given to the Secretary;
- (b) dies;
- (c) becomes bankrupt or insolvent or makes an arrangement or

composition with their creditors of their joint or separate estate generally;

- (d) becomes of unsound mind or someone whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (e) is removed from the Task Force by resolution of the Board.

#### 17.5 Vacancy

The members of a Task Force may act notwithstanding a vacancy in their number.

#### 17.6 Meetings of Task Forces

A Task Force may meet and adjourn as it thinks proper.

#### 17.7 Determination of questions

- (a) Each member of a Task Force has one vote.
- (b) A question arising at a meeting of a Task Force is to be decided by a majority of votes of the members of the Task Force Present and voting.

#### 17.8 Equality of votes – casting vote for chairperson

In the event of an equality of votes, the chairperson of a Task Force meeting has a second or casting vote.

#### 17.9 Validity of acts of Task Force members

All acts done at a Task Force meeting, or by a person acting as a Task Force member, are even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Task Force member or of the person so acting; or
- (b) a person acting as a Task Force member was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

### **18 CONSULTATIVE COMMITTEE**

#### 18.1 Establishment

There is to be a Consultative Committee.

#### 18.2 Objects and powers of the Consultative Committee

- (a) The Consultative Committee has no delegated powers from the Board.
- (b) Its functions are:
  - (i) to provide a convenient and accessible forum in which the views

of the Members may be expressed and discussed, and to better reflect those views for the Board;

- (ii) to advise the Board on policy matters and issues affecting the Company; and
- (iii) to make recommendations in respect of the matters on which the Board requests that it from time to time advise.

### 18.3 Membership of Consultative Committee

- (a) The Consultative Committee is to consist of up to 50 members (or any other number that the Company may from time to time in general meeting determine), each of whom must be a Member or Representative.
- (b) Members of the Consultative Committee are to be elected by the Company from time to time in general meeting and subject to clause 18.5, remain members of the Consultative Committee until the end of the second annual general meeting following their election.

### 18.4 Nominations

- (a) Nominations for each Consultative Committee position will be called for by the Secretary acting as the Returning Officer.
- (b) Nominations to the Consultative Committee may be made by any Member or their Representative and are to be:
  - (i) in writing;
  - (ii) accompanied by the consent of the nominee; and
  - (iii) submitted to the Secretary at least 3 clear business days before the annual general meeting at which the election is to be held.

### 18.5 Vacation of office

A person's membership of the Consultative Committee ceases if the person:

- (a) resigns their office by notice in writing given to the Secretary;
- (b) dies;
- (c) becomes bankrupt or insolvent or makes an arrangement or composition with the creditors of their joint or separate estate generally;
- (d) 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; or
- (e) otherwise ceases to be a Member (who is an individual) or Representative.

### 18.6 Vacancy

- (a) The members of the Consultative Committee may act notwithstanding a

vacancy in their number.

- (b) If at any time the number of members of the Consultative Committee is less than the maximum number of members permitted under clause 18.3, whether because of a casual vacancy under clause 18.5 or as a result of there having been less than the maximum number of members elected at the previous annual general meeting, the Board may appoint another Member (who is an individual) or Representative to fill the vacancy.
- (c) Subject to clause 18.5, a member of the Consultative Committee appointed under this clause 18.6 remains a member until the end of the following annual general meeting.

#### 18.7 Meetings of Consultative Committee

The Consultative Committee may meet and adjourn as it thinks proper.

#### 18.8 Determination of questions

Each member of the Consultative Committee has one vote. A question arising at a meeting of the Consultative Committee is to be decided by a majority of votes of the members of the Consultative Committee present and voting.

#### 18.9 Equality of votes - casting vote for chairperson

In the event of an equality of votes, the chairperson of the Consultative Committee meeting has a second or a casting vote.

