

Constitution

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1. Preamble

- (a) The Association was founded in Victoria as a non-profit association and was incorporated as a company limited by guarantee in 1927.
- (b) The Association's Memorandum of Association and Articles of Association have been amended from time to time.
- (c) By virtue of changes to the Act, the Association's Memorandum of Association and Articles of Association became known as the Constitution.
- (d) As at the date of adoption of this document, this document forms the Constitution.

2. Defined Terms & Interpretation

2.1 Definitions

In this document:

Act means the Corporations Act 2001 (Cth)

Association means the Hairdressing and Beauty Industry Association

Auditor means the Company's auditor

Board means the Board of Directors

Constitution means the constitution of the Company as amended from time to time.

Director means any person who has consented to act as a Director and who occupies the office of Director of the Association.

Directors' Committee means a committee established under clause 11.5.

Directors means all or some of the Directors acting as a board

Executive Director means the person appointed to the office of Executive Director under clause 13.

Member means a member under clause 5.

Member Corporation means a Member, which is a corporation or organisation

Office means the Association's registered office

Register means the register of Members of the Association

Registered Address means the last known address of a Member as noted in the Register

Representative means a representative of a Member Corporation appointed under clause 5.5.

Seal means the Association's common seal (if any)

2.2 Interpretation

- (a) In this Constitution, unless the contrary intention appears:
 - (i) The singular includes the plural and vice versa and words importing a gender include other genders
 - (ii) words importing natural persons include corporations (as that term is defined in the Act);
 - (iii) words and expressions defined in the Act have the same meaning in this Constitution;
 - (iv) headings are for ease of reference only and do not affect the construction of this Constitution; and
 - (v) a reference to the Act and any section of the Act is a reference to the Act or section as modified or amended from time to time.
- (b) Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the Act that deals with the same matter as the clause.
- (c) To the extent permitted by law, the replaceable rules in the Act do not apply to the Company.

3. Objects

The objects for which the Association is established are:

- (a) To protect, promote and advance the interests of hairdressers on all issues affecting or likely to affect the hairdressing and/or beauty industry;
- (b) To promote and maintain good relations between members and their employees and between members and manufacturers, and consumers of goods and services sold by members;
- (c) To provide a forum for discussion and for development and implementation of strategies and policies relating to the hairdressing and/or beauty industry, and to matters referred to the Association by its members;
- (d) To monitor, identify and analyse issues affecting or likely to affect the hairdressing and/or beauty industry, to develop solutions and to provide information thereon to all its members, to Government, to the hairdressing and/or beauty industry, to trade and consumer organisations and the public generally;
- (e) To represent the interests of the hairdressing and/or beauty industry in discussions on issues with the Commonwealth Government or any State Government or any authority of Government;
- (f) To represent the interests of the hairdressing and/or beauty industry before commissions, boards, courts, tribunals, inquiries, bodies, committees, associations, institutions and organisations of a national or state nature, and to formulate, prepare and make representations thereto;
- (g) To promote hairdressing and/or beauty industry education and training generally, and to promote careers in the hairdressing and/or beauty industry;
- (h) To provide information and advice on issues and matters of common interest;
- (i) To organise, sponsor or promote conferences, seminars, exhibitions, lectures, demonstrations and other activities with the aim of improving and extending the knowledge, skills, productivity and efficiency of the hairdressing and/or beauty industry;
- (j) To develop an effective working relationship with international associations in the hairdressing and/or beauty industry and to cooperate and liaise with such associations on matters of mutual interest;
- (k) To provide a framework for the development and maintenance of standards for services sold or supplied by its members;

- (l) To enter into any amalgamation, affiliation, fusion or alliance with or to communicate with or subscribe to or to promote or assist in the promotion of any other firm, association, corporation or other entity whether incorporated or unincorporated having objects similar to or calculated to benefit generally the members of the Association and to acquire shares and interests in or lend money upon debentures or otherwise to any such company firm or association;
- (m) To collect and diffuse information on all matters affecting members of the Association in their businesses and to print, publish and circulate or make available by any means any papers, circulars, periodicals, books which the Association may think desirable for the promotion of its objects;
- (n) To secure to members the advantages of unity of action in all matters affecting their interests;
- (o) To represent members who are employers in industrial proceedings of every kind.

