



CONSTITUTION
of
AUSTRALIA-LATIN AMERICA
BUSINESS COUNCIL LIMITED
A COMPANY LIMITED BY GUARANTEE

CORPORATIONS LAW

A PUBLIC COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

CONSTITUTION

-of-

AUSTRALIA-LATIN AMERICA BUSINESS COUNCIL LIMITED

CHAPTER 1 - INTERPRETATION

1. How to read this Constitution

This Constitution contains clauses setting out the manner in which the Members of the Council have agreed to conduct the internal administration of the Council.

All of the Replaceable Rules set out in the Corporations Law which the Council is entitled to displace, are displaced by the clauses set out in this Constitution.

2. Definitions

2.1 In this Constitution, unless the context otherwise requires, -

“Additional Nominated Representative” means a person nominated as such by a Member under clause 13 of this Constitution;

“Affiliate” means a party which does not have a place of business in Australia and which registers with the Council for the purpose of receiving newsletters and other information electronically. An Affiliate is not a Member, is not entitled to any of the privileges of membership (such as voting rights) and is not required to pay any membership fee;

“AGM” means an annual general meeting of the Council;

“ASIC” means the Australian Securities and Investments Commission;

“Auditor” means the auditor for the time being of the Council;

“Board” means the board of the Directors of the Council;

“Constitution” means this Constitution and any supplementary, substituted or amended Constitution for the time being in force;

“Chair” means the person appointed by the Directors to be the Chair of meetings of Directors and the Chair of meetings of Members;

“Council” means the Australia-Latin America Business Council Limited;

“Director” means any person formally and lawfully appointed as a director of the Council, including an alternate Director;

“Directors” means all or any number of the Directors for the time being;

“Deputy-Chair” means the person appointed by the Directors to be the Chair of meetings of Directors and the Chair of meetings of Members, in the absence of the Chair,;

“Enterprise” means a body corporate, partnership or firm carrying on business in Australia.

“Guarantee” means the maximum amount each Member agrees to pay to the Council in accordance with clause 6;

“Law” means the *Corporations Law* or any statutory modification, amendment or re-enactment in force and any reference to any section, part or division is to that provision as so modified, amended or re-enacted;

“Latin America” means each of the countries listed in the Schedule.

“Member” means a person admitted as a Member and whose name is entered on the Register of Members and includes any Category A Member, Category B Member, Category C Member, and Category D Member;

“Nominated Representative” means a person nominated as such by a Member under clause 12 of this Constitution;

“Officer” means an officer of the Council within the meaning of the Law;

“Register of Members” means the Register of Members to be kept pursuant to the Law;

“Replaceable Rule” has the same meaning as in the Law;

“Secretary” includes the assistant or acting Secretary or any substitute for the time being for the Secretary; and

“Executive Director” includes the assistant or acting Executive Director or any substitute for the time being for the Executive Director;

“Subscription” means:

- (a) any annual membership fees payable by a Member under clause 18; and
- (b) any annual fees payable by an Additional Nominated Representative under clause 18.

2.2 Words importing -

- (a) persons include companies, corporations and organisations and vice versa;
- (b) the masculine gender include the feminine gender and vice versa; and
- (c) the singular number include the plural number and vice versa.

3. Amendment to Constitution

If the Council is approved as a public benevolent institution by the Australian Taxation Office, the Australian Taxation Office must be notified in writing of any alterations to this Constitution.

CHAPTER 2 - NATURE OF THE COUNCIL

4. Public company limited by Guarantee

The Council is a public company limited by Guarantee.

5. Limitation of Council

5.1 The Council must have at least one Member.

5.2 The Council must not be carried on for the purpose of the profit or gain of any Member.

- 5.3 The Council does not have the power to -
- (a) issue shares of any kind; or
 - (b) apply, pay or transfer, whether directly or indirectly, any portion of the income and property of the Council for the benefit of, or to a, Member.
- 5.4 The restriction under clause 5.3 does not prevent the payment in good faith of:
- (a) remuneration as provided for in clauses 62 and 63;
 - (b) interest on money lent to the Company by a Member at reasonable rates;
 - (c) reasonable proper rent, remuneration or return for any premises of a Member occupied by the Company; or
 - (d) money, or the provision of other support, to any body associated with the promotion and encouragement of trade, investment, technical and economic co-operation and tourism between Australia and Latin America.