#### 18.10 Validity of acts of Consultative Committee

All acts done at a Consultative Committee meeting, or by a person acting as a Consultative Committee member are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Consultative Committee member of the person so acting; or
- (b) a person acting as a Consultative Committee member was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

#### 18.11 Quorum

The quorum necessary for a meeting of the Consultative Committee is ten (10) members entitled to vote or any other number as the members in general meeting may determine.

### 19 CHIEF EXECUTIVE OFFICER

- (a) The Board may appoint a person to be Chief Executive Officer of the Company from time to time on such terms it considers appropriate.
- (b) The Chief Executive Officer will have the right to attend and be heard at all meetings of the Company but will have no right to vote.

## **20 RECORDS**

### **20.1 Custody**

The Board must provide for the safe custody of all books, documents and securities of the Company.

### **20.2 Inspection by members**

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 the Company or any of them will be open for inspection according to clause 20.3.

### **20.3 Right of a Member to inspect**

A Member or Representative (other than a current member of the Board) does not have the right to inspect any document of the Company except as:

- (a) provided by law or
- (b) authorised by:
  - (i) the Board; or
  - (ii) the Company in general meeting.

## **21 FUNDS**

### **21.1 Source of Funds**

The funds of the Company are to be derived from annual subscriptions, services and such other sources as the Board determines, subject to any resolution passed by the Company in general meeting.

### **21.2 Funds Management**

Subject to any resolution passed by the Company in general meeting, the funds of the Company are to be used in pursuit of the objects of the Company as the Board determines.

### **21.3 Negotiable instruments**

The Board may determine the manner in which and the persons by whom, cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments are to be signed, drawn, accepted, made, endorsed or otherwise executed for and on behalf of the Company.

## **22 SERVICE OF DOCUMENTS**

### **22.1 Document includes notice**

In this clause a reference to a **document** includes a notice.

### **22.2 Methods of service**

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or electronic address nominated by the Member.

#### 22.3 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post, and
- (b) if sent to an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the second business day after the date of its posting.

#### 22.4 Facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is to be taken:

- (a) to be effected by properly addressing and transmitting the facsimile or electronic transmission, and
- (b) to have occurred on the business day following its despatch.

### **23 AUDIT AND ACCOUNTS**

#### 23.1 Company to keep accounts

The Board must cause the Company to keep true accounts of its business according to the requirements of the Corporations Act.

#### 23.2 Company to audit accounts

The Board must cause the accounts of the Company to be audited according to the Corporations Act.

### **24 ALTERATION OF CONSTITUTION**

This constitution may be amended or rescinded only by a Special Resolution of the Company.

### **25 INDEMNITIES AND INSURANCE**

#### 25.1 Indemnities of Officers in Officers' Duties

To the extent permitted by law and that the officer is not indemnified by directors' and officers' liability insurance maintained by the Company, the Company indemnifies every person who is or has been an officer of the Company against any liability incurred by that person:



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

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 the Company's express instructions.

## 25.2 Indemnities of Officers in Proceedings

To the extent permitted by law and that the officer is not indemnified by director's and officers' liability insurance maintained by the Company, the Company indemnifies every officer of the Company against any liability for costs and expenses incurred by the person in his or her capacity as officer of the Company:

- (a) in defending any proceedings, whether civil or criminal, in which judgement 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 a court grants relief to the person under the Corporation Act.

## 25.3 The Company May Pay Premium

The Company 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.

## 25.4 Definition of Officer

For the purposes of this clause, 'officer' means a director or an officer of the Company as defined by the Corporations Act.

# 26 WINDING UP

## 26.1 Obligations of Members

If the Company 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 the Company for the:

- (c) payment of debts and liabilities of the Company (in relation to clause 26.1(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 \$20.00.

## 26.2 Surplus in Winding Up

If the Company is wound up, any surplus assets of the Company remaining after the payment of liabilities attributable to it must be transferred to a fund, authority or institution which has similar objects to and the same tax status as the Company.

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