The Association may only exercise the powers in section 124(1) of the Act to;

- (a) carry out the objects in this 3; and
- (b) do all things incidental or convenient in relation to the exercise of power to carry out its objects in this 3.

4. Income and Property of the Association

- (a) The income and property of the Association will only be applied towards the promotion of the objects of the Association set out in clause 3.
- (b) No income or property will be paid or transferred directly or indirectly to any Member of the Association except for payments to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent

5. Membership

5.1 Admission

- (a) The number of Members is unlimited
- (b) The Members of the Association will be:
 - (i) the persons who have consented to become Members and have agreed to be bound by the Constitution; and
 - (ii) any other persons whom or which the Directors admit to membership in accordance with the Constitution.
- (c) A person must not be admitted to the membership of the Association unless they have agreed to be bound by the Constitution.
- (d) The Directors may in their absolute discretion:
 - (i) impose terms and conditions on eligibility for membership of the Association; and
 - (ii) create different categories of membership, other than those included in clause 5.5; and
 - (iii) vary or abolish categories of membership from time to time.

- (e) Applications for membership of the Association must be in writing, signed by the applicant, in a form approved by the Directors in their absolute discretion.
- (f) At the next meeting of Directors after the receipt of an application for membership, the application will be considered by the Directors. The Directors will:
 - (i) Determine the admissions or rejection of the applicant; or
 - (ii) Decide to call on the applicant to supply any evidence of eligibility that they consider to reasonably necessary;
- (g) If the Directors:
 - (i) Require further evidence under clause 5.1 (f) (ii), determination of the application will be deferred until this evidence has been supplied; or
 - (ii) Reject an application for membership, they will not be required to give reasons for the rejection.
- (h) As soon as practicable following acceptance of an application, the Secretary will send the applicant written notice of the acceptance and, where appropriate, request payment of the applicant's entrance fee and first annual subscription.
- (i) Subject to clause 5.1 (j), an applicant will become a Member on payment of the amount due under clause 5.1 (h).
- (j) If an amount due under clause 5.1(h) is not paid within 30 days after the date the applicant is notified of acceptance, the Directors may cancel their acceptance of the application for membership of the Association.
- (k) The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.

5.2 Subscriptions

- (a) The Directors may in their absolute discretion determine from time to time:
 - (i) the entrance fee and annual subscriptions payable by each Member and each category of Member; and
 - (ii) the due date for payment of the annual subscription.
- (b) If a Member does not pay a subscription within 60 days after it becomes due, the Directors:
 - i. Must give the Member notice of that fact; and
 - ii. If the subscriptions remain unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

5.3 Ceasing to be a Member

- (a) A Member's membership of the Association will cease:
 - (i) if the member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (ii) if;
 - (A) The directors have determined by special resolution to terminate the membership of a Member on the grounds that the conduct of the Member or a Representative of the Member renders it undesirable that the Member continue to be a Member;

- (B) the Member was given at least 21 days' notice of the resolution referred to in clause 5.3 (a)(ii)(A) and had the opportunity to be heard at the meeting at which the resolution was proposed;
 - (iii) if membership is forfeited under clause 5.2 (b(ii));
 - (iv) where the Member is a natural person, if the Member:
 - (A) dies;
 - (B) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (C) is convicted of an indictable offence; or
 - (v) In the case of a Member Corporation, if;
 - (A) a liquidator is appointed in connection with the winding – up of the Member; or
 - (B) an order is made by a court for the winding – up or deregistration of the Member
- (C) Any Member ceasing to be a Member:
 - (i) will not be entitled to any refund (or part refund) of a subscription; and
 - (j) will remain liable for and will pay to the Association all subscriptions and moneys which were due at the date of ceasing to be a Member.