6. Guarantee of Members

Each Member undertakes to contribute a maximum of ten dollars (A\$10.00) to the Council for payment of -

- 6.1 the debts and liabilities of the Council;
 - 6.2 the costs, charges and expenses of any winding up; and
 - 6.3 the adjustment of the rights of Members among themselves,
- in the event that the Council is wound up -
- 6.4 while the Member is a Member; or
 - 6.5 within one year after the Member ceases to be a Member.

7. Objects of the Council

The objects for which the Council are established are:

- 7.1 to promote and encourage trade, investment, technical and economic co-operation, and tourism between Australia and Latin America.
- 7.2 to provide a forum for gathering and disseminating information about the trade and investment opportunities available in Latin America.

- 7.3 to liaise with the Government organisations in Australia and the countries of Latin America on matters relating to the promotion of bilateral trade and investment, and to ensure that the Latin American region receives due recognition in the development of Australia's national trade and investment strategy.
- 7.4 to provide members with an opportunity to meet with persons who have an interest in or are involved in doing business with countries in Latin America.

8. Scope of powers of the Council

The Council has the legal capacity and powers of an individual, both in and outside Australia. The Council also has all the powers of a body corporate other than those powers denied by the Law to a company limited by guarantee.

CHAPTER 3 - MEMBERS

DIVISION 1 - MEMBERSHIP

9. Number of Members

- 9.1 There must be at least one Member.
- 9.2 The Board may set a limit on the maximum number of Members.

10. Admission to membership

- 10.1 The Board may admit any person or Enterprise which is eligible for membership under clause 14, as a Member on the terms and conditions it prescribes from time to time.
- 10.2 The Board may admit any eligible person or entity as an Affiliate on the terms and conditions it prescribes from time to time.

11. Categories of Membership

- 11.1 There shall be five categories of Members namely:
- (a) Sponsoring Member, available to any Enterprise which wishes to pay a higher membership fee entitling it to a package of sponsorship benefits determined by the Council ("**Category A Member**");
 - (b) Enterprises with more than 20 employees ("**Category B Member**");
 - (c) Enterprises with 20 or fewer employees ("**Category C Member**");

- (d) Individuals who are not carrying on business as an Enterprise but have an interest in Australia's relationship with Latin America ("**Category D Member**");

12. Nominated Representative

- 12.1 Any Member which is not a natural person must by notice in writing to the Secretary appoint a natural person who will act as the Member's Nominated Representative to exercise the Member's rights.
- 12.2 The Nominated Representative may (with the Member's approval) appoint an alternate person to exercise some or all of those powers for a specified period and may terminate that appointment at any time. Notice of the appointment of an alternate must be given to the Secretary. The exercise of powers by the alternate is just as effective as if the powers were exercised by the appointed Nominated Representative.
- 12.3 A Nominated Representative shall have the right to attend the General Meetings of the Council and, where appointed by a Member, to vote on behalf of the Member.
- 12.4 The Member may terminate such appointment and must notify the Secretary of the termination and simultaneously nominate another person as its Nominated Representative.

13. Additional Nominated Representative

- 13.1 Any Member which is not a natural person may by notice in writing to the Secretary appoint a natural person as an Additional Nominated Representative, at the same time paying any additional Subscription.
- 13.2 Except for the limitations under clause 13.3, an Additional Nominated Representative shall have the same rights and powers as a Nominated Representative, including the right to attend a General Meeting of the Council.
- 13.3 An Additional Nominated Representative may not vote on behalf of the Member at a General Meeting of the Council.
- 13.4 The Additional Nominated Representative may (with the Member's approval) appoint an alternate person to exercise some or all of those powers for a specified period and may terminate that appointment at any time. Notice of the appointment of an alternate must be given to the Secretary. The exercise of powers by the alternate is just as

effective as if the powers were exercised by the appointed Additional Nominated Representative.

