



Australian Electric Vehicle Association
www.aeva.asn.au

Constitution of Australian Electric Vehicle Association LTD A Company Limited by Guarantee

AUSTRALIAN ELECTRIC VEHICLE ASSOCIATION LTD
PO Box 5285
Clayton VIC 3168
E-mail: secretary@aeva.asn.au

Contents

	Page No.
1. DEFINITIONS AND INTERPRETATION.....	5
1.2 INTERPRETATION	6
2. OBJECTS AND FUNDING	7
2.1 OBJECTS OF THE COMPANY	7
2.2 FUNDING.....	7
2.3 POWERS.....	7
3. NON-PROFIT NATURE OF THE COMPANY	8
3.1 NON-PROFIT.....	8
3.2 NO DISTRIBUTION TO MEMBERS UPON DISSOLUTION.....	8
3.3 DISTRIBUTION OF SURPLUS ASSETS	8
3.4 LIMITED LIABILITY ON WINDING UP	9
4. MEMBERSHIP	9
4.1 NUMBER OF MEMBERS.....	9
4.2 TYPES OF MEMBERSHIP	9
4.3 ELIGIBILITY CRITERIA FOR MEMBERSHIP.....	10
4.4 MEMBERSHIP FEES	11
4.5 CODE OF CONDUCT	11
4.6 DISCIPLINING OF MEMBERS.....	11
4.7 RIGHT OF APPEAL OF DISCIPLINED MEMBER.....	12
5. CESSATION OF MEMBERSHIP	13
6. CESSATION OF MEMBERSHIP OF A BODY CORPORATE.....	13
7. RESIGNATION OF A MEMBER	14
8. FINANCIAL RECORDS	14
8.1 KEEPING OF FINANCIAL RECORDS	14
8.2 BANKING OF MONIES	14
8.3 APPOINTMENT OF AUDITOR	14
8.4 INSPECTION OF RECORDS OF THE COMPANY.....	14
9. MEETINGS.....	14
9.1 ANNUAL GENERAL MEETINGS.....	14
9.2 GENERAL MEETINGS.....	15
9.3 NOTICE OF MEETINGS.....	15
9.4 QUORUM.....	16
9.5 ADJOURNMENT IN ABSENCE OF QUORUM	16
9.6 CHAIRPERSON.....	16
9.7 ACTING CHAIRPERSON.....	16
9.8 GENERAL CONDUCT OF MEETING	16
9.9 ADJOURNMENT.....	16
9.10 VOTING.....	17
9.11 DECLARATION OF VOTE ON A SHOW OF HANDS AND WHEN POLL DEMANDED	17
9.12 TAKING A POLL.....	17
9.13 CONTINUATION OF BUSINESS	17
9.14 SPECIAL MEETINGS	18
10. VOTES OF MEMBERS	18
10.1 VOTING RIGHTS.....	18
10.2 APPOINTMENT OF PROXIES	18
10.3 OBJECTION TO RIGHT TO VOTE	18

10.4	CORPORATE REPRESENTATIVES.....	18
10.5	FORM AND EXECUTION OF INSTRUMENT OF PROXY	20
11.	NATIONAL COUNCIL TO ISSUE FORMS OF PROXY.....	20
12.	ATTORNEYS OF MEMBERS.....	20
12.1	NO LIABILITY	20
13.	THE BOARD.....	20
13.1	MEMBERS OF THE NATIONAL COUNCIL	20
13.2	APPOINTMENT OF DIRECTORS	21
13.3	APPOINTMENT OF SKILLED EXPERTS.....	21
13.4	ALTERNATE DIRECTORS.....	21
13.5	TENURE OF DIRECTORS	22
13.6	QUALIFICATION FOR MEMBERSHIP OF THE NATIONAL COUNCIL	22
13.7	CASUAL VACANCIES.....	22
13.8	QUORUM FOR DIRECTOR'S MEETING	22
13.9	DIRECTOR REMUNERATION	22
14.	RESIGNATION AND REMOVAL.....	22
14.1	RESIGNATION.....	22
14.2	REMOVAL.....	22
14.3	DISQUALIFICATION	23
15.	ELECTED OFFICERS.....	23
15.1	APPOINTMENT TO OFFICE	23
16.	EXERCISE OF VOTING POWER IN OTHER CORPORATIONS.....	23
17.	PROCEEDINGS OF THE BOARD.....	24
17.1	PROCEDURES RELATING TO NATIONAL COUNCIL MEETINGS.....	24
17.2	MEETINGS BY TELEPHONE OR OTHER MEANS OF COMMUNICATION.....	24
17.3	VOTES AT MEETING	24
17.4	CONVENING OF MEETINGS	24
17.5	CHAIRPERSON.....	24
17.6	POWERS OF MEETINGS.....	25
17.7	DELEGATION OF POWERS TO COMMITTEES	25
17.8	PROCEEDINGS OF COMMITTEES	25
17.9	VALIDITY OF ACTS	25
17.10	RESOLUTION IN WRITING.....	25
18.	BRANCH COMMITTEES AND BRANCH ELECTION OF DIRECTORS.....	26
18.1	MEMBERS OF THE BRANCH COMMITTEE	26
18.2	ELECTION OF BRANCH COMMITTEE MEMBERS	26
18.3	MEETINGS OF THE BRANCH COMMITTEE.....	27
18.4	DECISIONS OF BRANCH COMMITTEES	27
18.5	FUNCTIONS OF BRANCH COMMITTEES.....	27
19.	CONFLICTS OF INTEREST	28
19.1	DIRECTOR AND BRANCH COMMITTEE MEMBER CONFLICTS	28
20.	POWERS OF THE BOARD	29
20.1	GENERAL POWERS OF THE NATIONAL COUNCIL.....	29
20.2	DIRECTOR CONTRACTING WITH THE COMPANY.....	30
21.	BRANCHES	31
21.1	BRANCHES OF THE COMPANY.....	31
22.	COMPANY SECRETARY	31
23.	OTHER OFFICERS.....	32

24. THE SEAL.....	32
24.1 COMPANY SEAL IS OPTIONAL	32
24.2 AFFIXING THE SEAL	32
25. MINUTES	32
26. NOTICES	32
26.1 SERVICE OF NOTICES	32
26.2 WHEN NOTICE DEEMED TO BE SERVED.....	32
26.3 MEMBER NOT KNOWN AT REGISTERED ADDRESS	33
26.4 SIGNATURE TO NOTICE	33
26.5 RECKONING OF PERIOD OF NOTICE	33
26.6 SERVICE ON DECEASED MEMBERS	33
26.7 PERSONS ENTITLED TO NOTICE OF GENERAL MEETING.....	33
26.8 NOTIFICATION OF CHANGE OF REGISTERED ADDRESS	33
27. INDEMNITY.....	33
27.1 INDEMNITY FOR/IN FAVOUR OF MEMBERS OF THE NATIONAL COUNCIL, SECRETARIES AND EXECUTIVE OFFICERS.....	33
27.2 INDEMNITY TO EMPLOYEES.....	34
27.3 PERSONAL LIABILITY OF OFFICER	34
27.4 INSURANCE	34
28. CHANGES TO CONSTITUTION.....	34
ANNEXURE A – MEMBERSHIP FEES.....	35
ANNEXURE B – AEVA CODE OF CONDUCT	36

CONSTITUTION OF AUSTRALIAN ELECTRIC VEHICLE ASSOCIATION LTD

1. DEFINITIONS AND INTERPRETATION

1.1 In this Constitution:

"**Act**" means the *Corporations Act 2001* (Cth) and its regulations as in force from time to time;

"**Annual General Meeting**" means an annual general meeting of the Company;

"**Bankruptcy Act**" means the *Bankruptcy Act 1966* (Cth) and its regulations as in force from time to time;

"**Branch**" means a Branch of the Company as set out under clause 21.

"**Branch Committee**" means the committee which has been appointed to represent a Branch in accordance with this Constitution.

"**Branch Committee Member**" means a person appointed or elected from time to time as a Branch Committee Member of a Branch Committee in accordance with this Constitution;

"**Business Member**" means a person admitted as a Business Member in accordance with this Constitution.