5.4 Powers of Attorney

- (a) If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Association or the Member's membership in the Association, that Member must deliver the instrument appointing the Attorney to the Association for notation
- (b) If the Association asks the Member to file with it a certified copy of the instrument for the Association to retain, the Member will promptly comply with that request.
- (c) The Association may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

5.5 Member Categories

- (a) Corporate Membership – Organisations which are engaged in a trade, industry or profession related to the hairdressing and/or beauty industry, and which have been admitted to membership of the Association
- (b) Ordinary Membership – Individual persons (whether employers of labour or self-employed, but not an employee) who are engaged in a trade, industry or profession related to the hairdressing and/or beauty industry, and which have been admitted to membership of the Association.
- (c) Life Membership - Any person who has rendered outstanding service to the industry for a period of not less than ten years, who has been correctly nominated and subsequently elected as a Life Member by the Board of Directors by a three-fourths majority. Nominations must be in writing and made by three Members to the Board of Directors. Such nominations shall be notified to the Secretary at least 30 days before a Directors' Meeting. Life Members shall have all the rights as ordinary members without payment of fees.
- (d) Honorary Membership – Any person elected as an Honorary Member by the Board of Directors with the consent of the person. Honorary members shall not hold office or vote at any meeting, and except by courtesy of the Chairman shall not participate in any discussion at such meeting.

- (e) Special Membership – Any person or organisation representative, not fulfilling the qualifications of other categories, who has been elected as a Special Member by the Board of Directors by a three-fourths majority. Special Members have all the rights of an Ordinary Member, including the right to be elected to the Board of Directors, but excluding the right to be elected as an office bearer.

5.6 Member Representative

- (a) Subject to clause 5.6(b) a Member Corporation is entitled to nominate, by written notice to the Secretary, a natural person to act as its representative in all matters connected with the Association as permitted by the Act.
- (b) The Directors must:
 - (i) accept or refuse the nomination of a Representative by a Member Corporation; and
 - (ii) only accept the nomination of a person as a Representative if the person has agreed to be bound by the Constitution.
- (c) If the Directors accept the nomination of a person as a Representative, that person is appointed as a Representative of the relevant Member Corporation, and thereafter has all the rights and responsibilities of a Member, subject to clause 5.6(i).
- (d) A Member Corporation may at any time, by written notice to the Secretary, remove its Representative.
- (e) The Directors may at any time by special resolution revoke the appointment of a Representative on the grounds that the conduct of the Representative renders it undesirable that the Representative continues to be a Representative.
- (f) A Representative is entitled to:
 - (i) exercise at a general meeting all the powers that the Member Corporation, which appointed him or her, could exercise if it were a natural person;
 - (ii) stand for election as an office bearer, President or Director;
 - (iii) be counted towards a quorum at any general meeting, Directors' meeting or any other meeting relating to the Association; and
 - (iv) exercise any other rights of a Member conferred by this Constitution.
- (g) A certificate executed in accordance with section 127 of the Act is rebuttable evidence of the nomination or of the removal of the appointment (as appropriate) of the Representative
- (h) The Chairman of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the Chairman of the general meeting.
- (i) The nomination of a Representative may set out restrictions on the Representative's powers. If the nomination is accepted by the Directors, the Representatives must act in accordance with the restrictions set out in the nomination.

5.7 Member Register

The Secretary shall keep at the Office of the Association a Member Register in which shall be recorded the names of all members of the Association. Entry in the register shall be evidence of membership of the Association.

6 General Meetings

6.1 Calling a General Meeting

- (a) Any Director may, at any time, call a general meeting
- (b) A Member may:
 - (i) only request the Directors to call a general meeting in accordance with section 249D of the Act; and
 - (ii) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Act.

6.2 Notice of General Meeting

- (a) Subject to the provision of the Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- (b) A notice calling a general meeting:
 - (i) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (ii) must state the general nature of the business to be transacted at the meeting; and
 - (iii) may specify a place, facsimile number and electronic address for the purposes of proxy appointment
- (c) A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
 - (i) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (ii) the election of Directors;
 - (iii) the appointment and fixing of the remuneration of the Auditor.
- (d) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 6.1(b)).
- (e) The Directors must give notice of the postponement or cancellation to all persons referred to in clause 6.2(a) entitled to receive notices from the Company.
- (f) The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to, or the non-receipt of a notice (or form) by, any Member does not invalidate the proceedings at or any resolution passed at the general meeting

7 Proceedings at General Meetings

7.1 Quorum

- (a) No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business
- (b) A quorum of Members is 15.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (i) if the general meeting was called on the requisition of a Member, it is automatically dissolved; or