- 13.5 The Member may terminate the appointment of an Additional Nominated Representative and must notify the Secretary of the termination. The Member may nominate another person as its Additional Nominated Representative.

14. Eligibility for Membership

- 14.1 To be eligible for membership as a Member the Applicant must be a person, an association, organisation or body which in the opinion of the Board, is involved in trade, investment, technical and economic co-operation or tourism between Australia and any country in Latin America.
- 14.2 The Board may at its discretion admit as a Member an organisation or individual other than one referred to in clause 14.1 where the Board considers that the admission of that organisation or individual would advance achievement of the objects of the Council.

15. Address of Member

- 15.1 Each Member shall provide to the Secretary details of an address in Australia where the Council can send notices.
- 15.2 If a Member fails to provide an address in accordance with clause 15.1, the address of the Member is deemed to be the registered office of the Council.

16. Application to become a Member

- 16.1 Every application to become a Member shall be made in writing to the Secretary on the form prescribed by the Board and containing such information and undertakings as the Board may reasonably require.
- 16.2 The Board will consider the application as soon as practical. The Secretary will notify the applicant as soon as practicable following the Board's decision on the application as to whether or not the application was accepted, the category of membership to which the applicant is admitted and any terms and conditions of acceptance. The Member will then be admitted to membership on payment of the applicable Subscription for the first year.

17. Applicant to Agree to be Bound

Every person admitted to membership of the Council shall be deemed to have agreed to be bound by the Constitution and by any rules, regulations or by-laws of the Council from time to time in force.

18. Annual Fees

18.1 Annual membership fees for the categories of membership shall be as determined by the Board from time to time.

18.2 Annual fees for Additional Nominated Representatives shall be as determined by the Board from time to time.

18.3

19. Use of Intellectual Property

A Member is not entitled to use any logos or trademarks of the Council unless it has first sought and obtained the written permission of the Council, which may be refused or given subject to whatever conditions the Council thinks appropriate to the circumstances. .

DIVISION 2 - CESSATION OF MEMBERSHIP**20. Events leading to cessation**

A Member ceases to be a member if:

- (a) The Member resigns in writing (the resignation being effective on the date the resignation is received by the Secretary unless another date is stated in the resignation notice). A resigning Member is not entitled to a refund of part of any Subscription paid.
- (b) The Member becomes subject to any form of insolvency administration or bankruptcy.
- (c) The Member is expelled under clause 21 or 23.2.

21. Non-payment of Subscription

If any Subscription of a Member remains unpaid for more than two (2) months, the Board may suspend all or any privileges of membership of that member until payment in full and if the Subscription remains unpaid for more than three (3) months the Board may terminate the membership of that Member.

22. Effect of Cessation

- 22.1 A Member who ceases to be a Member continues to be liable for -
- (a) any Subscription and all arrears due and unpaid at the date of cessation;
 - (b) all other moneys due by them to the Council; and
 - (c) the Guarantee.
- 22.2 A Member who ceases to be a Member must immediately cease to in any way hold themselves out as being a Member of the Council.

23. Power of Directors in respect of a Member's Conduct

- 23.1 If any Member -
- (a) breaches any provision of the Constitution; or
 - (b) is guilty of any conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of the Council,
- the Board has the power to censure, suspend or expel the Member from the Council.
- 23.2 At least one week before the meeting of the Board at which a resolution under clause 23.1 is proposed the Council shall provide the Member with -
- (a) notice of the meeting;
 - (b) the allegations against them;
 - (c) the intended resolution; and
 - (d) advice that the Member shall, at the meeting and before the passing of the resolution, have an opportunity to give, orally or in writing, any explanation or defence they may think fit.

CHAPTER 4 - MEETINGS OF MEMBERS

DIVISION 1 - WHO MAY CALL MEETINGS OF MEMBERS

24. **Calling of meetings of Members by a Director**

A Director may call a meeting of Members.

25. **Calling of general meetings by Directors when requested by Members**

Without limiting any applicable provisions of the Law regarding general meetings of a public company, the Board must call and arrange to hold a general meeting on the request of the Members made in accordance with clause 26.