"**Chairperson**" means the person appointed as Chairperson pursuant to clause 15.1(a) or 18.1(a);

"**Committee**" means a committee to which powers have been delegated by the National Council pursuant to clause 17.7;

"**Company**" means Australian Electric Vehicle Association LTD, a company limited by guarantee;

"**Concessional Member**" means a person admitted as a Concessional Member in accordance with this Constitution.

"**Constitution**" means this constitution of the Company, as amended from time to time;

"**Director**" means a person appointed or elected from time to time to the office of director of the Company in accordance with this Constitution and includes any alternate director acting as a director;

"**Dispute**" means a dispute or difference between parties arising out of, or in connection with this Constitution or the operations of the Company;

"**Donations**" includes gifts and contributions;

"**Ordinary Financial Member**" means a person admitted as an Ordinary Financial Member in accordance with this Constitution;

"**General Meeting**" means the Members of the Company in general meeting;

"**Government**" means a local, state, territory and/or federal government;

"**ITAA**" means the *Income Tax Assessment Act 1997* (Cth) and its regulations as in force from time to time;

"**Member**" means any person who is or becomes a Business Member, Concessional Member or Ordinary Financial Member of the Company or a member of any other class of Member created by the National Council or the members in General Meeting from time to time;

"**Members present**" means Members present at a meeting of the Company in person or, if applicable, by duly appointed corporate representative, proxy or attorney;

"**Membership Register**" means the register of Members of the Company established pursuant to the Act;

"**National Council**" means the board of Directors of the Company;

"**Office**" means the registered office of the Company;

"**Registered Address**" means the address of a Member specified in the Membership Register or any other address of which the Member notifies the Company as a place at which the Member will accept service of notices;

"**Replaceable Rules**" means all or any of the replaceable rules contained in the Act from time to time and includes any replaceable rule that was or may become, a provision of the Act;

"**Representative**" means a natural person who is a partner, director, officer or principal of a partnership, company, trustee or other entity which is itself a Member;

"**Seal**" means the common seal, if any, of the Company;

"**Secretary**" means a person appointed as secretary of the Company and includes any person appointed to perform the duties of secretary; and

"**Surplus Assets**" means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

1.2 Interpretation

In this document unless inconsistent with the context or subject matter:

- (a) a reference to a person includes any other legal entity and vice versa;
- (b) words importing the singular number include the plural number and vice versa;
- (c) a reference to a gender must be read as also importing each other gender;
- (d) a reference to a party includes the party's heirs, executors, successors and permitted assigns;
- (e) headings are for reference purposes only and must not be used in interpretation;
- (f) where any word or phrase is given a defined meaning any other part of speech or other grammatical form concerning the word or phrase has a corresponding meaning;
- (g) a reference to a statute includes all regulations and subordinate legislation and amendments;
- (h) references to writing include any mode of representing or reproducing words in tangible and permanently visible form, and includes e-mail;

- (i) an obligation of two or more parties binds them jointly and each of them severally;
- (j) an obligation incurred in favour of two or more parties is enforceable by them severally;
- (k) references to time are to local time in Victoria;
- (l) where time is to be reckoned from a day or event, the day or the day of the event must be excluded;
- (m) a reference to a business day means any day on which trading banks are open for business in Victoria; and
- (n) if any time period specified in this document expires on a day which is not a business day, the period shall expire at the end of the next business day.

2. OBJECTS AND FUNDING

2.1 Objects of the Company

The Company is established to be a charity with the purpose of advancing the electric vehicle sector in Australia, particularly by:

- (a) promoting and developing the use and demand for electric vehicles for industrial, commercial, public, domestic and / or other purposes;
- (b) assisting and furthering the interests of manufacturers, suppliers and users of electric vehicles and to encourage friendly relations and the exchange of information between them;
- (c) collecting, disseminating and circulating knowledge on the use and merits of electric vehicles by means of literature, correspondence, questionnaires, brochures, events, lectures, statistics, films or otherwise;
- (d) promoting, assisting and supporting industrial and scientific research and encouraging experimental work and the discovery of inventions which may positively affect or may be capable of use in electric vehicles;
- (e) encouraging the establishment and acceptance of standards of continuous improvement, quality and performance of electric vehicles; and
- (f) doing all things necessary or ancillary to those objects in order to achieve those objects.

2.2 Funding

Without limiting the generality of the Company's powers under the Act and at law generally the Company may secure funding for use in the furtherance of the objects of the Company by entering into arrangements with external parties in respect of legitimate commercial enterprises that result in profits from those commercial enterprises flowing back to the Company.

2.3 Powers

Notwithstanding any provision of this Constitution to the contrary and subject to clause 3.1, the Company has the following powers, which may only be used to carry out its objects set out in clause 2.1:

- (a) the powers of an individual, and
- (b) all the powers of a company limited by guarantee under the Act.

3. NON-PROFIT NATURE OF THE COMPANY

3.1 Non-profit

- (a) The assets, income, property, profits and financial surplus of the Company, must be applied solely in furtherance of the objects of the Company.
- (b) The Company is a non-profit organisation and shall not carry on business for the purpose of profit or gain to its individual Members and no portion of its assets, income, property, profits and financial surplus may be paid, distributed to or transferred, directly, indirectly, by way of dividend, property, bonus or otherwise by way of profit, to the Members, or the National Council, or their relatives, except as provided by this Constitution.
- (c) Nothing in this Constitution prevents:
 - (i) the payment, in good faith, of reasonable and proper compensation to any officer, agent, employee or other servant of the Company, or to any Member or member of the National Council of the Company, in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business;
 - (ii) the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Company's bankers for overdrawn accounts on money borrowed from a Member, reasonable and proper rent for premises demised or let by any Member to the Company; or
 - (iii) the reimbursement or repayment to any Member of out-of-pocket expenses, reasonable and proper charges for plant, equipment or other goods hired by the Company from a Member, payment for goods supplied by a Member in the ordinary and usual course of business, or reasonable and proper rent for premises leased to the Company by a Member.
- (d) Any allocation of funds to other persons or organisations will be made in accordance with the established purpose and objects of the Company and will not be influenced by the preference of any external source or party.

3.2 No distribution to Members upon dissolution

If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former Member of the Company, unless that Member or former Member is a charity described in clause 3.3(a).

3.3 Distribution of Surplus Assets

- (a) Subject to the Act and any other applicable act, and any court order, any Surplus Assets (including 'gift funds' defined in clause 3.3(d)(i)) that remain after the Company is wound up must be distributed to one or more charities:
 - (i) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 2.1;
 - (ii) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Company; and
 - (iii) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).

- (b) The decision as to the charity or charities to be given the Surplus Assets must be made by a special resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.
- (c) If the Company's deductible gift recipient endorsement is revoked (whether or not the Company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of clause 3.3(a) as decided by the directors.
- (d) For the purpose of this clause:
 - (i) 'gift funds' means:
 - A. gifts of money or property for the principal purpose of the company;
 - B. contributions made in relation to a fund-raising event held for the principal purpose of the company; and
 - C. money received by the company because of such gifts and contributions.
 - (ii) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

3.4 Limited liability on winding up

Each Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while the person is a Member or within one year after the person ceases to be a Member. This undertaking to contribute is for the payment of the debts and liabilities of the Company contracted before the person ceases to be a Member and for the costs charges and expenses of winding up and for adjustment of the rights of the contributors among themselves. This liability is for such amount as may be required, not exceeding \$10.00.

4. MEMBERSHIP

4.1 Number of Members

The Members as at the date of incorporation are:

- (a) the persons who are specified in the application to register the Company lodged under the Act and who have consented to be Members; and
- (b) any other person the National Council admits to Membership in accordance with this Constitution.

The number of Members which the Company may have is unlimited.