(ii) in any other case:

- (A) It will stand adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the directors; and
- (B) If at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

7.2 Chairman

- (a) The President appointed under clause 11.4(a), or in the President's absence the Deputy President appointed under clause 11.4(c), will be the chairman at every meeting of Members.
- (b) If:
 - (i) there is no President or Deputy President;
 - (ii) neither the President nor Deputy President is present within 15 minutes after the time appointed for holding the general meeting; or
 - (iii) the President and Deputy President are unwilling to act as chairman of the general meeting, the Directors present may elect a chairman of the general meeting of Members.
- (c) If no election is made under clause 7.2(b), then:
 - (i) the Members may elect one of the Directors present as chairman; or
 - (ii) if no Director is present or willing to take the chair, the Members may elect one of the Members present as chairman.
- (d) If there is a dispute at a general meeting about a question of procedure, the chairman may determine the question.

7.3 Adjournment

- (a) The chairman at a meeting at which a quorum is present:
 - (i) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (ii) must adjourn the general meeting if the meeting directs him or her to do so.
- (b) An adjourned general meeting may take place at a different venue to the initial general meeting.
- (c) The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- (d) Notice of an adjourned general meeting must only be given in accordance with clause 6.2(a) if a general meeting has been adjourned for more than 21 days.

7.4 Decision on Questions

- (a) Subject to the Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Act.
- (c) Unless a poll is demanded:
 - (i) a declaration by the chairman that a resolution has been carried, carried by a specified majority, or lost; and

- (ii) an entry to that effect in the minutes of the meeting, are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (d) The demand for a poll may be withdrawn.
- (e) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

7.5 Taking a Poll

- (a) A poll will be taken when and in the manner that the chairman directs.
- (b) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (c) The chairman may determine any dispute about the admission or rejection of a vote.
- (d) The chairman's determination, if made in good faith, will be final and conclusive.
- (e) A poll demanded on the election of the chairman or the adjournment of a general meeting must be taken immediately.
- (f) After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

7.6 Casting Vote of Chairman

The chairman does not have a casting vote in addition to the chairman's votes as a Member, proxy or attorney.

8 Voting

8.1 Entitlement to Vote

- (a) A Member is not entitled to vote at a general meeting if the Member's annual subscription is more than 1 month in arrears at the date of the meeting.
- (b) A Member entitled to vote has 1 vote.

8.2 Objections

- (a) An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- (b) An objection must be referred to the chairman of the general meeting, whose decision is final.
- (c) A vote that the chairman does not disallow because of an objection is valid for all purposes.

8.3 Votes by Proxy

- (a) If a Member appoints a proxy or an attorney, the proxy or attorney may not vote on a show of hands.
- (b) A proxy need not be a Member.
- (c) A proxy may demand or join in demanding a poll.
- (d) A proxy or attorney may vote on a poll.
- (e) A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

8.4 Document Appointing Proxy

- (a) An appointment of a proxy is valid if it is signed by the Member or member Representative making the appointment and contains the information required by subsection 250A(1) of the Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Act.
- (b) For the purpose of clause 8.4(a), an appointment received at an electronic address will be taken to be signed by the Member if:
 - (i) a personal identification code allocated by the Association to the Member has been input into the appointment; or
 - (ii) the appointment has been verified in another manner approved by the Directors.
- (c) A proxy's appointment is valid at an adjourned general meeting.
- (d) A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- (e) Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (i) to vote on
 - (A) any amendment moved to the proposed resolution and on any motion that the proposed resolution not be put or any similar motion; and
 - (B) any procedural motion, including any motion to elect the chairman, to vacate the chair or to adjourn the general meeting, even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (ii) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- (f) If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairman may either cast as proxy or complete the appointment by inserting the name or names of one or more directors or the Secretary.

8.5 Lodgement of Proxy

- (a) The written appointment of a proxy or attorney must be received by the Association at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
 - (i) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (ii) the taking of a poll on which the appointee proposes to vote.
- (b) The Association receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
 - (i) the Offices;
 - (ii) a facsimile number at the Office; or
 - (iii) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

8.6 Validity

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

- (a) died
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power, unless any written notification of the death, unsoundness of mind or revocation was received by the Association before the relevant general meeting or adjourned general meeting.