26. **Calling of meetings by Members**

Members may call and arrange to hold a general meeting on the written request of not less than 10% of the Members at that time addressed to the Secretary.

27. **Failure of Directors to call general meeting**

Members who make a request under clause 25 may call and arrange to hold a general meeting if the Directors do not do so within 21 days after the request is given to the Secretary.

28. **Expenses of calling meeting**

The Members calling a meeting under clause 25, 26 or **Error! Reference source not found.** must pay the expenses of calling and holding the meeting unless the Board agrees otherwise.

DIVISION 2 - HOW TO CALL MEETINGS OF MEMBERS

29. **Amount of notice of meetings**

29.1 Subject to the Law, at least 21 days notice must be given of a meeting of Members.

29.2 Subject to clause 29.3, the Council may call on shorter notice -

- (a) an AGM, if all of the Members entitled to attend and vote at the AGM agree beforehand; and
- (b) any other general meeting, if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

- 29.3 At least 21 days notice must be given of a meeting of Members at which a resolution will be moved to -
- (a) remove a Director under clause 60;
 - (b) appoint a Director in place of a Director removed under clause 60; or
 - (c) remove an Auditor.

30. Notice of meetings of Members

30.1 Written notice of the meeting of Members must be given individually to each Member entitled to vote at the meeting and to each Director.

30.2 The Council may give the notice of meeting to a Member -

- (a) personally;
- (b) by sending it by post to the address of the Member in the register of Members or the alternative address (if any) nominated by the Member;
- (c) by sending it to the fax number or electronic address (if any) nominated by the Member; or
- (d) by any other means authorised by the Law.

30.3

- (a) A notice of meeting sent by post is taken to be given three days after it is posted.
- (b) A notice of meeting sent by fax or other electronic means is taken to be given on the business day after it is sent.

31. Auditor entitled to notice and other communication

The Council must give its Auditor -

- 31.1 notice of general meeting in the same way that a Member is entitled to receive notice; and
- 31.2 any other communication relating to the general meeting that a Member is entitled to receive.

32. Contents of notice of meeting

The notice of meeting must conform with the requirements of section 249L of the Law.

33. Notice of adjourned meetings

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

DIVISION 3 - MEMBERS' RIGHTS TO PUT RESOLUTIONS AT THE GENERAL MEETING

34. Members' resolutions

34.1 Five (5) or more Members may give the Council notice of a resolution they propose to be moved at a general meeting.

34.2 The notice must:

- (a) be in writing;
- (b) set out the wording of the resolution; and
- (c) be signed by the members proposing to move the resolution;

DIVISION 4 - HOLDING OF MEMBERS MEETINGS

35. Time and place for meetings of Members

A meeting of Members must be held at a reasonable time and place.

36. Technology

The Council may hold a meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

37. Quorum

37.1 The quorum for a meeting of Members is four (4) Members and the quorum must be present at all times during the meeting.

37.2

- (a) In determining whether a quorum is present, individuals attending as proxies or Nominated Representatives are to be counted.
- (b) If a Member has appointed more than one proxy only one of them is to be counted.

- (c) If an individual is attending both as a Member and as a proxy or Nominated Representative they are to be counted only once.

37.3

- (a) A meeting that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is to be adjourned to a date, time and place as the Chairman specifies.
- (b) If the Chairman does not specify one or more of those requirements, the meeting is adjourned to -
 - (i) if the date is not specified, the same day of the next week;
 - (ii) if the time is not specified, the same time; or
 - (iii) if the place is not specified, the same place.

37.4 The quorum for the resumed meeting is two (2) Members. If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

38. Chairing meetings of Members

The Chair, or, if not available the Deputy-Chair, or if also not available, a Director present at the meeting, shall preside as Chair at any meeting of Members.

39. Auditor's right to be heard at meetings of Members

39.1 The Auditor is entitled to attend and be heard at meetings of Members.

39.2 The Auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as Auditor.

39.3 The Auditor is entitled to be heard even if -

- (a) the Auditor retires at the meeting; or
- (b) the meeting passes a resolution to remove the Auditor from office.