4.2 Types of Membership

- (a) The National Council has the power to limit from time to time the number of Members in each class of membership.
- (b) Unless otherwise determined by the National Council or the Members in a General Meeting there shall be the following classes of Members and each class of Member shall have the rights identified for that class in this clause 4.2:

- (i) Ordinary Financial Members:
 - A. Voting Rights:
 - I. An Ordinary Financial Member is entitled to receive notice of meeting, attend and vote at a meeting of the Company.
 - II. An Ordinary Financial Member is entitled to one vote at a meeting of the Company.
- (ii) Concessional Members:
 - A. Voting Rights:
 - I. A Concessional Member is entitled to receive notice of meeting, attend and vote at a meeting of the Company.
 - II. A Concessional Member is entitled to one vote at a meeting of the Company.
- (iii) Business Members:
 - A. Voting Rights:
 - I. A Business Member is entitled to receive notice of meeting, attend and vote at a meeting of the Company.
 - II. A Business Member is entitled to one vote at a meeting of the Company.
 - B. Director eligibility
 - I. A Business Member is not eligible to be nominated and appointed as a Director of the Company.
- (c) The names and addresses of Members and their category of membership will be placed on the Membership Register.
- (d) For the avoidance of doubt, the National Council or the Members (in a General Meeting) may create new classes of Members with those rights as determined by the National Council or the Members (as the case may be).

4.3 Eligibility criteria for membership

- (a) Ordinary Financial Members
 - (i) The National Council may from time to time in its absolute discretion admit as an Ordinary Financial Member of the Company any legal entity and/or any person who:
 - A. is a natural person;
 - B. is supportive of the objects of the Company;
 - C. completes, signs and dates a membership application form as supplied by the Company. The contents and format of the form will be determined by the National Council from time to time; and

- D. pays any membership fee determined by the National Council from time to time.
- (b) Concessional Members
 - (i) The National Council may from time to time in its absolute direction admit as a Concessional Member of the Company any legal entity/and or any person who:
 - A. is a natural person;
 - B. is supportive of the objects of the Company;
 - C. completes, signs and dates a membership application form as supplied by the Company. The contents and format of the form will be determined by the National Council from time to time; and
 - D. pays any membership fee determined by the National Council from time to time.
- (c) Business Members
 - (i) The National Council may from time to time in its absolute direction admit as a Business Member of the Company any legal entity/and or any person who:
 - A. is supportive of the objects of the Company;
 - B. completes, signs and dates a membership application form as supplied by the Company. The contents and format of the form will be determined by the National Council from time to time; and
 - C. pays any membership fee determined by the National Council from time to time.

4.4 Membership fees

Fees applicable to memberships, as well as bulk membership packages and other details are contained in Annexure A to the Constitution. Annexure A is to be reviewed annually by the National Council (and at such other times periodically requested by the National Council) and may be amended by majority resolution of the National Council voting in favour.

4.5 Code of Conduct

Office bearers and other people representing AEVA may be required to sign an undertaking to abide by the AEVA Code of Conduct. The Code of Conduct is set out in Annexure B to the Constitution. Annexure B is to be reviewed annually by the National Council (and at such other times periodically requested by the National Council) and may be amended by majority resolution of the National Council voting in favour.

4.6 Disciplining of members

- (a) A complaint may be made to the Board by any person that a Member of the Company:
 - (i) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Company.
- (b) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- (c) If the Board decides to deal with the complaint, the Board:
 - (i) must cause notice of the complaint to be served on the Member concerned, and
 - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the Member in connection with the complaint.
- (d) The Board may, by resolution, warn the Member, expel the Member from the Company or suspend the Member from membership of the Company if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the warning, expulsion or suspension is warranted in the circumstances.
- (e) If the Board expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under Clause 4.7.
- (f) The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the Member exercises the right of appeal, unless and until the Company confirms the resolution under Clause 4.7, whichever is the later.

4.7 Right of appeal of disciplined Member

- (a) A Member may appeal against a resolution of the Board under Clause 4.6, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from the Member under subclause (a), the Secretary must notify the Board within 7 days.
- (d) The Board must either:
 - (i) refer the appeal to an unbiased, independent person (such as an appropriately qualified adjudicator appointed by an independent body) on conditions that the Board considers appropriate, or
 - (ii) refer the appeal to a Special General Meeting.
- (e) If a decision is made by the Board to refer the appeal to an independent person or adjudicator:
 - (i) that person or adjudicator must have no vested interest in the outcome
 - (ii) the person or adjudicator will determine the process for conducting the appeal, but must examine any arguments or evidence presented by the Member and the Board

- (iii) the person or adjudicator can decide either to:
 - A. uphold in full the decision of the Board under clause 4.6 (d), or
 - B. revoke the decision of the Board under clause 4.6 (d),
 - C. uphold the decision of the Board under clause 4.6 (d), but with a lesser penalty.
- (iv) the decision of the person or adjudicator must be made in writing and must include a statement of reasons.
- (f) If a decision is made by the Board to refer the appeal to a Special General Meeting:
 - (i) no business other than the question of the appeal is to be transacted
 - (ii) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution of the Board made under clause 4.6 (d) should be confirmed or revoked, and
 - (iv) the appeal is to be determined by a simple majority of votes cast by members of the Company.
- (g) Under either of the options set out in clause 4.7(d), the decision shall be final.

5. CESSATION OF MEMBERSHIP

- (a) The National Council may in its discretion adopt a policy which requires each Member to resubscribe for membership at the end of every financial year. The policy may apply retrospectively.
- (b) If any Member is expelled or suspended from membership pursuant to Clauses 4.6 and 4.7, the Secretary will remove the Member's name from the Membership Register.
- (c) If any Member who is a natural person dies, the Secretary will remove the Member's name from the Membership Register.
- (d) A natural person ceases to be a Member if the Member resigns as a Member in accordance with this Constitution or becomes bankrupt.

6. CESSATION OF MEMBERSHIP OF A BODY CORPORATE

A body corporate ceases to be a Member if the body corporate:

- (a) resigns as a Member in accordance with this Constitution; or
- (b) ceases to satisfy the eligibility requirements for Membership;
- (c) is placed under external administration or makes any composition or arrangement with its creditors; or
- (d) is the subject of an order by a court of competent jurisdiction directing the body corporate to be wound up.

7. RESIGNATION OF A MEMBER

A Member may resign from the Company by giving the National Council at least 14 days' written notice.

8. FINANCIAL RECORDS

8.1 Keeping of financial records

- (a) The financial year of the Company commences in each year on the first day of July and ends on the 30th day of June in the following calendar year.
- (b) Proper books and financial records must be kept and maintained showing correctly the financial affairs of the Company. The Company must ensure the relevant accounting and auditing requirements of the Act are duly complied with.
- (c) The National Council must make available to Members at the end of each financial year, copies of the financial report including a copy of the auditor's report and any other documentation required under the Act.
- (d) Subject to the Act, the National Council must cause to be made out and laid before each Annual General Meeting a balance sheet, profit loss statement and cash flow statement made up to a date not more than 6 months before the date of the meeting.

8.2 Banking of monies

All the monies of the Company shall be banked in the name of the Company in a bank account at such bank as the National Council may from time to time direct.

8.3 Appointment of Auditor

If required pursuant to the Act, the Company must appoint and retain a properly qualified auditor whose duties are determined in accordance with the Act. No Member may act as auditor of the Company.

8.4 Inspection of records of the Company

- (a) Subject to the Act, the National Council may at its sole discretion determine whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company or any of them will be open to the inspection of Members other than the Directors.
- (b) No Member other than the Directors have the right to inspect any document of the Company except as provided by the Act or as authorised by the National Council.
- (c) The National Council may determine that any person who is to cease or has ceased to be a Director may continue to have access to and inspect any financial record and any other record of the Company relating to the time during which the person was a Director.

9. MEETINGS

9.1 Annual General Meetings

- (a) The Annual General Meeting shall be held no later than 30 November each financial year.
- (b) The business of an Annual General Meeting may include:
 - (i) any of the following matters even if not referred to in the notice of meeting:

- A. consideration of the annual financial report, National Council or Directors' report and auditor's report; and
- B. appointment of an auditor;
- (ii) any business which under this Constitution or the Act is required to be transacted at an Annual General Meeting.
- (c) If an auditor's report has been prepared, the auditors and their representative are entitled to attend and be heard on any part of the business of a meeting which concerns the auditors. The auditors or their representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit.