9. Appointment and Removal of Directors

9.1 Number of Directors

- (a) Subject to clause 9.2(a)(ii), there will not be less than 12 nor more than 20 Directors.
- (b) Subject to the Constitution, the Directors may by ordinary resolution determine the number of Directors from time to time.

9.2 Appointment and Removal of Directors

- (a) The Association may by ordinary resolution passed in general meeting:
 - (i) appoint new Directors;
 - (ii) increase or reduce the minimum or maximum number of Directors permitted under clause 9.1(a);
 - (iii) remove any Director before the end of the Director's term of office; and
 - (iv) appoint another person in the Director's place.
- (b) A person appointed under clause 9.2(a)(iv) will hold office for the term for which the Director replaced would have held office if the Director had not been removed.
- (c) If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Association, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- (d) Within 14 days of the suspension, the Directors must call a general meeting at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 9.2(a)(iii) or annul the suspension and reinstate the Director.
- (e) Each Director holds office subject to the Constitution.

9.3 Additional and Casual Directors

- (a) Subject to clause 9.1(a), the Directors may appoint a Member as a Director to fill a casual vacancy or as an addition to the existing Directors.
- (b) A Director appointed under clause 9.3(a) will hold office until the next general meeting of the Company when the Director may be re-appointed by election.

9.4 Eligibility and Retirement

- (a) Only a Member or Member Representative can be elected or appointed to the office of Director.

- (b) A Director must retire from office at the conclusion of the second annual general meeting after the Director was last elected.
- (c) Subject to clause 9.4(d), a Director retiring under clause 9.4(b) will be eligible for re-election.
- (d) Subject to clause 9.4(e), a retiring Director who has served 4 consecutive terms in office will be ineligible for re-election for the term immediately following the Director's third term in office.
- (e) A person who has served 4 consecutive terms as a Director will be eligible for election as a Director at the second annual general meeting following the end of that person's fourth term in office.

9.5 Filling Vacated Office

- (a) When a Director retires at a general meeting, the Association may by ordinary resolution elect a person to fill the vacated office.
- (b) If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:
 - (i) it is resolved not to fill the vacated office;
 - (ii) the resolution for the re-election of the Director is put and lost; or
 - (iii) the Director is not eligible for re-election under clause 9.4(d).

9.6 Nomination of Director

- (a) A Member other than a retiring Director is not eligible for election as a Director at a general meeting unless:
 - (i) either:
 - (A) the Directors have left at the Office written notice of their nomination of the Member as a candidate for the office of Director; or
 - (B) two Members have left at the Office written notice of their nomination of the Member as a candidate for the office of Director; and
 - (ii) the Member has given the Association their written consent to the nomination.
- (b) A notice given in accordance with clause 9.6(a) must be left at the Office at least 30 days before the relevant general meeting.
- (c) A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least 7 days before every general meeting at which an election of a Director will take place.

9.7 Vacation of Office

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

- (a) is prohibited by the Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) resigns by notice in writing to the Association;
- (d) is removed by a resolution of the Association;

- (e) is absent from Director's meetings for 2 consecutive Directors' meetings without leave of absence from the Directors;
- (f) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest as required by the Act; or
- (g) ceases to be a Member because either;
 - (i) he or she has ceased to be a Member under clause 5.2 or 5.3; or
 - (ii) the Member Corporation that he or she represents has ceased to be a Member under clause 5.2 or 5.3.

9.8 Alternates

A Director is not entitled to appoint a person as his or her alternate.

10. Power and Duties of Directors

10.1 General Powers

The business of the Association is managed by the Directors who may exercise all powers of the Association that this Constitution and the Act do not require to be exercised by the Company in general meeting.