42. Objections to right to vote

A challenge to a right to vote at a meeting of Members -

- 42.1 may only be made at the meeting; and
- 42.2 must be determined by the Chair whose decision is final.

43. How voting is carried out

- 43.1 A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded.
- 43.2 On a show of hands, a declaration by the Chair is conclusive evidence of the result.
- 43.3 Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against a resolution.

44. Matters on which a poll may be demanded

- 44.1 A poll may be demanded on any resolution other than resolutions concerning:
 - (a) the election of the Chair; or
 - (b) the adjournment of the meeting.
- 44.2 A poll may be demanded by:
 - (a) at least 5 Members entitled to vote on the resolution; or
 - (b) Members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - (c) the Chair
- 44.3 A poll may be demanded:
 - (a) before a vote is taken;
 - (b) before the voting results in a show of hands are declared; or
 - (c) immediately after the voting results on a show of hands are declared.
- 44.4 The percentages of votes that Members have is to be worked out as at midnight before the poll is demanded.

45. When and how polls must be taken

- 45.1 A poll demanded on a matter other than the election of a Chair or the question of an adjournment must be taken when and in the manner the Chair directs.
- 45.2 A poll on the election of a Chair or on the question of an adjournment must be taken immediately.

DIVISION 7 - AGMs

46. Holding of AGM

- 46.1 The Council must hold an AGM within 18 months after its registration.
- 46.2 Thereafter the Council must hold an AGM at least once in each calendar year and within five months after the end of its financial year.
- 46.3 An AGM is to be held in addition to any other meetings held by the Council in a year.
- 46.4 If the Council only has one Member, it need not hold an AGM.

47. Extension of time for AGM

The Council may lodge an application with the ASIC to extend the period within which it is required to hold the AGM in accordance with the Law.

48. Consideration of reports at AGM

The Directors must lay before an AGM -

- 48.1 the financial report;
- 48.2 the Director's report; and
- 48.3 the Auditor's report,

for the last financial year that ended before the AGM completed in accordance with the requirements of the Law.

49. Business of the AGM

The business of the AGM may include any of the following, even if not referred to in the notice of meeting -

- 49.1 the consideration of the annual financial report, Directors' report and Auditor's report;

- 49.2 the election of Directors;
- 49.3 the appointment of the Auditor; and
- 49.4 the fixing of the Auditor's remuneration.

50. Questions by Members of the Council

The Chair of the AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Council.

51. Questions by Members of Auditors

If the Auditor or their representative is at the meeting, the Chair of an AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask the Auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

CHAPTER 5 - DIRECTORS

52. Number of Directors

The Council must have at least three (3) and not more than fourteen (14) Directors (excluding the Executive Director) unless the Council in general meeting otherwise determines.

53. Appointment of Directors

- 53.1 The Council may appoint a natural person, who is either a Member or the Nominated Representative of a Member, as a Director by resolution passed in general meeting.
- 53.2 All Directors shall be elected by the Members at the AGM for a period of one (1) year and may be eligible for re-election at the next AGM.
- 53.3 The Executive Director will ex officio be a Director without voting rights.

54. Directors may appoint other Directors

- 54.1 The Directors may appoint a natural person, who is either a Member or the Nominated Representative of a Member, as a Director to fill a

vacancy in the Board or otherwise where the Board thinks appropriate.

- 54.2 A person may be appointed as a Director in order to make up a quorum for a Directors' meeting even if the total number of Directors otherwise present is not enough to make up that quorum.
- 54.3 The Board may also invite any advisers or observers to attend Board meetings, but those advisers or observers will not have any voting rights.

55. Non-eligibility of Auditor

The Auditor is ineligible to be elected or appointed as a Director or alternate Director.