9.2 **General Meetings**

- (a) The Secretary must convene a General Meeting:
 - (i) when directed to do so by a resolution of the National Council; or
 - (ii) when requisitioned, in writing, by 25% or more of Members resolving to approve the meeting.
- (b) A meeting called in accordance with clause 9.2(a)(ii) is to be at the cost of the Members who requisitioned the meeting. Such cost will be determined by the Secretary.
- (c) The National Council may, in its absolute discretion, hold a General Meeting at two or more venues simultaneously using any technology that allows the Members as a whole a reasonable opportunity to hear and participate. A Member who participates via technology will be considered to be present for the entire General Meeting and for the purposes of voting and the minutes.

9.3 **Notice of Meetings**

- (a) Notice of an Annual General Meeting or General Meeting must be given in accordance with the Act to the persons entitled to receive notice of the General Meeting.
- (b) Except as permitted by the Act, General Meetings must be called on at least 21 days' notice and must otherwise be in accordance with the procedures set out in the Act.
- (c) Subject to the requirements of the Act, a notice calling an Annual General Meeting or General Meeting must:
 - (i) specify the place, date and time of the meeting (and if the meeting is to be held in more than one place, the technology to be used to facilitate this); and
 - (ii) state the general nature of the business to be transacted at the meeting; and
 - (iii) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - (iv) include such statements about the appointment of proxies as are required by the Act; and
 - (v) comply with any other requirements of the Act.
- (d) An accidental omission to send a notice of a General Meeting or the postponement of a General Meeting to any Member or the non-receipt of a notice by a Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

9.4 Quorum

No business shall be transacted at any General Meeting or Annual General Meeting unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be the square root of the number of Financial Members whose names appear on the Register of Members on the date of the General Meeting, including at least 5 Directors, one of which is the President or Vice President. For the purpose of this clause "Financial Member" includes a person attending as a proxy, via online or teleconference or as representing a corporation which is a Member.

9.5 Adjournment in Absence of Quorum

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved.
- (b) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than 1) shall be a quorum.

9.6 Chairperson

The Chairperson elected in accordance with clause 15.1(a) shall preside as Chairperson at every General Meeting of the Company or if there is no such Chairperson, or if he/she is not present with 15 minutes after the time appointed for holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be Chairperson of the meeting, or if no Directors are present within 20 minutes after the time appointed for holding of the meeting or if no Directors are willing to act, the Members present shall elect one of their number to be Chairperson of the meeting.

9.7 Acting Chairperson

If during any General Meeting the Chairperson acting pursuant to clause 9.6 is unwilling to act as Chairperson for any part of the proceedings, the Chairperson may withdraw as Chairperson during the relevant part of the proceedings and may nominate any person who immediately before the General Meeting was a Director or who has been nominated for election as a Director at the meeting to be acting Chairperson of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings the acting Chairperson is to withdraw and the Chairperson is to resume acting as Chairperson of the meeting.

9.8 General Conduct of Meeting

Except as provided by the Act, the general conduct of each General Meeting of the Company and the procedures to be adopted at the meeting are as determined by the Chairperson. The Chairperson may at any time it considers necessary or desirable for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present. The Chairperson may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for the proper and orderly casting or recording of votes at any General Meeting of the Company, whether on a show of hands or on a poll.

9.9 Adjournment

The Chairperson may at any time during the course of the meeting adjourn from time to time and place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any

business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting. If the Chairperson exercises a right of adjournment of a meeting pursuant to this clause, the Chairperson has the sole discretion to decide whether to seek the approval of the Members present to the adjournment and, unless the Chairperson exercises that discretion, no vote may be taken by the Members present in respect of the adjournment. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.10 Voting

- (a) Each question submitted to a General Meeting is to be decided by a show of hands or online poll of the Members present. At any physical meeting, any member may request a poll (a paper ballot) as an alternative to a show of hands. Subject to paragraph (b) of this clause, in the case of an equality of votes, the Chairperson has, both on a show of hands and on a poll, a casting vote in addition to the vote or votes to which the Chairperson may be entitled as a Member or as a proxy, attorney or, if applicable, a duly appointed Representative of a Member.
- (b) Where the Chairperson has two or more appointments (as proxy, attorney or Representative) that specify different ways to vote on a resolution, the Chairperson cannot vote but has a casting vote in the case of an equality of votes cast by Members entitled to vote at the meeting.

9.11 Declaration of Vote on a Show of Hands and When Poll Demanded

- (a) At any physical meeting, unless a poll is demanded, a declaration by the Chairperson that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the Chairperson of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) A poll may be demanded by:
 - (i) the Chairperson; or
 - (ii) at least two Members present and entitled to vote on the resolution.
- (c) No poll may be demanded on the election of a Chairperson of a meeting.

9.12 Taking a Poll

If a poll is demanded as provided in clause 9.10, it is to be taken in the manner and at the time and place as the Chairperson directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the Chairperson's determination in respect of the dispute made in good faith is final.

9.13 Continuation of Business

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

9.14 Special Meetings

All the provisions of this Constitution as to General Meetings apply to any special meeting of any class of Members which may be held pursuant to the operation of this Constitution or the Act.

10. VOTES OF MEMBERS

10.1 Voting Rights

- (a) The entitlement of Members to vote on a show of hands and on a poll is as set out in clause 4.
- (b) A Member whose membership fee is more than one month in arrears at the date of the General Meeting is not entitled to vote at that meeting.

10.2 Appointment of Proxies

- (a) Any Member entitled to vote at a General Meeting may appoint one proxy.
- (b) Subject to clause 10.4, a proxy must be another Member or the Representative of a Member who is entitled in their own right to vote at a General Meeting of the Company.
- (c) The instrument appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the National Council) must be deposited duly stamped (if necessary) at the Office, emailed to the Office or deposited or sent by electronic mail to any other place specified in the notice of meeting, at least 24 hours (or a lesser period as the National Council may determine and stipulate in the notice of meeting) before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument proposes to vote.
- (d) No instrument appointing a proxy is, except as provided in this clause or the Act, valid after the expiration of 12 months after the date of its execution. Any Member may deposit at the Office an instrument duly stamped (if necessary) appointing a proxy and the appointment is valid for all or any stipulated meetings of the Company until revocation.

10.3 Objection to right to vote

- (a) A challenge to a right to vote at a General Meeting:
 - (i) may only be made at that General Meeting; and
 - (ii) must be determined by the Chairperson.
- (b) A decision made by the Chairperson in relation to a challenge to a right to vote is binding on all Members and is final.

10.4 Corporate Representatives

- (a) Appointment
 - (i) If a Member is a body corporate, it may appoint a natural person as its Representative to exercise on its behalf any or all of the powers it may exercise:
 - A. at meetings of the Members;
 - B. at meetings of creditors or debenture holders; or

C. relating to resolutions to be passed without meetings.

(ii) The appointment of a Representative for the body corporate may be a standing one.

(b) Authority to act as Representative

(i) An appointment of a Representative for the body corporate must be in writing and be signed by the body corporate appointing the Representative and state:

A. the Member's name and address;

B. the Company's name;

C. the Representative's name or the name of the office held by the Representative; and

D. the General Meeting at which the Representative may act, or if the appointment is a standing one, a clear statement to that effect.

(ii) The instrument appointing the Representative for the body corporate may restrict the exercise of any power.

(c) Revocation and appointment of Representative

The appointment of a Representative for the body corporate may be revoked by the Member who appointed the Representative by notice to the Company from the Member stating that the appointment of the Representative is revoked or by appointing a new Representative.

(d) Validity of votes of Representative

A vote cast by a Representative for the body corporate will be valid unless before the start of the General Meeting (or, in the case of an adjourned or postponed General Meeting, not less than 48 hours before the resumption of the adjourned or postponed General Meeting) at which a Representative votes:

(i) the Member who appointed the Representative ceases to be a Member; or:

(ii) the Company has received notice of:

A. the revocation of the instrument appointing the Representative; or

B. the appointment of a new Representative.

(e) No liability

The Company is not responsible for ensuring that the terms of appointment of a Representative for the body corporate are complied with, and accordingly is not liable if those terms are not complied with.