10.2 Specific Powers

Without limiting the generality of clause 10.1, the Directors may exercise all the powers of the Association to:

- (a) borrow money;
- (b) charge any property or business of the Association;
- (c) issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person; and
- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

11. Proceedings of Directors

11.1 Directors Meetings

- (a) The Directors must call at least 4 Directors' meetings per year.
- (b) Two Directors may at any time, and the Secretary must on the request of the 2 Directors, call a Directors meeting.
- (c) A Directors' meeting must be called on at least 72 hours written notice of a meeting to each Director.
- (d) It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- (e) Subject to the Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

- (f) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- (g) Subject to clause 12, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- (h) The Directors may meet together, adjourn and regulate their meetings as they think fit.
- (i) A quorum is 5 Directors
- (j) Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairman may call a general meeting of Members to deal with the matter.
- (k) Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

11.2 Decision on Questions

- (a) Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 12, each Director has one vote.
- (b) The chairman of a meeting does not have a casting vote in addition to his or her deliberate vote.

11.3 Remaining Directors

- (a) The Directors may act even if there are vacancies on the board.
- (b) If the number of Directors falls below the minimum number of Directors required under clause 9.1(a), the Directors may act only to:
 - (i) appoint a Director; or
 - (ii) call a general meeting.
- (c) A Director appointed under clause 11.3(b) will hold office until the next general meeting of the Association when the Director may be re-appointed by election.

11.4 President

- (a) The Directors must elect a Director as President, who will be the Chairman of Directors meetings
- (b) The Directors may determine the period for which the President will hold office, which cannot be longer than the term of a Director.
- (c) The Chairman elected under clause 11.4(a) will be known as the President of the Association.
- (d) The Directors may elect a Director as Deputy President to act as Chairman in the President's absence.
- (d) If:
 - (i) there is no President or Deputy President;
 - (ii) neither the President or Deputy President is present within 15minutes after the time appointed for holding the Directors' meeting; or
 - (iii) the President and Deputy President are unwilling to act as chairman of the Directors' meeting.
 - (iv) then the Directors present may elect a chairman of the Directors meeting for that meeting.

11.5 Delegation to Committees

- (a) The Directors may establish and abolish such Directors' Committees as they think fit.

- (b) The Directors may:
 - (i) appoint and remove members to and from; and
 - (ii) delegate any of their powers to (other than those that by law must be dealt with by the Board) a Directors' Committee as they think fit.
- (c) The Directors may at any time revoke any delegation of power to a Directors' Committee.
- (d) At least 2 members of each Directors' Committee must be Directors.
- (e) A Directors' Committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- (f) A Directors' Committee may be authorised by the Directors to sub-delegate all or any of the powers (except the power of delegation) for the time being vested in it.
- (g) Any Directors Committee meeting will be governed by the provisions of this Constitution which deal with Directors' meeting so far as they are applicable and are not inconsistent with any directions of the Directors and this clause 11.5. The provisions apply as if each member of the relevant Directors Committee was a Director.
- (h) Membership of a Directors' Committee will be determined by the Directors provided that only a Member may be a member of a Directors Committee. If a member of a Directors' Committee ceases to be a Member because either:
 - (i) he or she has ceased to be a Member under clause 5.2 or 5.3; or
 - (ii) the Member Corporation that he or she represents has ceased to be a Member under clause 5.2 or 5.3, then that Member's membership of any Directors' Committee automatically ceases.
- (i) The members of a Directors' Committee must elect one of the Directors appointed to the Directors' Committee as the chairman of that Directors' Committee and may determine the period for which the chairman will hold office. If the chairman of a Directors' Committee ceases to be a Director the chair of that Directors' Committee immediately becomes vacant.

11.6 Written Resolutions

- (a) The Directors may pass a resolution without a Director's meeting being held if all 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. The resolution is passed when the last Director signs.
- (b) For the purposes of clause 11.6 (a), 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.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 11.6.
- (e) This clause applies to meetings of Directors' Committees as if all members of the Directors' Committee were Directors.

11.7 Validity of Acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or to a Directors' Committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' Committees before the discovery was made are as valid as if the person had been duly appointed or was not disqualified.