56. Procedure for Election of Directors

The election of Directors shall take place as follows:

- 56.1 Each nomination of a person as a Director shall be in writing signed by two (2) Members entitled to vote at such election and shall bear the candidate's written consent.
- 56.2 Each nomination shall be lodged at the registered office of the Council at least fourteen (14) days prior to the AGM at which such election is to take place.
- 56.3 Directors who wish to stand for election for a further term shall advise the Executive Director of their intention to do so at least fourteen (14) days prior to the AGM.
- 56.4 If the number of nominations for Directors does not exceed the number of vacancies for such offices then the person so nominated shall be deemed to have been elected at the AGM.
- 56.5 If the number of nominations for Directors exceeds the number of vacancies for Directors, ballot papers shall be prepared containing the names of the candidates for Directors in alphabetical order.
- 56.6 Every Member present at the AGM (present in person or by their Nominated Representative or by proxy or by attorney) and which has been a Member for a minimum of six months at the time of the AGM shall be entitled to vote for any number of candidates not exceeding the number of vacancies and the candidates with the greatest number of votes shall be elected to fill those vacancies

57. Alternate Directors

57.1 A Director (except the Executive Director) may appoint an alternate to exercise some or all of that Director's powers for a specified period.

57.2 If the appointing Director requests the Council to give his or her alternate notice of Directors' meetings, the Council must do so.

57.3 When an alternate exercises the Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Director.

57.4 The appointing Director may terminate the alternate's appointment at any time.

57.5 An appointment or its termination must be in writing and copies must be given to -

(a) the Council; and

(b) the ASIC.

58. Other offices held by Directors

A Director may hold any other office or position of profit in the Council together with the Directorship at a remuneration and on such conditions as may be agreed in accordance with clauses 62 or 63.

59. Director may resign

A Director may resign as a Director of the Council by giving written notice of resignation to the Council at its registered office.

60. Removal of Directors

The Council may, by resolution, remove a Director before the end of the Director's period of office in accordance with the Law.

61. Vacation of office of Director

61.1 A Director must vacate office if the Director:

(a) ceases to be a Director or becomes prohibited from being a Director by virtue of the Law;

(b) ceases to be a Member or a Nominated Representative of a Member;

(c) resigns their office by written notice to the Council;

- (d) for more than three months is absent without permission of the other Directors from meetings of the Directors held during that period;
- (e) has a material personal interest in a matter that is being considered at a meeting of Directors and fails to comply with clause 69; or
- (f) is removed from the office of Director by a resolution of the Council in accordance with clause 60.

61.2 Subject to clause 61.1, where there are only three Directors, the Director shall not vacate their office voluntarily unless they have appointed, prior to their vacation, another person to be a Director.

62. Remuneration of Directors

62.1 The Directors are to be paid the remuneration (if any) that the Council determines by resolution in general meeting.

62.2 The Council may pay a Director's travelling and other expenses that the Director properly incurs:-

- (a) in attending Directors' meetings or any meetings of committees of the Directors;
- (b) in attending any general meeting of the Council; and
- (c) in connection with the Council's business.

62.3 Any amount payable to a Director under this clause must be in accordance with the requirements of the Law.

63. Remuneration of Directors for extra services

63.1 If the Council requests a Director to perform services in addition to those required by the Law, the Council may remunerate the Director in any manner the Council thinks fit.

63.2 Any remuneration paid as contemplated by clause 63.1 is in addition to remuneration paid under clause 62.

CHAPTER 6 - MANAGEMENT OF BUSINESS BY DIRECTORS

64. Powers of Directors

- 64.1 The business of the Council is to be managed by or under the direction of the Board.
- 64.2 The Board may exercise all of the powers of the Council except any powers that the Law or this Constitution requires the Council to exercise in general meeting.

65. Negotiable instruments

- 65.1 Any two Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- 65.2 The Board may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

66. Executive Director

- 66.1 The Board may appoint an Executive Director of the Council for a period and on the terms (including as to remuneration) as the Board sees fit.
- 66.2 The Board may confer on a Executive Director any of the powers that the Board can exercise.
- 66.3 The Board may revoke or vary -
- (a) the appointment of the Executive Director; or
 - (b) any of the powers conferred on the Executive Director.

67. Delegation to committees

- 67.1 The Board may delegate any of their powers to a committee of Directors and such other persons as the Directors nominate who do not have to be Members.
- 67.2 A committee must exercise the powers delegated to it in accordance with any directions of the Directors.
- 67.3 The effect of the committee so exercising a power is the same as if the Directors exercised it.