(f) Validity of Vote

A vote given in accordance with the terms of an instrument of proxy or power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, provided no notice in writing of the death, unsoundness of mind has been received at the Office before the meeting or any adjourned meeting. A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

10.5 Form and Execution of Instrument of Proxy

An instrument appointing a proxy is required to be in writing signed by the appointor or the attorney of the appointor or, if the appointor is a corporation, under its common Seal or signed in accordance with the Act and in the form which the National Council may from time to time prescribe to accept, provided that:

- (a) the instrument of proxy is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy; and
- (b) an instrument appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates. Any duly signed proxy which is incomplete may be completed by the Secretary on authority from the National Council and as permitted by the Act and the National Council may authorise completion of the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given provided that that Director is also entitled to vote at the General Meeting as required by clause 10.2(b).

11. NATIONAL COUNCIL TO ISSUE FORMS OF PROXY

The National Council may issue with any notice of General Meeting of Members or any class of Members forms of proxy for use by the Members. Each form is to make provision for the Member to write in the name of the person to be appointed as proxy and may provide that, if the Member does not so write in a name, the proxy is to be a person named on the form. The form may include the names of any of the members of the National Council or of any other person as a suggested proxy. The forms are to be worded so that a proxy may be directed to vote either for, against or to abstain from each or any of the resolutions to be proposed.

12. ATTORNEYS OF MEMBERS

Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all or certain specified meetings of the Company. Before the attorney is entitled to act under the power of attorney, the power of attorney or proof of the power of attorney to the satisfaction of the National Council must be produced for inspection at the Office or any other place the National Council may determine from time to time together, in each case, with evidence of the due execution of the power of attorney as required by the National Council. The attorney may be authorised to appoint a proxy for the Member granting the power of attorney.

12.1 No liability

The Company is not responsible for ensuring that any directions provided in the instrument appointing the proxy or the way in which a proxy is to vote on a particular resolution are complied with, and accordingly is not liable if those directions are not complied with.

13. THE BOARD

13.1 Members of the National Council

- (a) The names of the first members of the National Council are those persons named as Directors in the application for registration of the Company. It is acknowledged that the initial Directors have been appointed as Directors by the Members in accordance with the terms of this Constitution.
- (b) The National Council shall consist of:
 - (i) up to 7 Directors (inclusive of the Chairperson) appointed as Directors as determined from time to time in accordance with clause 13.2; and

- (ii) up to 2 persons appointed by the Directors in accordance with clause 13.3.

13.2 Appointment of Directors

- (a) Each Branch may elect one Director to the National Council. The election of Directors pursuant to clause 13.1(b) shall take place in the following manner:
 - (i) At least 28 days prior to the Branch Annual General Meeting, each Branch Secretary will call for nominations for a Director to represent the Branch on National Council. Any Member of the relevant Branch is eligible to be nominated and stand for election as a Director under this clause. Nominations will close 21 days after the date and time of being called.
 - (ii) Nominations for Director shall be in writing and signed by the Member that nominated them.
 - (iii) If only one nomination is received by the Branch Secretary, that candidate shall be deemed to be elected as Director representing that Branch. If there are no candidates nominated then there will be no Director representing that Branch. Where there is more than one candidate, the election of the Director representing that Branch shall take place as prescribed in clause 18.2.

13.3 Appointment of skilled experts

- (a) In accordance with clause 13.1(b) the National Council may appoint up to 2 Directors if the National Council deems they are required in order to provide skills and expertise absent from the National Council. For the avoidance of doubt a Director appointed pursuant to this clause is not required to be a Member of the Company.
- (b) Notwithstanding any provision contained in this Constitution, a Director appointed by the National Council pursuant to clause 13.1(a) holds office on the terms and conditions and for the duration determined by the National Council in its discretion from time to time.

13.4 Alternate Directors

- (a) Any Director may:
 - (i) appoint a person to be their alternate director to act in their place at such times as the Director may determine; and
 - (ii) remove that person as their alternate director at any time,
 - (iii) by written notice to that person and the Company.
- (b) An alternate director appointed under clause 13.4(a):
 - (i) must be a Member of the Company, however need not be a Director of the Company;
 - (ii) ceases to be an alternate director if the Director who appointed them ceases to be a Director of the Company;
 - (iii) may act in the place of the Director who appointed them;
 - (iv) is entitled to attend, vote and be counted in determining a quorum at any National Council meeting except while the Director who appointed them is present, and provided that there is at least one other Director or alternate director present;

- (v) has all the rights and powers of the Director who appointed them (except the power to appoint an alternate director) and is subject to the duties of the Director who appointed them; and
- (vi) may act as an alternate director to more than one Director, and is entitled to the number of votes that may be cast by each Director who appoints them where the appointing Director is not present.

13.5 Tenure of Directors

- (a) A Director appointed pursuant to clause 13.1(b) of this Constitution is elected for three year terms on a rotating basis, with three Directors retiring every year (with those who have served a three year term to retire), but they may be re-appointed as a Director pursuant to this clause and the provisions of this Constitution.
- (b) All Directors shall be eligible for re-election in accordance with this Constitution, provided that they may hold office for a maximum total of 2 consecutive terms. Following such period, the Directors shall be eligible for re-election following a 1 year gap.

13.6 Qualification for Membership of the National Council

- (a) All members of the National Council are required to be natural persons aged 18 or more.
- (b) A Director must sign a consent to be appointed as a Director.

13.7 Casual vacancies

The National Council has the power at any time and from time to time to appoint a Member to the National Council either to fill a casual vacancy on the National Council or as an addition to the National Council but so that the total number of Directors does not at any time exceed the number fixed in accordance with this Constitution. The appointment of a Director to fill a casual vacancy shall be confirmed by resolution at the Annual General Meeting following the appointment. The replacing Director will serve the remainder of the term of the Director who is replaced.

13.8 Quorum for Director's Meeting

A quorum for a meeting of Directors shall be 5 Directors and must include the President or Vice President as appointed at the date of the meeting.

13.9 Director Remuneration

In accordance with the Corporations (Review Fees) Regulations, Directors will not be entitled to remuneration for their services as a director of the Company.

14. RESIGNATION AND REMOVAL

14.1 Resignation

Subject to the Act any Director may resign at any time as a Director by notice in writing delivered to the Secretary and National Council but such resignation only takes effect at the time when such notice is received by the Secretary unless some later date is specified in the notice whereupon it shall take effect on the later date.

14.2 Removal

A Director may at any time be removed from office by:

- (a) the Members in a General Meeting; and
- (b) the National Council in a National Council meeting whereby more than half of the Directors eligible to vote in the meeting (excluding the Director in question to be removed) vote in favour of the removal.

14.3 Disqualification

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office becomes vacant if that Director:

- (a) 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
- (b) becomes a bankrupt under the Bankruptcy Act; or
- (c) fails to meet its duties by failing to attend consecutive meetings of the National Council and the National Council resolves that that Director has failed to do so in accordance with the procedure set out in this clause 14.3(c). If a Director fails to attend 3 consecutive meetings of the National Council without the prior written approval of the National Council, then the National Council shall issue a notice to the Director of its failure, and issue notice to all Directors of a National Council meeting to take place to discuss the Director's failure and whether to remove such Director. If the National Council resolves that such conduct is in failure of this clause (at its sole discretion), then the Director may be removed.

15. ELECTED OFFICERS

15.1 Appointment to Office

- (a) Subject to paragraph (b) of this clause, the Chairperson or person holding another office on the National Council shall be chosen by the National Council from the members of the National Council at the first meeting of the National Council after each election of the National Council.
- (b) The elected officers continue to hold office until the earlier of:
 - (i) their resignation from that office in accordance with clause 14.1;
 - (ii) their removal from that office in accordance with clauses 14.2 or 14.3; or
 - (iii) their office as Director becomes vacant in accordance with this Constitution.
- (c) The National Council has the sole power at any time and from time to time to appoint any Director as an elected officer such as Chairperson or Secretary and to remove any Director appointed under this Constitution from any of those offices but not from the office of Director.