11.8 Minutes and Registers

- (a) The Directors must cause minutes to be made of:
 - (i) the names of the persons present at all Directors' and Directors' Committee meetings.
 - (ii) all proceedings and resolutions of general meetings and Directors' and Directors' Committee meetings;
 - (iii) all resolutions passed by Directors in accordance with clause 11.6;
 - (iv) all appointments of officers
 - (v) all orders made by the Directors and Directors' Committees; and
 - (vi) all disclosures of interest made under clause 12.
- (b) Minutes must be signed by the chairman of the Directors' or Directors' Committee meeting or by the chairman of the next meeting of the relevant body.
- (c) The Association must retain copies of all the documents referred to in clause 11.8 (a) and any other documents considered at Directors' and Directors' Committee meetings for a period of seven years.
- (d) The Association must keep all registers required by this Constitution and the Act.

12. Payment to Directors

12.1 Payments to Directors

No payment will be made to any Director of the Association other than a payment:

- (a) for out of pocket expenses incurred by the Director in the performance of any duty as Director of the Association where the amount payable does not exceed an amount previously approved by the Directors of the Association;
- (b) for any service rendered to the Association by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Association and where the amount payable is approved by the Directors of the Association and is not more than an amount which commercially would be reasonable payment for the service;
- (c) for any salary or wage due to the Director as an employee of the Association where the terms of employment have been approved by the Directors of the Association; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Act or a contract of insurance permitted by section 199B.

12.2 Directors' Interests

- (a) A Director who has a material personal interest in a matter that relates to the affairs of the Association must give the other Directors notice of the interest unless the Act says otherwise.
- (b) No contract made by a Director with the Association and no contract or arrangement entered into by or on behalf of the Association in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

- (c) No Director contracting with or being interested in any arrangement involving the Association is liable to account to the Association for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- (d) A Director is not disqualified merely because of being a Director from contracting with the Association in any respect.
- (e) Subject to clause 12.1, a Director or a body or entity in which a Director has a direct or indirect interest may:
 - (i) enter into any agreement or arrangement with the Association;
 - (ii) hold any office or place of profit other than an auditor in the Association; and
 - (iii) act in a professional capacity other than as auditor for the Association, and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Association or from holding an office or place of profit in or acting in a professional capacity with the Association.
- (f) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter, unless permitted by the Act to do so, in which case the Director may:
 - (iii) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (iv) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (v) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
 - (vi) A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Association or in which the Association may be interested as a vendor, shareholder or otherwise and is not accountable to the Association for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

13 Executive Director

- (a) The Directors may from time to time appoint a person (who need not be a Member) as the Executive Director of the Association for such period, on such conditions and with such duties as the Directors think fit provided that the person gives written consent to the appointment.
- (b) The Directors may extend or terminate the Executive Director's term of office as they see fit.
- (c) If the conduct or position of the Executive Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interest of the Association, a majority of Directors at a meeting of the Directors specifically called for that purpose may remove the Executive Director from office.

14 Appointment of Attorneys and Agents

- (a) The Directors may from time to time by ordinary resolution or power of attorney executed in accordance with section 127 of the Act appoint any person to be the attorney or agent of the Association:
 - (h) for the purposes;
 - (ii) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (iii) for the period; and
 - (iv) subject to the conditions, determined by the Directors.
- (b) An appointment by the Directors of an attorney or agent of the Association may be made in favour of:
 - (i) any Member Representative;
 - (ii) any Company;
 - (iii) the Members, Directors, Nominees or Managers of any Company or Firm; or
 - (iv) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- (c) A power of attorney may contain such provisions for the protection and conveniences of persons dealing with an attorney as the Director thinks fit.
- (d) The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Association.
- (e) An attorney or agent appointed under this clause 14 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

15 Secretary

- (a) If required by the Act, there must be at least one Secretary of the Association appointed by the Directors for a term and at remuneration and on conditions determined by them.
- (b) The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- (c) The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

16 Common Seal

If the Association has a Seal:

- (a) the Directors must provide for the safe custody of the seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal; and
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

17 Duplicate Seal

If the Association has a Seal, the company may have one or more duplicate Seals of the Seal each of which:

- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal'; and
- (b) must not be used except with the authority of the Directors.

18 Inspection of Records

- (a) Except as otherwise required by the Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Association or any of them will be open for inspection by Members other than Directors.
- (b) A Member other than a Director does not have the right to inspect any financial records or other documents of the Association unless the Member is authorised to do so by the Act, a court order or an ordinary resolution of the Directors.