68. Appointment of attorney for Council

The Council's power to make, vary, ratify or discharge a contract may be exercised by an individual with the authority of a resolution of the Board to do so.

69. Voting by interested Director

69.1 Subject to the Law and to clause 69.2, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:-

- (a) must not vote on the matter (or on a proposed resolution under clause 69.2((b)) in relation to the matter, whether in relation to that or a different Director); and
- (b) must not be present while the matter (or proposed resolution of that kind) is being considered at the meeting.

69.2 Subject to clause 70, clause 69.1 does not apply:-

- (a) to an interest that the Director has-
 - (i) as a Member or Nominated Representative of a Member; and
 - (ii) in common with the other Members; or
- (b) if the Directors have at any time passed a resolution that -
 - (i) specifies the Director, the interest and the matter; and
 - (ii) states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter.

69.3 A resolution passed by Directors in accordance with clause 69.2((b)) that a Director is a member of any specified organisation or is the proprietor of a particular business or represents a particular Member is to be regarded as interested in all transactions with that organisation, business or Member is sufficient resolution under clause 69.2((b)) as regards that Director and the transactions.

70. Accounting for profit

No Director shall be liable to account to the Council for any profit arising from any office or place of profit or realised from any contract or arrangement by reason only of the Director holding that office or of the fiduciary relations so established, but the nature of their interest must be approved by a resolution of Directors in accordance with clause 69.

CHAPTER 7 - DIRECTORS' MEETINGS**71. Circulating resolutions**

71.1 The Board may pass a resolution without a Directors' meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

71.2 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

71.3 The resolution is passed when the last Director signs.

72. Calling Directors' meetings

A Directors' meeting may be called by a Director giving reasonable notice individually to every other Director.

73. Use of technology

73.1 A Directors' meeting may be called or held using any technology consented to by the Directors.

73.2 Any consent may be a standing consent.

73.3 A Director may only withdraw their consent within a reasonable period before the meeting.

74. Chairing Directors' meetings

74.1 The Chair will be appointed by the Board. Such appointment may be a standing one and the Board may also appoint a Deputy-Chair to act when the Chair is unavailable.

74.2 The Board must elect a Director present to chair a meeting, or part of it, if the Chair or Deputy-Chair are not available or decline to act as Chair for the meeting or part of it.

75. Quorum at Directors' meetings

Unless the Directors determine otherwise, the quorum for a Directors' meeting is two Directors and the quorum must be present at all times during the meeting.

76. Passing of Directors' resolutions

76.1 A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

76.2 The Chair has a casting vote in addition to any vote they have in their capacity as a Director.

CHAPTER 8 - SECRETARY

77. Appointment

The Board must appoint a Secretary in accordance with the Law. The Executive Director may be appointed the Secretary.

78. Terms and conditions of office

A Secretary holds office on the terms and conditions (including as to remuneration) that the Board determines.

CHAPTER 9 - DIRECTORS' AND MEMBERS' MINUTES

79. Minutes

79.1 The Council must keep minute books in which it records within one month of such event -

- (a) proceedings and resolutions of Members' meetings;
- (b) proceedings and resolutions of Board meetings and including committee meetings;
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by Directors without a meeting.

79.2 The Council must ensure that the minutes of a meeting are signed by the Chair of the meeting or the Chair of the next meeting within a reasonable time after the meeting.

80. Members' access to minutes

Members are entitled to gain access to the minute book of meetings of Members in accordance with the Law.

CHAPTER 10 - WINDING UP

81. Rights of Members on winding up

If the Council is wound up or dissolved, the Members have no right to participate in any distribution or payment of the assets or property of the Council.

82. Distribution of assets

82.1 If the Council is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities shall be given or transferred to some other institution or institutions -

- (a) having objects similar to the objects of the Council;
- (b) whose constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by clause 5.3((b)) and
- (c) which is approved by the Commissioner of Taxation as an institution exempt from sales tax and income tax.

82.2 The Board shall determine the identity of the institution or institutions for the purpose of clause 82.1 at the time of dissolution.