16. EXERCISE OF VOTING POWER IN OTHER CORPORATIONS

The National Council may exercise the voting power conferred by the shares in any corporation held or owned by the Company as the National Council thinks fit (including the exercise of the voting power in favour of any resolution appointing Directors or any of them), and a Director may vote in favour of the exercise of those voting rights notwithstanding that the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

17. PROCEEDINGS OF THE BOARD

17.1 Procedures Relating to National Council Meetings

- (a) National Council Meetings will take place quarterly or at such other frequency determined by the National Council.
- (b) The National Council may meet together upon each Director being given reasonable notice (at the request of any one Director), for the dispatch of business, provided that there is no more than one meeting in any three month period unless otherwise agreed by a majority of Directors.
- (c) Notice is deemed to have been given to a Director, and all Directors are hereby deemed to have consented to the method of giving notice, if notice is sent by mail, personal delivery or by email to the usual place of residence or electronic address of the Director (if any email address is notified to the Company) or at any other address given to the Secretary by the Director from time to time subject to the right of the Director to withdraw such consent within a reasonable period before a meeting.
- (d) Attendance of observers may be permitted under conditions determined by the National Council.

17.2 Meetings by Telephone or Other Means of Communication

The National Council may meet either in person or by other agreed means of communication as it sees fit and appropriate and all members of the National Council are deemed to have consented to the use of such means of communication. All persons participating in the meeting must be able to hear and be heard by all other participants. A meeting conducted by other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors present at the meeting is at that place for the duration of the meeting.

17.3 Votes at Meeting

Questions arising at any meeting of the National Council are decided by a majority of votes. The Chairperson shall, in addition to their deliberative vote, have a second or casting vote in the event of an equality of votes.

17.4 Convening of Meetings

The Chairperson may at any time, and the Secretary, upon the request of any two Directors, must convene a meeting of the National Council.

17.5 Chairperson

The Chairperson shall, if present, able and willing, preside as Chairperson at all meetings of the National Council and if:

- (a) there is no such Chairperson; or
- (b) the Chairperson is not present within 15 minutes after the time appointed for the meeting; or
- (c) the Chairperson is unable or unwilling to preside,

then a member of the National Council, appointed by the meeting, shall act as Chairperson of the meeting.

17.6 Powers of Meetings

A meeting of the National Council or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the National Council.

17.7 Delegation of Powers to Committees

- (a) The National Council may, subject to the constraints imposed by law, delegate any of its powers to Committees consisting of one or more Directors and any other person or persons as the National Council thinks fit. Any Committee formed or person or persons appointed to the Committee must, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the National Council. A delegate of the National Council may be authorised to sub-delegate any of the powers for the time being vested in the delegate.
- (b) Any decision made by a Committee must be referred back to the National Council for ratification.
- (c) No Committee has the power to bind the National Council or the Company unless they are specifically provided with such power, in writing by the National Council.
- (d) Each Committee will have a Director as one of its members. This Director will be responsible for taking the minutes of each Committee meeting. After such minutes have been approved by the Committee to which they related, the Director will present them to the National Council at the next National Council meeting.

17.8 Proceedings of Committees

- (a) The meetings and proceedings of any Committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the National Council so far as they are applicable and are not superseded by any regulations made by the National Council under clause 17.7.
- (b) A Committee in the exercise of the duties delegated or assigned to it shall conform to any regulations, directions or instructions that may be imposed or given by the National Council.
- (c) A Committee appointed by the National Council shall be under the control and direction of the National Council.

17.9 Validity of Acts

- (a) All acts done at any meeting of the National Council or by a Committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the members or the Committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of the Committee (as the case may be).
- (b) If the number of Directors is reduced below five, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a General Meeting of the Company but for no other purpose.

17.10 Resolution in Writing

A resolution in writing of which notice has been given to all Directors entitled to vote on the resolution and which is signed by all such Directors is as valid and effectual as if it had been passed at a meeting of the National Council duly called and constituted and may consist of

several documents in the same form each signed by one or more of the Directors. An email or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is deemed to be a document in writing signed by that Director.

18. BRANCH COMMITTEES AND BRANCH ELECTION OF DIRECTORS

18.1 Members of the Branch Committee

- (a) The members of each Branch must elect a Branch Committee. A Branch Committee shall comprise:
 - (i) a Chairperson
 - (ii) a Treasurer
 - (iii) a Secretary
 - (iv) a Director
 - (v) optionally, one or more General Committee Members.
- (b) The Branch will decide, by resolution at each Annual General Meeting, the number of positions which will comprise the Branch Committee. The number must be at least four, unless the Director also occupies the position of Chairperson, Treasurer or Secretary, in which case it must be at least three.
- (c) At any time during the year following the Annual General Meeting, the Branch Committee may co-opt up to two additional General Committee Members.
- (d) The Director is appointed for a three year term. The Chairperson, Treasurer, Secretary and General Committee Members are appointed for a term that expires at the next Annual General Meeting following their election (or co-option). A Branch Committee Member appointed pursuant to clause 13.2 of this Constitution shall hold office until the close of the first Annual General Meeting following their appointment. Branch committee members remain eligible for re-election for further terms.
- (e) The Director must meet the requirements set out on clause 13.2, and must represent the views of the Branch Committee at meetings of the National Council. The National Council may reject an elected Director, in which case the Branch Committee must organise an election for a replacement Director.

18.2 Election of Branch Committee Members

- (a) A Member is eligible to be elected or appointed as Chairperson, Treasurer or Director if the Member is:
 - (i) 18 years or over; and
 - (ii) currently entitled to vote at a General Meeting.
- (b) A Member is eligible to be elected or appointed as Secretary or General Committee Member if the Member is:
 - (i) 16 years or over; and
 - (ii) currently entitled to vote at a General Meeting.
- (c) The election of Branch Committee Members pursuant to clause 18.1 shall take place in the following manner:

- (i) the election shall take place at the Annual General Meeting of the Branch or, where a casual vacancy is being filled, by a Special General Meeting to which at least 21 days notice has been given;
- (ii) the Annual General Meeting may be held at a time decided by the Branch Committee, provided it is not earlier than 1 July and not later than 30 September in any year;
- (iii) any Member may nominate another Member or a Representative of a Member that is not a natural person for election as a Branch Committee Member;
- (iv) the nominations for Director must be made in writing as prescribed in clause 13.2;
- (v) for other Branch Committee positions, the nominations may be made orally at the meeting;
- (vi) once nominations are declared at the meeting, the Chairperson shall appoint a Returning Officer, being a Member that has not been nominated for any position;
- (vii) for each position set out in clause 18.1, if there are more nominees than positions to be filled, the Returning Officer shall conduct an election using a procedure agreed to by the meeting;
- (viii) the Returning Officer shall ensure that only Ordinary Financial Members that are part of the Branch participate in the vote;
- (ix) the Returning Officer shall declare the results of each election, upon which the newly elected Chairperson will preside over the meeting.
- (x) within seven days, each elected Branch Committee Member shall sign the AEVA code of conduct form enclosed in Annexure B, and return the signed form to the Branch Secretary.

18.3 Meetings of the Branch Committee

- (a) The Branch Committees must meet at least four times in each year at the dates, times and places determined by the Branch Committee, and must hold an Annual General Meeting between 1 July and 30 September each year.
- (b) Any votes by the Branch Committee must be passed by majority resolution of the Branch Committee Members voting for that resolution.

18.4 Decisions of Branch Committees

Each Branch Committee must not make any decisions in relation to its Branch in respect of those matters which are reserved for the Company under this clause. The reserved matters are as set out in the Company's AEVA's policies as amended from time to time.