19 Service of Notices

- (a) Notice may be given by the Association to any person who is entitled to notice under this Constitution:
 - (i) by serving it on the person; or
 - (ii) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Association for sending notices to the person.
- (b) A notice sent by post is taken to be served:
 - (i) by properly addressing, prepaying and posting a letter containing the notice; and
 - (ii) on the day after the day on which it was posted.
- (c) A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (i) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (ii) on the day after its despatch.
- (d) If a Member Representative or a Member Corporation has no Registered Address a notice will be taken to be served on the Member Representative or Member Corporation 24 hours after it was posted on a notice board at the Office.
- (e) A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- (f) A certificate in writing signed by a Director, Secretary or other officer of the Association that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- (g) Subject to the Act the signature to a written notice given by the Association may be written or printed.
- (h) All notices sent by post outside Australia must be sent by prepaid airmail post.

20 Persons Entitled to Notice

- (a) Notice of every general meeting must be given to:
 - (i) every Member and Member Corporation;
 - (ii) every Member Representative;
 - (iii) every Director; and
 - (iv) any Auditor.
- (b) No other person is entitled to receive notice of a general meeting.

21 Audit and Accounts

- (a) The Directors must cause the Association to keep written financial records in relation to the business of the Association in accordance with the requirements of the Act.
- (b) The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Act.

22 Winding Up

- (a) If the Association is wound up:
 - (i) each Member; and
 - (ii) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Association for the:
 - (iii) payment of debts and liabilities of the company (in relation to clause 21(a)(ii), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (iv) adjustment of the rights of the contributories among themselves, such amount as may be required, but in any event not more than \$100.00.
- (b) If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which, by its constitution, is:
 - (i) required to pursue charitable purposes only;
 - (ii) required to apply its profits (if any) or other income in promoting its objects; and
 - (iii) prohibited from making any distribution to its members or paying fees to its directors.
- (c) The corporation referred to in clause 25(b) is to be determined by the Members at or before the winding up of the Association and, in default, by application to the Supreme Court for determination.

23 Indemnity

- (a) To the extent permitted by law and subject to the restrictions in section 199A of the Act the Association indemnifies every person who is or has been an officer of the Association against any liability (other than for legal costs) incurred by that person as such an officer of the Association (including liabilities incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment).
- (b) To the extent permitted by law and subject to the restrictions in section 199A of the Act, the Association indemnifies every person who is or has been an officer of the Association against reasonable legal costs incurred

in defending an action for a liability incurred by that person as such an officer of the Association (including such legal costs incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment)

- (c) The amount of any indemnity payable under clauses 26(a) or 26(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity that includes a GST amount is conditional upon the Indemnified Officer providing the Association with a GST tax invoice for the GST amount.
- (d) For the purposes of this clause 22, officer means:
 - (i) a Director or Secretary; or
 - (ii) a person:
 - (A) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Association; or
 - (B) who has the capacity to affect significantly the Association's financial standing; or
 - (C) in accordance with whose instructions or wishes the Directors are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Directors or the Association).

24. Transitional Terms

- (a) The provisions of this Clause shall prevail over any conflicting provisions in any other Clause
- (b) In this Clause "Commencement Date" shall mean the date upon which this Constitution is adopted by the members of the HBIA.
- (c) On the Commencement Date, all offices existing under the Constitution operating prior to the Commencement Date are abolished and all persons holding any such office shall cease to hold that office.
- (d) On the Commencement Date, the following Directors are eligible to offer themselves for election for a one year term. At the end of this one year term they will be deemed to have served one full term of office, and will be able to stand for three more consecutive terms of office, before becoming ineligible for re-election as set out in Clause 9.4 (d):

Larry D'Alton	Ruth Browne	Mary Jackson
Freda Rossidis	Paul Divitaris	

- (e) On the Commencement date, the following Directors are eligible to offer themselves for election for a two-year term. At the end of this two year term they will be deemed to have served one full term of office, and will be able to stand for three more consecutive terms of office, before becoming ineligible for re-election as set out in Clause 9.4 (d):

Andrew Woodward	Michelle Anthony	Andrew Thompson
Cristina Cadariu	Ron Petrucci	Suzanne Rennison
Jann Fullerton	Nadia Trowsdale	