82.3 If the Board fails to determine the identity of the institution or institutions under clause 82.2, the Supreme Court of New South Wales shall make that determination.

CHAPTER 11 - INDEMNITY

83. Indemnity

83.1 Every person who is an Officer shall be indemnified by the Council against, and shall be paid on demand by the Officer, the amount of

any liability to another person (other than the Council or a related body corporate of the Council as defined in the Law) incurred in that person's capacity as an Officer unless such liability arises out of conduct involving a lack of good faith.

83.2 The Council shall indemnify any other employee of the Council at the Directors' discretion.

83.3 The Council shall indemnify an Officer against a liability for costs and expenses (including, without limitation, legal expenses on a full indemnity basis) incurred by the Officer –

- (a) in defending proceedings, whether civil or criminal, in which -
 - (i) judgment is given in favour of the Officer; or
 - (ii) the Officer is acquitted; or
- (b) in connection with an application, in relation to proceedings under clause 83.3((a)), in which a court grants relief to the Officer under the Law,

SUBJECT only to an obligation on the Officer to repay to the Council the expenses advanced by the Council if -

- (c) judgment is not given in the Officer's favour;
- (d) the Officer is not acquitted;
- (e) a court subsequently determines that the indemnification is not permitted; or
- (f) the indemnification is not permitted by the Law.

83.4 For the purposes of this clause, the Council shall have the burden of proving that the Officer to be indemnified is not entitled to the requested indemnification.

83.5 If the Council determines that the Officer to be indemnified is not entitled to be indemnified, that person shall be entitled to direct that the Council obtain and follow, at the Council's expense, an opinion as to such entitlement from a barrister with not less than 15 years relevant expertise practising in New South Wales.

83.6 The indemnification rights in this clause constitute a contract between the relevant parties seeking indemnification and the Council and shall continue to have effect following the rescission or restrictive

modification of the clause with respect to events occurring prior to the rescission or modification of the clause.

84. Payment of costs

The Board may, out of the funds of the Council, pay all costs, losses and expenses which any Officer may incur or become liable to pay by reason of any contract entered into or act or thing done by them as such Officer or in any way in discharge of their duties.

85. Limit of indemnity

Subject to the provisions of the Law, an Officer of the Council shall not be liable for -

- 85.1 the acts, receipts, neglect or defaults of any other Officer;
- 85.2 joining in any receipt or other act of conformity or for any loss or expense happening to the Council through -
 - (a) the insufficiency or deficiency of title to any property acquired by order of the Officers for or on behalf of the Council; or
 - (b) the insufficiency or deficiency of any security in or upon which any of the moneys of the Council shall be invested;
- 85.3 any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited;
- 85.4 any loss occasioned by any error of judgment or oversight on the Officer's part; or
- 85.5 any other loss, damage or misfortune which occurs in the execution of the duties of the Officer's office,

unless the loss, damage or misfortune occurred through the Officer's own dishonesty.

86. Contract of Insurance

The Council may pay a premium for a contract insuring a person who is or has been an Officer to the maximum extent permitted by the Law, including against:-

- 86.1 any liability incurred by the officer which does not arise out of conduct involving a wilful breach of duty in relation to the Council or a contravention of section 184 of the Law; or
- 86.2 any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Council whether civil or criminal and whatever their outcome.

Schedule

Latin America countries (clause 2.1)

Argentina	Bolivia	Brazil
Chile	Colombia	Equador
French Guiana (France)	Falkland Islands (UK)	Guyana
Paraguay	Peru	Suriname
Uruguay	Venezuala	Mexico
Guatemala	El Salvador	Costa Rica
Panama	Nicaragua	Belize
Antigua and Barbuda	Aruba (Netherlands)	Bahamas
Barbados	Bermuda Islands (UK)	Cayman Islands
Cuba	Dominica	Dominican Republic
Grenada	Haiti	Jamaica
Netherlands Antilles (Netherlands)	Puerto Rico (US)	Trinidad and Tobago
St Kitts and Nevis	St Lucia	St Vincent and the Grenadines
Virgin Islands (US)	Honduras	

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