18.5 Functions of Branch Committees

- (a) A Branch Committee must:
 - (i) submit to the National Council an outline of the major activities planned by the Branch to ensure that these do not clash in time or purpose with the activities of other Branches;

- (ii) submit to the National Council a budget for the current financial year for approval, in order for the branch distributions to be determined; and
 - (iii) advise the National Council of the result of branch elections and appointments.
- (b) A Branch Committee may:
 - (i) subject to the terms of this Constitution, carry into effect all or any of the objects of the Company insofar as they can be carried out by a single Branch and may exercise all such powers of the Company, and do all such acts and things as may be exercised or done by a single Branch of the Company and are not by this Constitution expressly directed or required to be exercised or done by a General Meeting of the Branch or by the National Council;
 - (ii) advise or act on matters particular to the geographical region of the Branch, being a State or Territory or other local region;
 - (iii) submit to the National Council any recommendations upon matters of general policy for its consideration either directly or through its elected Director and Branch Committee Members; and
 - (iv) authorise payments from branch funds to support the activities of the Branch.

19. CONFLICTS OF INTEREST

19.1 Director and Branch Committee Member conflicts

- (a) Directors and Branch Committee Members must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors or Branch Committee Members as applicable (or that is proposed in a circular resolution):
 - (i) to the other Directors or Branch Committee Members (as applicable), or
 - (ii) if all of the Directors or Branch Committee Members (as applicable) have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.

Without limitation, a matter will be of actual material conflict if the Director or Branch Committee Member (as applicable) or the Director's or Branch Committee Member's (as applicable) appointed Member may benefit financially from any particular proposed resolution.

- (b) The disclosure of a conflict of interest by a Director or Branch Committee Member (as applicable) must be recorded in the minutes of the meeting.
- (c) Each Director or Branch Committee Member (as applicable) who has a material conflict of interest in a matter that is being considered at a meeting of Directors or Branch Committee Members (as applicable) (or that is proposed in a circular resolution), except as provided under clauses 19.1(d):
 - (i) must not be present at the meeting while the matter is being discussed; and
 - (ii) are recused from voting on the matter.
- (d) A Director or Branch Committee Member (as applicable) may still be present and vote if:

- (i) their interest arises because they are a member of the company, and the other members have the same interest
- (ii) for Directors:
 - A. their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company;
 - B. the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (iii) their interest relates to a payment by the company under an indemnity, or any contract relating to an indemnity that is allowed under the Act;
- (iv) the Directors or Branch Committee Members (as applicable) who do not have a material personal interest in the matter pass a resolution that:
 - A. identifies the Director or Branch Committee Member (as applicable), the nature and extent of the Director's or Branch Committee Member's (as applicable) interest in the matter and how it relates to the affairs of the company, and
 - B. says that those Directors or Branch Committee Members (as applicable) are satisfied that the interest should not stop the Director or Branch Committee Member (as applicable) from voting or being present.
- (e) Where a Director is recused from voting at a National Council Meeting, then the remaining Directors present (being not less than one) shall form the quorum.
- (f) Where a Branch Committee Member is recused from voting at a Branch Committee Meeting, then the remaining Branch Committee Members present (being not less than one) shall form the quorum.

20. POWERS OF THE BOARD

20.1 General Powers of the National Council

- (a) The management and control of the business and affairs of the Company are vested in the National Council, which (in addition to the powers and authorities conferred upon them by this Constitution) may exercise all powers and do all things as are within the power of the Company and are not by this Constitution or by the Act directed or required to be exercised or done by the Company in General Meeting.
- (b) The National Council may make such regulations and by-laws not inconsistent with the Constitution, as in the opinion of the National Council are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property or are necessary for the convenience, comfort and well-being of the Members and amend or rescind from time to time any such regulations and by-laws.
- (c) A regulation or by-law of the Company made by the National Council may be disallowed by the Company in a later General Meeting.
- (d) A resolution or regulation made by the Company in General Meeting cannot invalidate prior acts of the National Council which would have been valid if that resolution or regulation had not been passed or made.

20.2 **Director contracting with the Company**

- (a) Neither the holding of office as a Director nor the fiduciary relationship resulting from holding that office shall:
 - (i) disqualify any Director from holding any office or place of profit (other than that of auditor) in the Company;
 - (ii) disqualify any Director from entering into any arrangement, contract or dealing with the Company in any capacity, provided that the procedures in paragraph (f) have been complied with;
 - (iii) avoid or vitiate any arrangement, contract or dealing entered into by or on behalf of the Company in which a Director is any way interested; or
 - (iv) subject to compliance with the following provisions of this clause 20.2 render any Director or any corporation of which a Director is an officer or member or in any way interested or any partnership of which a Director is a member or in any way interested liable to account for any profit arising out of the holding of any such office or place of profit or any such arrangement, contract or dealing.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of the interest unless the Act does not require the Director to give notice of any interest.
- (c) A notice required by clause 20.2(b) must:
 - (i) give details of the interest, and the relation of the interest to the affairs of the Company; and
 - (ii) be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter.
- (d) A Director may provide details of a material personal interest either orally or in writing.
- (e) Details provided by a Director under clause 20.2(c) must be recorded in the Minutes of the National Council meeting.
- (f) A Director who has a material personal interest in a matter that is being considered at a meeting of the National Council must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter,unless clauses 20.2(g) or 20.2(h) apply or the interest does not need to be disclosed under Section 191 of the Act.
- (g) A Director may be present and vote if the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Directors interest in the matter and its relation to the affairs of the Company; and
 - (ii) states that those Directors are satisfied the interest should not disqualify the Director from voting or being present.

- (h) A Director may be present and vote if the Director is so entitled under a declaration or order made by the Australian Securities and Investments Commission under section 196 of the Act.
- (i) Provided the provisions of this clause 20.2 are otherwise complied with, a Director who has a material personal interest in a matter may participate in the signing of any instrument by or on behalf of the Company and whether by signing or by affixing or witnessing the affixing of the seal or otherwise.

21. BRANCHES

21.1 Branches of the Company

- (a) The Company shall have Branches in such States, Territories, areas and cities as the National Council may resolve from time to time. As at the date of this Constitution, each State and Territory of Australia has one Branch, except for the Northern Territory which is currently a part of the South Australian branch.
- (b) Any member, group of members or Branch of the Company may request approval from the Secretary to form a new Branch. Copies of all correspondence and broad outlines of action shall however, be forwarded regularly to the Secretary of the National Council. Sub-Branches are dealt with under Company policy.
- (c) Each Branch must elect a Branch Committee in accordance with clause 18.
- (d) Unless the National Council determines otherwise, the new group formed shall be considered as a division of the geographically closest Branch to be administered by a convener. The division may apply to the National Council for affiliation with the Company as a separate Branch.
- (e) The members of a Branch shall be the Member authorised to form such Branch, and all other Members of the Company from time to time resident within the designated area of such Branch.
- (f) A Business Member who desires to be affiliated with more than one Branch shall apply for such affiliation. If admitted on payment of the subscription prescribed by the National Council it may nominate representatives to any Branch.
- (g) A Member enrolled with any Branch who wishes to be transferred to another Branch may, with the consent of the Branch Committee of both Branches, be transferred to that other Branch and inform the secretary.
- (h) A member enrolled with any Branch while visiting a centre at which another Branch is located, shall be entitled to participate in all proceedings of that Branch, except that they shall not be entitled to vote on any motion or resolution of the Branch.
- (i) Branches shall conform to directions from the National Council on matters over which the National Council has authority as set out under this Constitution. In the event of a Branch failing to abide by the National Council's decisions the National Council shall have the power to take over the affairs of the Branch.

22. COMPANY SECRETARY

- 22.1 The National Council appoints the Secretary and the Secretary holds office on such terms and conditions as the National Council determines, including any remuneration.

23. OTHER OFFICERS

23.1 The National Council may appoint such officers and employees for such periods and on such terms as it thinks fit, including any remuneration, and may subject to conditions of the employment of such officers and employees dispense with their services and re-appoint or appoint other officers and employees as it thinks fit.

24. THE SEAL

24.1 Company Seal is Optional

The Company may have a Seal, and the National Council shall determine from time to time whether or not to have a seal.

24.2 Affixing the Seal

If the Company has a Seal, the National Council is to provide for its safe custody and it should only be used by the authority of the National Council. Every instrument to which the Seal is affixed is to be signed by a Director and countersigned by the Secretary or by a second Director or by another person appointed by the National Council for the purpose. The National Council may determine either generally or in any particular case that a signature may be affixed by a mechanical means specified in the determination.

25. MINUTES

The National Council must ensure that minutes are duly recorded in any manner it thinks fit. The minutes must include a note:

- (a) of the names of the members present at each meeting of the Company, the National Council and of any Committees; and
- (b) of all resolutions and proceedings of General Meetings of the Company and of meetings of the National Council and any Committees,

and the minutes of any meeting of the National Council or of any Committee or of the Company, if purporting to be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting, are prima facie evidence of the matters stated in the minutes.

26. NOTICES

26.1 Service of Notices

A notice may be given by the Company to a Member, or in the case of joint holders to the Member whose name stands first in the Membership Register, personally, by leaving it at the Member's Registered Address or by sending it by prepaid post or email addressed to the Member's Registered Address or by sending it to the electronic address (if any) nominated by the Member. All notices sent by prepaid post to persons whose Registered Address is not in Australia may be sent by airmail or some other way that ensures that it will be received quickly.

26.2 When Notice Deemed to be Served

Any notice sent by post is deemed to have been served at the expiration of 48 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member personally or left at the Member's Registered Address is deemed to have been served when delivered. Any notice served on a Member by electronic means is deemed to have been served when the electronic message is sent to the correct address.

26.3 Member Not Known at Registered Address

Where a Member does not have a Registered Address or where the Company has bona fide reason to believe that a Member is not known at the Member's Registered Address, all future notices are deemed to be given to the Member if the notice is exhibited in the Office for a period of 48 hours (and is deemed to be duly served at the commencement of that period) unless and until the Member informs the Company of a Registered Address.

26.4 Signature to Notice

The signature to any notice to be given by the Company may be written or printed.

26.5 Reckoning of Period of Notice

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service is not to be reckoned in the number of days or other period.

26.6 Service on Deceased Members

A notice delivered or sent by post to the Registered Address of a Member pursuant to this Constitution is (notwithstanding that the Member is then dead and whether or not the Company has notice of the Member's death) deemed to have been duly served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member's heirs, executors or administrators.

26.7 Persons Entitled to Notice of General Meeting

- (a) Subject to clause 4.2, notice of every General Meeting is to be given to:
 - (i) each Member whose address is known to the Company;
 - (ii) the auditor for the time being of the Company.
- (b) No other person is entitled to receive notices of General Meetings, other than those referred to in clause 26.7(a).

26.8 Notification of Change of Registered Address

Every Member must notify the Company of any change of his or her address and any such new address must be entered in the Membership Register as required to be kept by the Act and upon being so entered becomes the Member's Registered Address.

27. INDEMNITY

27.1 Indemnity for/in favour of Members of the National Council, Secretaries and executive officers

Subject to the Act, the Company must indemnify every person who is or has been a Director, Secretary or officer of the Company against:

- (a) a liability incurred by the person acting in their capacity as Director, the Secretary or an officer to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith;
- (b) the costs and expenses incurred by the person acting in their capacity as a Director, the Secretary or an executive officer:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

- (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the law.

27.2 Indemnity to Employees

Every employee who is not a Director, the Secretary or an officer of the Company may be indemnified out of the property of the Company against:

- (a) a liability incurred by the employee acting in that capacity;
- (b) the costs and expenses incurred by an employee acting in that capacity:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the law.

27.3 Personal Liability of Officer

If the National Council or any Director or any officer of the Company becomes personally liable for the payment of any sum primarily due from the Company, the National Council may execute or cause to be executed any charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the persons or person so becoming liable as aforesaid from any loss in respect of such liability.

27.4 Insurance

- (a) Subject to the Act, the Company may pay insurance premiums in respect of insurance for the benefit of every person who is or has been a Director, the Secretary or an executive officer acting in that capacity against:
 - (i) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
 - (ii) a liability incurred by the person acting in that capacity.
- (b) The Company may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company who is not a Director, the Secretary or an executive officer concerned in the management of the Company.

28. CHANGES TO CONSTITUTION

28.1 The Company may modify or repeal this Constitution or a provision of this Constitution by special resolution of Members and with approval of the National Council.

28.2 Any change to this Constitution made pursuant to clause 28.1 shall not be of any effect unless and until that change is confirmed by a special resolution endorsed by at least 75% of eligible members present at an Annual General meeting or Special General Meeting.

ANNEXURE A – MEMBERSHIP FEES

CATEGORY	FEE	COMMENTS
Individual member	\$50.00	
Individual member – concession	\$25.00	This category applies to: <ul style="list-style-type: none"> • All students • Pensioners • Newstart recipients
Business/Organisation member	\$125.00	

The membership fee is payable at the time of joining, and annually thereafter. Members will receive a renewal reminder approximately four weeks prior to the expiration date.

The Membership Fees shown above were accurate at the time of drafting this Constitution. These Membership Fees may change in accordance with clause 4.4.

ANNEXURE B – AEVA CODE OF CONDUCT

Introduction

The Australian Electric Vehicle Association Ltd (AEVA) is a not-for-profit company dedicated to promoting electric mobility for Australia. Its Constitution covers matters of governance and includes provisions relating to conduct, such as attendance at meetings and disclosure of conflicts of interest.

This Annexure sets out a general code of conduct for Office Bearers of AEVA (Directors and Branch Committee members), other people representing AEVA (including social media representatives), and General Members.

This Code of Conduct may change in accordance with clause 4.5.

Code of Conduct Expectations

Three basic expectations are placed on all individuals and organisations in connection with AEVA meetings, events and communications. At all times:

- Be Professional
- Be Truthful
- Be Kind

Be Professional

Being professional means that people conduct themselves in a manner which is conducive to intelligent conversation and respectful discourse. When writing or speaking on behalf of the Association, use clear language, free of errors. Do so clearly and concisely, and refrain from jargon or needlessly technical terms.

Individuals should keep their personal politics, business matters, religion and ideology separate from the matters of the Association. Where a recommendation to government is made, it should be framed in the context of good policy which advances the goals of AEVA, but is not explicitly critical or supportive of a specific political party. Acts of civil disobedience in aid of a just cause should only be done as private individuals, not in any way that may discredit AEVA.

Finally, under no circumstances should one use language which is vulgar, defamatory, racist, sexist or otherwise discriminatory in any correspondence. AEVA is underpinned by a duty to the community in all its diversity, and actions deemed exclusive or prejudiced will not be tolerated.

Be Truthful

Being truthful requires that misinformation or wishful thinking is avoided. When writing or speaking on behalf of AEVA, never promote inaccuracies, falsehoods, myths or hearsay. If at all possible, cite the research of acknowledged and recognised professionals who have years of experience on the matter. Refer to the latest, reliable data available, and be consistent with what information is used to demonstrate a point.

Being truthful also means being honest about any potential conflicts of interest. A person should not willfully engage in an activity of the Association which will clearly favour any personal or financial interests of their own. Doing so simply dilutes any ability to form consensus and present a unified message to the public, industry and government.

Be Kind

Being kind should be obvious. AEVA requires everyone to be friendly, open and congenial. Kindness means being empathetic to individual circumstances and difficulties, and respectful of others needs and limitations.

When writing or speaking on behalf of the Association, efforts should be made to be positive, offer solutions, or help connect where appropriate. When engaging with the public on an AEVA platform, never resort to Ad Hominem attacks or personal slurs. If bullying behaviour is witnessed, any AEVA

Office Bearer is encouraged to step in and mediate, to defuse the matter. Never engage in acts of coercion, exclusion or indifference towards other members or the public.

AEVA is inclusive – efforts should be made by all members and officers to foster diversity and respect at all times. AEVA is largely run by volunteers who have unique circumstances and finite capabilities, with often limited resources. The ability to bring about change is limited only by collective will - and goodwill.

Failure to adhere to this Code

Any Officers or Members who are in breach of this Code will be asked to immediately cease their conduct. If the activity persists, disciplinary action may be taken consistent with the Constitution, or in extreme cases, via civil law. Serious transgressions should be referred to the Board so that they can be expertly managed, and the reputation and well-being of AEVA, its Members and supporters, assured.

Undertaking to adhere to the Code of Conduct

Name:

Position held:

Signature:

Date: