

CORPORATIONS ACT 2001
PUBLIC NOT-FOR-PROFIT COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF ASSOCIATION OF
The Institute of Foresters of Australia
ACN 083 197 586

TABLE OF CONTENTS

CONTENTS

GOVERNANCE AND CAPACITY	5
1. Name	5
2. Liability of Members	5
3. Constitution.....	5
4. Powers of Board.....	5
5. Public Company	5
6. Guarantee of Members	5
7. Prohibited Acts	5
8. Income and Property.....	6
9. Replaceable Rules	6
PURPOSE	6
10. Objects.....	6
11. Limitation	7
MEMBERS	7
12. Members	7
13. Admission to Membership	8
14. Classes of Members.....	8
15. Qualifications and rights of membership	8
16. Subscription of Members	8
17. Register of Members	9
18. Conduct of Members	9
19. End and Suspension of Membership.....	9
GENERAL MEETINGS	11
20. Calling of meetings of Members	11
21. Annual general meetings	11
22. Amount of notice of meetings	12
23. Notice of meetings	12
24. Auditor entitled to notice and other communication.....	12
25. Members' resolutions	13
26. Time and place for meetings of Members	13
27. Members' Meetings- Technology	13
28. Quorum	13
29. Chair meetings of Members	14
30. Adjourned meetings	14
31. Auditor's right to be heard at meetings of Members	14
32. Proxies and body corporate representatives.....	14

33.	Voting at meetings of Members.....	15
34.	Objections to right to vote	15
35.	How voting is carried out	15
36.	Matters on which a poll may be demanded.....	15
BOARD OF DIRECTORS		16
38.	Directors	16
39.	Auditor not Eligible	16
40.	Appointment and Term	16
41.	Removal and Vacation of Office.....	17
42.	Casual Vacancies and Additional Directors.....	18
43.	Material personal interest	18
44.	Standing notice about an interest.....	18
45.	Negotiable instruments	19
46.	Powers and Role	19
47.	Board meetings.....	19
48.	Use of Technology	19
49.	President	20
50.	Quorum at Board meetings	20
51.	Passing of Board resolutions.....	20
52.	Circulating resolutions of Board	20
53.	Delegation	20
54.	Committees.....	21
CHIEF EXECUTIVE OFFICER.....		21
56.	Chief Executive Officer	21
SECRETARY		21
57.	Appointment of Secretary	21
RULES AND REGULATIONS		22
58.	Rules and Regulations	22
MINUTES		22
59.	Minutes.....	22
60.	Members' access to minutes.....	22
FINANCIAL RECORDS		22
61.	Obligation to Keep Financial Records	23
62.	Location of Financial Records	23
63.	Access.....	23
64.	Financial Reporting Obligations	23
AUDIT.....		24
65.	Appointment.....	24
66.	Term of appointment.....	25
67.	Auditor's report.....	25
LOGO AND MARKS		25

68.	Logo and Marks of Company	25
WINDING UP		25
69.	Distribution of Property.....	25
70.	Prohibition.....	26
INDEMNITY AND INSURANCE.....		26
71.	Indemnity of Directors.....	26
72.	Indemnity of Auditors and Officers.....	26
73.	Indemnity for legal costs.....	27
74.	Limit of indemnity	27
75.	Payment of insurance premiums	28
NOTICES		28
76.	Notices.....	28
DEFINITIONS AND INTERPRETATION		29
77.	Definitions.....	29
78.	Interpretation	30

GOVERNANCE AND CAPACITY

1. Name

The name of the Company is The Institute of Foresters of Australia.

2. Liability of Members

The liability of members is limited.

3. Constitution

- 3.1. This is the Company's Constitution and describes the way in which the Company is to be internally managed.
- 3.2. The Company may modify or repeal this Constitution or any provision of it by Special Resolution from time to time. Such modification, repeal or adoption takes effect on the date on which the resolution is passed or, if the resolution specifies a date which is later than the date on which the resolution is passed, on that date.

4. Powers of Board

- 4.1. Subject to the Act and to any provision of this Constitution, the business of the Company is to be under the direction of the Board.
- 4.2. The Board may exercise all of the powers of the Company except any powers that the Act or this Constitution requires the Company to exercise in general meeting.

5. Public Company

The Company is a not-for-profit public company limited by guarantee and does not have share capital.

6. Guarantee of Members

Every Member undertakes to contribute a maximum of ten dollars (\$10) to the Company for payment of the debts and liabilities of the Company, the costs, charges and expenses of any winding up and the adjustment of the rights of Members amongst themselves, in the event the Company is wound up while the Member is a Member or within one year after the Member ceases to be a Member.

7. Prohibited Acts

- 7.1. The Company does not have the power to:
- (a) issue shares of any kind; or
 - (b) pay, transfer, apply, directly or indirectly, any portion of the income and property of the Company, by way of dividend, bonus or otherwise howsoever by way of profit, to or for the benefit of a Member.
- 7.2. The Company must not be operated for the purpose of the profit or gain of any Member.
- 7.3. Nothing in this Constitution authorises the Company to do an act that is prohibited by Law of a State or a Territory of Australia or gives the Company a right that the Law of a State or Territory of Australia denies to the Company.

8. Income and Property

- 8.1. The income and property of the Company shall be applied solely towards the promotion of the purpose of the Company as described in clause 10 and shall not be applied in any manner which is prohibited by this Constitution.
- 8.2. Nothing in this clause 8 or this Constitution prevents the Company from paying for:
- (a) professional or technical services actually rendered by a Member to the Company;
 - (b) goods supplied to the Company by a Member in the ordinary and usual course of business;
 - (c) interest (at a rate not exceeding the lowest rate paid for the time being by the Company's bankers) on term deposits on money borrowed from any Member; or
 - (d) reasonable and proper rent for premises demised or let by any Member.
- 8.3. The Company may pay a Director for:
- (a) out of pocket expenses reasonably incurred by the Director in the performance of any duty as Director where the amount payable does not exceed an amount approved by the Board; and
 - (b) any service rendered by him or her to the Company in a professional or technical capacity where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service.

9. Replaceable Rules

The Replaceable Rules do not apply to this Constitution.

PURPOSE

10. Objects

The purpose of the Company is to:

- (a) Further the science and technology and understanding of sustainable forestry in all its forms.
- (b) Provide training, assessment, certification and continuing professional development programs.
- (c) Develop and represent the issues around best practice sustainable forestry standards to governments, regulators, other professional associations and the community.
- (d) Promote consistent standards of regulation at all levels for the achievement and maintenance of standards for sustainable forestry.
- (e) Promote high standards of competency, professionalism and ethical conduct in providing professional services in the field of sustainable forestry.
- (f) Seek affiliations with other associations with similar or complementary objects.
- (g) Provide a membership body for individuals interested in sustainable forestry.
- (h) Provide opportunities for conferencing and discussion among members.
- (i) Provide guidance to individuals involved in the supply of services in sustainable forestry.
- U) Provide information and liaison at government and other enquiries, investigations and forums concerning the field of sustainable forestry.
- (k) Use appropriate media to disseminate information concerning sustainable forestry.
- (l) Do all such other lawful things as are incidental or conducive to the attainment of the above objectives.

11. Limitation

Even though the Act may prescribe additional purposes and powers, the Company may only act in furtherance of the purposes described in clause 10.

MEMBERS

12. Members

12.1. There must be at least ten Members.

12.2. The number of Members is unlimited.

12.3. The rights and privileges of every Member are personal to that Member and may not be transferable by any act of that Member or by operation of law.

13. Admission to Membership

13.1. The Board may admit any person as a Member on terms and conditions in this Constitution and as prescribed by the Board in rules and regulations from time to time.

13.2. Each Member shall execute an undertaking to be bound by this Constitution and any Codes, By-Laws or Regulations then in place as amended from time to time.

13.3. Each person that is admitted as a Member shall have his, her or its name and other particulars determined by the Board entered on the Register of Members.

14. Classes of Members

14.1 The Institute shall consist of Voting members and Associate members, also known as non-voting members, or such other class of member as the Board may from time to time determine.

15. Qualifications and rights of membership

15.1. Voting members are:

- (a) entitled to receive notices of, attend and speak at a general meeting of the Company;
- (b) entitled to one (1) vote on a show of hands or on a poll held at a general meeting of the Company;
- (c) entitled to nominate a person to be or to be nominated as a Director in accordance with clauses 40.3 and 40.4;
- (d) entitled to receive such benefits as are determined from time to time by the Board to apply to the Voting member category.

15.2. Associate members are:

- (a) entitled to receive notices of and attend a general meeting of the Company;
- (b) entitled to receive such benefits as are determined from time to time by the Board to apply to the Associate member category.

16. Subscription of Members

16.1. Members shall pay such Subscriptions as determined by the Board from time to time.

16.2. Subject to clause 16.3, the amount of any Subscription shall be fixed by the Board and shall be payable by Members at such times and in such manner as determined by the Board from time to time.

16.3. The Board may in its discretion:

- (a) determine that no Subscription is payable by a Member or Members (in whole or in part) for any given year; and
- (b) extend the time for payment of Subscriptions by any Member or class of Members.

16.4. No part of any Subscription shall be refunded to a Member who ceases to be a Member in accordance with clause 19.

17. Register of Members

- 17.1. The Company shall keep a Register of Members, which shall contain the name of each Member, the date on which the Member's name was entered on the Register of Members, the date of expiry in accordance with the provisions of the Constitution of such membership and such other particulars as the Board from time to time may determine.
- 17.2. Each Member shall notify the Company of the details of an address in Australia where the Company can send notices and keep the Company notified of any change in such address from time to time.
- 17.3. If a Member fails to provide an address in accordance with clause 17.2, clause 76.7 applies.

18. Conduct of Members

- 18.1. Members shall conduct themselves in accordance with:
 - (a) this Constitution; and
 - (b) any Codes, rules and regulations prescribed by the Board, as amended from time to time.
- 18.2. Members shall indicate their membership of the Company only in such form and manner and subject to any conditions in any rules and regulations prescribed by the Board from time to time.
- 18.3. Each Member shall notify the Secretary of any change in the circumstances of the Member which may affect the Member's continued entitlement to membership or class of membership.

19. End of Membership

- 19.1. A Member ceases to be a Member if they:
 - (a) resign in writing;
 - (b) are subject to an Insolvency Event;
 - (c) die;
 - (d) become of unsound mind or become liable to be dealt with in any way under a law relating to mental health;

- (e) are convicted of a criminal offence; or their membership is cancelled in accordance with this clause 19.
- 19.2. If a Member is in arrears by at least two (2) months of the due date for payment of a Subscription or other monies due to the Company and fails to pay such arrears within one (1) month of a notice issued by the Secretary to do so, the Board may at any time in its discretion:
- (a) suspend the Member from all privileges of membership including attendance or voting at any meeting of Members, the Board or any Committee (as relevant); or
 - (b) cancel the Member's membership.
- 19.3. The Board may resolve to censure, fine, suspend or expel a Member if the Member:
- (a) has engaged in conduct which in the opinion of the Board:
 - (i) is unbecoming of a Member;
 - (ii) is prejudicial to or not in the best interests of the Company; or
 - (iii) brings discredit on the Company;
 - (b) in the opinion of the Board, has engaged in derogatory or discriminatory conduct or harassment;
 - (c) has failed to observe a proper standard of professional care, skill or competence;
 - (d) no longer meets the criteria for membership of the Company or class of membership of the Company;
 - (e) has failed to comply with a written direction issued by the Board in accordance with the Constitution or any rules and regulations of the Company regarding good conduct or administration of the Company;
 - (f) in any civil proceedings in a court in Australia or elsewhere, has been found to have acted dishonestly; or
 - (g) fails in the opinion of the Board (for any reason) to comply with this Constitution, or any rules or regulations of the Company.
- 19.4. Any Member whose membership has been suspended or cancelled is not entitled to enjoy any of the privileges of membership including receiving notice of, attendance and voting at, any meeting of Members.
- 19.5. Any Member whose membership has been suspended or cancelled continues to remain liable for:
- (a) all money owing by the Member to the Company as at the date of suspension of cancellation including any Subscription; and
 - (b) the Guarantee.
- 19.6. The Board may reinstate a Member whose membership has been suspended on the satisfaction of such terms and conditions as the Board thinks fit to apply from time to

time, including the payment of all money owing by the Member to the Company as at the date their membership was suspended.

- 19.7. Before the Board makes a resolution referred to in clause 19.3, the Board must:
- (a) meet to consider the allegation being made;
 - (b) provide the Member against whom the allegation has been made with at least seven (7) days written notice of this meeting of the Board and details of:
 - (i) the time and place of the Board meeting;
 - (ii) what is alleged against him or her or the company they represent; and
 - (iii) the intended resolution,and confirmation that he or she or the corporate representative has the right to give such oral or written explanation or defence as he or she may think fit at the Board meeting; and
 - (c) provide the Member with a reasonable opportunity to give such oral or written explanation or defence as the Member may reasonably think fit during the Board meeting and before the Board passes its resolution on the allegation.
- 19.8. Legal advisors are not permitted to attend the Board meeting referred to in clause 19.7.
- 19.9. Whenever any person or company ceases to be a Member, the Board shall direct that his or her name or the company's name shall be removed from the Register of Members.

GENERAL MEETINGS

20. Calling of meetings of Members

- 20.1. A Director may call a meeting of Members.
- 20.2. Subject to clause 20.3, the Board may in its discretion call a meeting of Members from time to time.
- 20.3. The Board must call and arrange to hold a general meeting upon receipt of a request from the Members made in accordance with the Act.
- 20.4. If the Board does not comply with the Act in calling a meeting of Members pursuant to Clause 20.3 the Members may call and hold a general meeting as provided for in the Act.
- 20.5. A court may order a meeting of Members to be called in accordance with the Act if it is impracticable to call the meeting in any other way.

21. Annual general meetings

The Company must hold an annual general meeting at least once in each calendar year and within five (5) months after the end of its Financial Year (at a place and time determined by the Board) to:

- (a) receive the financial reports, statements and accounts of the Company and reports of the Board and the Auditor for the preceding Financial Year;
- (b) elect Directors as required;
- (c) appoint or confirm the appointment of the Auditor;
- (d) fix the Auditor's remuneration;
- (e) consider any matter which may be submitted by a Member to the meeting in accordance with the Act or this Constitution; and
- (f) transact any other business which:
 - (i) under this Constitution ought to be transacted at an annual general meeting of the Company; or
 - (ii) which the Board considers appropriate.

22. Amount of notice of meetings

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

23. Notice of meetings

- 23.1. Written notice of the meeting of Members must be given to each Member entitled to vote at the meeting and to each Director. No other person shall be entitled to receive notices of meetings of Members.
- 23.2. The Company shall give notice of meeting of Members in accordance with clause 76.1.
- 23.3. Except for resolutions of Members under the Act, the Company may call:
 - (a) an annual general meeting on shorter notice if all Members entitled to attend and vote at the annual general meeting agree beforehand; and
 - (b) any other meeting of Members on shorter notice if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 23.4. Information included in a notice of meeting of Members shall be as prescribed by the Act.
- 23.5. Subject to the Act, the accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

24. Auditor entitled to notice and other communication

The Company must give the Auditor:

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

25. Members' resolutions

The Members may propose a resolution to be moved at a general meeting only in accordance with the provisions of the Act. Notice of such proposal must be given to the Company in accordance with the Act.

26. Time and place for meetings of Members

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

27. Members' meetings using technology

The Company 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.

28. Quorum

28.1. The quorum for a meeting of Members is 15 Members and the quorum must be present at all times during the meeting.

28.2. In determining whether a quorum is present:

- (a) individuals who attend as proxies or body corporate representatives are to be counted;
- (b) if a Voting Member has appointed more than one proxy or representative, only one of them is to be counted; and
- (c) if an individual is attending both as a Member and as a proxy or representative, they are to be counted only once.

28.3. Subject to clause 28.5 a meeting of the Company's Members that does not have a quorum present within 15 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date (not being more than fourteen days after such meeting), time and place the chair of the meeting (or in default of the President a majority of Members) specifies. If the chair of the meeting (or in default of the President a majority of Members) does not specify one or more of those requirements, the meeting is adjourned to:

- (a) if the date is not specified, the same day in the next week;
- (b) if the time is not specified, the same time; or
- (c) if the place is not specified, the same place.

- 28.4. Subject to clause 28.5, if no quorum is present at the resumed meeting of the Company's Members within 15 minutes after the time for the meeting, the Members present shall be a quorum.
- 28.5. If a meeting of the Company's Members called pursuant to clauses 20.3 to 20.5 inclusive does not have a quorum present within 15 minutes after the time set for the meeting, the meeting shall be dissolved.

29. Chairing meetings of Members

The President shall chair meetings of Members. If the President is not present within 15 minutes after the time appointed for the holding of the meeting, is not able to chair the meeting or declines to act as chair of the meeting, the Vice-President shall act as chair of the meeting. If the Vice-President is not present or is unwilling to act the Members must elect a chair from the Members present.

30. Adjourned meetings

- 30.1. Any person appointed to chair a meeting of Members may adjourn the meeting if the Members present with a majority of votes at the meeting agree or direct that the President may do so.
- 30.2. No business may be transacted at an adjourned meeting other than the business left unfinished from the earlier meeting from which the adjournment took place.
- 30.3. If a meeting is adjourned for more than 21 days, new notice of the adjourned meeting must be given.

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

The Auditor is entitled to attend and be heard at any general meeting of Members.

32. Proxies and body corporate representatives

- 32.1. A Member who is entitled to attend and cast a vote at meetings of Members may appoint a proxy or, if the Member is a Corporate Member, a representative, to attend and cast a vote at that meeting.
- 32.2. Any proxy or representative appointed under clause 32.1 must be appointed in accordance with the Act and shall have the rights as set out in the Act
- 32.3. The instrument appointing a proxy shall be in writing in the form prescribed in Schedule One or such other form as the Board may approve from time to time. The instrument appointing a proxy is deemed to confer authority on the proxy to demand or join in demanding a poll.
- 32.4. A person appointed as a proxy need not be a Member.
- 32.5. The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a copy certified as a true copy by a person qualified to witness statutory declarations of that power or authority must be deposited by hand,

or by mail at the Registered Office of the Company not less than twenty-four hours before the time for holding the meeting or adjourned meeting otherwise the proxy is invalid.

32.6. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid despite the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, provided that no written notice of such death, unsoundness of mind or revocation has been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

32.7. If a Member appoints a proxy to attend and vote for the Member at a meeting and the Member is present at the meeting for which the proxy was appointed, the proxy's authority to speak and vote for the Member at the meeting is suspended while the Member is present at the meeting.

33. Voting at meetings of Members

33.1. The Chair of a meeting has a casting vote and if the Chair is also a Member, such casting vote shall be in addition to any vote the Chair has in his or her capacity as a Member.

33.2. Only Members who have voting rights and have no outstanding monies due to the Company are entitled to vote at meetings of Members, either personally, by proxy or as proxy for another Member, or be reckoned in a quorum.

33.3. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote whether on a show of hands or on a poll by his or her trustee or by such other person that has or is responsible for the management of his or her estate and any such trustee or other person may vote by proxy or attorney.

34. Objections to right to vote

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

- (a) may only be made at the meeting; and
- (b) must be determined by the President whose decision is final.

35. How voting is carried out

35.1. A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded by the President or by at least five (5) Members present in person or by proxy and entitled to vote.

35.2. On a show of hands, a declaration by the President is conclusive evidence of the result.

35.3. Neither the President nor the minutes need to state the number or proportion of the votes recorded in favour or against a resolution.

36. Matters on which a poll may be demanded

- 36.1. A poll may be demanded:
- (a) on any resolution including resolutions concerning the election of the President of the meeting or the adjournment of the meeting; or
 - (b) in accordance with the Act.
- 36.2. A demand for a poll may be withdrawn.
- 36.3. A demand for a poll shall not prevent the continuance of a meeting or the transaction of any business at the meeting other than the question on which the poll has been demanded.
37. **When and how polls must be taken**
- 37.1. Subject to clause 37.2, a poll must be taken when and in the manner the Chair directs.
- 37.2. A poll on the election of a Chair or on the question of an adjournment must be taken immediately without adjournment.

BOARD OF DIRECTORS

38. Directors

- 38.1. Subject to clauses 38.2 and 40.6, the Board shall consist of not less than five (5) and not more than eight (8) Directors, provided that at the time of their respective appointment or election at least fifty per centum (50%) of the number of Directors shall be Voting Members.
- 38.2. No Directors may reside permanently outside Australia.
- 38.3. The Company may from time to time in general meeting increase or reduce the number of Directors.

39. Auditor not Eligible

The Auditor is not eligible to be elected or appointed as a Director.

40. Appointment and Term

- 40.1. Subject to clauses 40.5 and 41.2 a Director is elected for a term of three (3) years at the end of which he or she shall retire.
- 40.2. Unless otherwise resolved by the Company in general meeting, a Director is eligible to be elected for no more than two (2) consecutive terms of three (3) years.
- 40.3. The Company may call for nominations as Director in such manner as the Board determines from time to time. This clause 40.3 does not apply to persons appointed to the Board to fill a casual vacancy.
- 40.4. Subject to the provisions of this Constitution any Voting Member who owes no monies to the Company and is in good standing shall be eligible to nominate a person to be a candidate for election to the office of Director.

- 40.5. An election shall be held every year if required in a manner to be determined by the Board from time to time. Newly elected Directors shall take office at the conclusion of the annual general meeting at which the results of the election are publically declared.
- 40.6. Subject to the minimum number of Directors not being less than five (5), the Company may from time to time in general meeting resolve not to replace retiring Directors or Directors who have vacated office.
- 40.7. At the first annual general meeting of the Company after the adoption of this Constitution, one half of the Initial Directors shall retire from office and, subject to clause 15, shall be eligible to be elected as a Director in accordance with this clause 40.
- 40.8. At the second annual general meeting of the Company after the adoption of this Constitution one half of the Initial Directors shall retire from office and, subject to clause 15, shall be eligible to be elected as a Director in accordance with this clause 40.
- 40.9. If the Directors cannot agree as to which Initial Directors shall retire in accordance with clauses 40.7, the retiring Initial Directors shall be chosen by lot.
- 40.10. For the avoidance of doubt, clauses 40.7, 40.8, and 40.9 only apply to the first year following the adoption of this Constitution.

41. Removal and Vacation of Office

- 41.1. A Director may at any time resign from the Board by giving written notice of resignation to the Company.
- 41.2. Subject to the Act, the Members in general meeting may resolve to remove any Director before the expiration of his or her period of office and may by an ordinary resolution appoint another person in his or her stead. A person appointed to replace a Director removed under this clause 41 shall hold office until the annual general meeting next following his or her appointment.
- 41.3. The office of Director shall be vacated if he or she:
 - (a) resigns or is removed from office pursuant to clauses 41.1 or 41.2;
 - (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) ceases to be a director by virtue of the Act or becomes prohibited from being a director by reason of any order made under the Act;
 - (e) is absent from three (3) consecutive meetings of the Board each year without permission of the Board;
 - (f) is convicted of felony or is declared by any Court of competent jurisdiction to have committed any fraud; or
 - (g) ceases to be a Member if elected as a member Director.

42. Casual Vacancies and Additional Directors

- 42.1. Subject to clause 42.2, the Board may appoint a person to fill a vacancy occurring on the Board as a result of clause 41.3 and such replacement Director shall hold office for the balance of the term of the replaced Director.
- 42.2. If the number of Directors becomes less than three (3) as a result of vacancies on the Board, the Board must not act, except for the purposes of filling vacancies or convening a general meeting, while there are less than three (3) Directors.
- 42.3. The Board may from time to time resolve to appoint persons as additional Directors (as long as the maximum number of Directors is not exceeded). Additional Directors shall hold office until the end of the next annual general meeting following his or her appointment.

43. Material personal interest

- 43.1. Unless an exception in the Act applies, a Director who has a material personal interest in a matter that relates to the affairs of the Company must give the Board notice of the interest.
- 43.2. The notice required by clause 43.1 must:
 - (a) include details of:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Company; and
 - (b) be given at a Board meeting as soon as practicable after the Director becomes aware of his or her interest in the matter, the details of which must be recorded in the minutes of the meeting.
- 43.3. A Director who has a material personal interest in a matter that is being considered at a Board meeting shall not be present while the matter is being considered at the meeting or vote on the matter unless:
 - (a) the interest does not need to be disclosed under the Act; or
 - (b) the other Directors on the Board who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature of his or her interest in the matter and its relation to the affairs of the Company; and
 - (ii) states that the Board is satisfied that the interest should not disqualify the Director from voting or being present

A Director who votes when not otherwise authorised to do so under this clause shall have his or her vote discounted.

44. Standing notice about an interest

A Director with an interest in a matter may give the Board standing notice of the nature and extent of this interest in accordance with the Act

45. Negotiable instruments

- 45.1. The Board shall determine the mechanism for signing, drawing, accepting, endorsing or otherwise executing a negotiable instrument
- 45.2. Receipts for money payable to or receivable by the Company may be signed by a Director or the Secretary or by any other person authorised by the Board to receive money either generally or any particular sum of money on behalf of the Company and such receipt shall be deemed to be valid.

46. Powers and Role

- 46.1. Subject to the Act, the Board shall control and supervise the business and affairs and have custody and control of the funds and property of the Company.
- 46.2. Without limiting clause 46.1, the role of the Board is to:
 - (a) direct and guide the Company's strategic direction;
 - (b) ensure that the Company's activities remain consistent with its principal purpose; and
 - (c) monitor and maintain the financial integrity and viability of the Company.
- 46.3. The activities of the Board are subject to any regulation from time to time made, amended and removed by the Company in general meeting provided that no regulations so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

47. Board meetings

- 47.1. The Board shall meet at least twice each year.
- 47.2. A Board meeting may be called at any time by a Director or the Secretary at the written request of a Director on not less than seven (7) days notice.
- 47.3. Notice of Board meetings shall specify the place, date and time of the meeting and the business to be conducted at the meeting.
- 47.4. The Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.

48. Use of Technology

As long as a majority of Directors consent, a Board meeting may be called or held using any technology which allows all of the Directors participating in the meeting to hear each other at the same time. The consent may be a standing one. A Director may only withdraw his or her consent within a reasonable period before the meeting.

49. President

49.1. At the first meeting of the Board after every annual general meeting at which the results of an election have been declared the Board shall elect:

- (a) A Director to be the President;
- (b) A Director to be the Vice-President.

49.2. Subject to clause 41 the President and Vice-President shall hold office for a three (3) year term.

49.3. The President or in his or her absence the Vice-President shall be entitled to preside as chair at every meeting. If there is no President or Vice-President present at the time appointed for holding the meeting or if both decline to chair the meeting, the Directors present shall elect one of their number to be chair of that meeting.

50. Quorum at Board meetings

50.1. The quorum for a Board meeting shall be half the number of Directors and one more (unless the Board determines otherwise) and the quorum must be present at all times during the meeting.

50.2. A meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board under the Constitution.

51. Passing of Board resolutions

A Board resolution must be passed as an Ordinary Resolution.

52. Circulating resolutions of Board

52.1. The Board may pass a resolution without a Board 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.

52.2. 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.

52.3. The resolution is passed when the last Director or their delegate signs.

52.4. The requirement for a signature or for signing a document is taken to have been met in relation to an electronic communication if:

- (a) a method is used to identify the person and to indicate the person's approval of the information communicated; and
- (b) having regard to all the relevant circumstances at the time the method was used, the method was as reliable as was appropriate for the purposes for which the information was communicated.

53. Delegation

- 53.1. The Board may delegate any of its powers to any Committee, Director(s), employee of the Company or any other person.
- 53.2. The delegate must exercise the delegated powers in accordance with any directions of the Board.
- 53.3. The effect of the delegate exercising a delegated power is the same as if the Board exercised it.
- 53.4. The Board may withdraw any delegated power at any time.

54. Committees

The Board may from time to time establish Committees to advise it on matters affecting the operations of the Company. Terms of reference and duration of all Committees shall be determined by the Board.

55. **Validity of Actions**

All acts done by any meeting of the Board or a Committee or by any Director or Alternate Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.

CHIEF EXECUTIVE OFFICER

56. Chief Executive Officer

- 56.1. The Board may from time to time appoint a Chief Executive Officer for such periods and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case and may revoke any such appointment subject to the provisions of the law.
- 56.2. The Chief Executive Officer shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration as the Board may determine.
- 56.3. The Board employs the Chief Executive Officer and may delegate to the Chief Executive Officer such of its powers and authorities as it deems fit from time to time including the delegation to employ and direct staff.
- 56.4. The Chief Executive Officer shall not be entitled to cast a vote at any meeting of the Board.

SECRETARY

57. Appointment of Secretary

- 57.1. The Company must have a Secretary or Secretaries. At least one of them must ordinarily reside in Australia.

- 57.2. The Secretary shall be appointed by the Board on such terms and conditions (including as to remuneration) as the Board thinks fit and may be an employee.
- 57.3. A person ceases to be a Secretary of the Company if the person becomes disqualified from managing corporations under the Act, unless ASIC or the Court allows them to take part in the management of the Company.

RULES AND REGULATIONS

58. Rules and Regulations

- 58.1. The Board may from time to time prescribe rules and regulations of the Company on such matters considered necessary or expedient to carry out the purposes of the Company or for the regulation, management and control of the Company's affairs including in respect of its Members, Directors and Committees.
- 58.2. In the event of any inconsistency between this Constitution and any rule or regulation, this Constitution prevails.
- 58.3. The Board must publish rules and regulations adopted or amended pursuant to this clause as soon as practicable.

MINUTES

59. Minutes

- 59.1. The Company must keep minute books in which it records within one month:
- (a) proceedings and resolutions of Members' meetings;
 - (b) proceedings and resolutions of Board meetings, including meetings of Committees;
 - (c) resolutions passed by the Members without a meeting; and
 - (d) resolutions passed by the Board without a meeting.
- 59.2. The Company must ensure that 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.
- 59.3. The Company must ensure that resolutions passed without a meeting are signed by a Director within a reasonable time after the resolution is passed.

60. Members' access to minutes

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

FINANCIAL RECORDS

61. Obligation to Keep Financial Records

The Company must keep written financial records that:

- (a) correctly record and explain the transactions and financial position and performance of the Company;
- (b) enable true and fair financial statements to be prepared and audited; and
- (c) permit preparation of any other documents required by the Act or this Constitution.

62. Location of Financial Records

The financial records of the Company shall be kept:

- (a) in such manner as to enable them to be conveniently and properly audited;
- (b) for seven (7) years after the completion of the transactions or operations to which they relate; and
- (c) at the Registered Office or at such other place as the Board thinks fit.

63. Access

- 63.1. The financial records of the Company shall at all reasonable times be open to inspection by a Director.
- 63.2. The Board shall from time to time determine at what times and places and under what conditions and regulations the financial records of the Company may be open to inspection by Members.

64. Financial Reporting Obligations

- 64.1. A financial report in respect of the Company and a Board report must be prepared for each Financial Year.
- 64.2. The financial report for a Financial Year shall consist of:
 - (a) the Company's financial statements for the year;
 - (b) the notes to the financial statements; and
 - (c) the Board's declaration about the statements and notes.
- 64.3. The financial statements for the year are the financial statements that are required by and made up in accordance with the Accounting Standards, including those showing the Company's:
 - (a) profit and loss for the previous Financial Year of the Company;
 - (b) balance sheet at the date to which the profit and loss account is made up; and

- (c) cash flows for the year.
- 64.4. The notes to the financial statements are:
- (a) disclosures required by the Act and its regulations;
 - (b) notes required by the Accounting Standards; and
 - (c) any other information necessary to give a true and fair view of the financial position and performance of the Company.
- 64.5. The Board's declaration is a declaration by the Board that, in its opinion:
- (a) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
 - (b) the financial statement and notes are in accordance with the Act.
- 64.6. A Board report shall consist of the matters prescribed in the Act.
- 64.7. The financial report in respect of the Company and the Board report for the Financial Year must be sent to all persons entitled to receive notice of general meetings of the Company not less than seven days before the meeting at which they are to be considered.

AUDIT

65. Appointment

- 65.1. A properly qualified auditor or auditors shall be appointed the Auditor and his, or her or their remuneration shall be fixed and duties regulated in accordance with the Act or other legislation.
- 65.2. Subject to the Act, the Auditor may be:
- (a) an individual;
 - (b) a firm; or
 - (c) a company.
- 65.3. A person shall not be appointed or act as the Auditor if the person is:
- (a) an Officer of the Company;
 - (b) a partner, an employer or employee of an Officer of the Company; or
 - (c) a partner or employee of an employee of an Officer of the Company.
- 65.4. The Company may have more than one Auditor.
- 65.5. The Company must appoint an Auditor at an annual general meeting and appoint an Auditor to fill any vacancy in the office of auditor at each subsequent annual general meeting.

65.6. Except where the Auditor is removed from office at the annual general meeting, the Company may appoint an Auditor at an annual general meeting only if a Member gives the Company written notice of the nomination of the individual, firm or company for appointment as the Auditor:

- (a) before the meeting was convened; or
- (b) not less than 21 days before the meeting.

66. Term of appointment

66.1. An Auditor holds office until the Auditor dies, is removed or resigns from office or ceases to be capable of acting as Auditor in accordance with the Act.

66.2. The Company may resolve in general meeting to remove the Auditor in accordance with the Act.

66.3. Except where a vacancy has been caused by the removal of the Auditor from office by the Company, the Board must appoint an Auditor to fill a vacancy in the office of Auditor within one (1) month after the vacancy occurs if the Company has not appointed an Auditor to fill the vacancy at a general meeting.

67. Auditor's report

At least once each year, the Auditor shall provide its report to the Company.

LOGO AND MARKS

68. Logo and Marks of Company

The Board may permit or restrict the use of the Company's trademarks, devices, official logo and other intellectual property in such manner as prescribed by it from time to time.

WINDING UP

69. Distribution of Property

69.1. On winding up of the Company, the Members must determine one or more companies, associations or institutions whose constitutions:

- (a) require them to pursue only objects similar to those in clause 10 and to apply their income in promoting those objects; and
- (b) prohibit them from making distributions to their members to at least the same extent as in clause 7, to whom any surplus on winding up must be given or transferred.

- 69.2. If the Members fail to make a determination under clause 71 within twenty (20) business days of the winding up of the Company, the liquidator must make an application to the Supreme Court of New South Wales to make that determination;
- 69.3. If the Company is endorsed or otherwise duly authorised as a deductible gift recipient for the purposes of the Tax Act and the Company maintains a gift fund pursuant to such endorsement, the Company must on the earlier of the winding up of the gift fund or the Company having its said endorsement or authorisation revoked transfer any surplus assets of that gift fund to an institution or institutions in Australia:
- (a) having objects similar to the objects of the Company;
 - (b) which prohibits the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Company under or by virtue of clause 8; and
 - (c) which satisfies any specific requirements imposed by the Tax Act including the maintenance of a gift fund, such institution or institutions to be determined by the Board.

70. Prohibition

The Members have no right to participate in any distribution or payment of the assets or property of the Company in the event of the winding up or dissolution of the Company.

INDEMNITY AND INSURANCE

71. Indemnity of Directors

Every Director shall be indemnified by the Company against a liability incurred as a Director other than:

- (a) a liability owed to the Company or a related body corporate;
- (b) a liability for a pecuniary penalty order under the Act or a compensation order under the Act; or
- (c) a liability that is owed to a person other than the Company or a related body corporate and did not arise out of conduct in good faith.

72. Indemnity of Auditors and Officers

Every Auditor and other Officer of the Company including the Secretary may by resolution of the Board be indemnified by the Company against a liability incurred as an Auditor or an Officer of the Company other than:

- (a) a liability owed to the Company or a related body corporate;
- (b) a liability for a pecuniary penalty order under the Act or a compensation order under the Act; or

- (c) a liability that is owed to a person other than the Company or a related body corporate and did not arise out of conduct in good faith.

73. Indemnity for legal costs

Every Director, Auditor and other Officer of the Company including the Secretary may by resolution of the Board be indemnified out of the assets of the Company against a liability for legal costs incurred by that person as a Director, Auditor or other Officer of the Company in defending an action for liability incurred in that capacity unless the costs arise:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under clauses 71 or 72;
- (b) in defending or resisting criminal proceedings in which the person is found guilty;
- (c) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (other than costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or
- (d) in connection with proceedings for relief to the person under the Act in which the court denies the relief.

For the purposes of this clause 73, "proceedings" includes the outcome of the proceedings and any appeal in relation to the proceedings.

74. Limit of indemnity

Subject to the provisions of the Act, a Director, Auditor and other Officer of the Company including the Secretary shall not be liable for:

- (a) the acts, receipts, neglect or defaults of any other Director, Auditor and other Officer of the Company;
- (b) joining in any receipt or other act of conformity or for any loss happening to the Company through:
 - (i) an insufficiency or deficiency of title to any property acquired by order of the Directors, Auditor or other Officer of the Company for or on behalf of the Company; or
 - (ii) an insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested;
- (c) 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;
- (d) any loss occasioned by any error of judgment or oversight on the part of a Director, Auditor and other Officer or employee of the Company; or

- (e) any other loss, damage or misfortune which occurs in the execution of the duties of the office of Director, Auditor or other Officer of the Company, unless the liability was incurred against the Company or through the dishonesty of the Director, Auditor or other Officer of the Company.

75. Payment of insurance premiums

The Company may by resolution of the Board pay, or agree to pay, either directly or indirectly through one or more interposed entities, a premium in respect of a contract insuring a person who is or has been a Director, Auditor or other Officer of the Company including the Secretary against:

- (a) a liability for legal costs; and
- (b) any other liability except a liability incurred by the person as such a Director, Auditor or other Officer and arising out of conduct involving:
 - (i) conduct involving a wilful breach of duty in relation to the Company; or
 - (ii) a contravention of the Act.

NOTICES

76. Notices

76.1. Any notice required to be given under this Constitution or any rule or regulation of the Company must be:

- (a) in writing; and
- (b) given to the recipient:
 - (i) personally;
 - (ii) (if a Member) by sending it by post to the address for the Member in the Register of Members or the alternative address (if any) nominated by the Member, and otherwise to the recipient's last known place of residence or business; or
 - (iii) by sending it to the fax number or electronic address (if any) nominated by the recipient;

76.2. The non-receipt of a notice of meeting of Members shall not invalidate any meeting of Members held pursuant to such notice.

76.3. Members who have no place of address in Australia registered with the Company shall notify the Company of an alternative address in Australia for the purposes of this clause otherwise clause 76.7 applies.

76.4. Any notice sent by:

- (a) post is taken to be given on the next business day after it is posted (if to an address within Australia) or seven business days after it is posted (if to an address outside Australia); and

- (b) fax or electronic message is taken to be given on the same day if it is transmitted on a business day by 5:00pm AEST and otherwise on the next business day.
- 76.5. Unless it is otherwise provided, a given number of days' notice or notice extending over any period includes the day of service but does not include the day on which such notice is to expire. Where at least or not less than a given period is prescribed, then both the day of service and the day on which the period expires are excluded.
- 76.6. Subject to the Act, the signature to any notice given by the Company may be written, printed or typed.
- 76.7. If a Member fails to provide an address for notices, a notice published electronically or in print shall be sufficient notice to such Member.

DEFINITIONS AND INTERPRETATION

77. Definitions

In this Constitution, unless the context otherwise requires:

Accounting Standards has the meaning ascribed to it in the Act;

Act means the Corporations Act 2001 and where any provision of the Act is referred to the reference is to such provision as amended, modified or re-enacted from time to time;

AEST means Australian Eastern Standard Time;

ASIC means the Australian Securities and Investments Commission;

Auditor means the Auditor for the time being of the Company;

Australian Business Number is the 10 digit number assigned by the Australian Business Register;

Board means the Board of Directors of the Company;

President means the Director elected in accordance with clause 49.1;

Chief Executive Officer means the person (not being a Director) who is appointed by the Board as the chief executive officer of the Company from time to time;

Committee means the committees described in clause 55 and such other committees established by the Board from time to time;

Company means the company named in clause 1;

Constitution means this Constitution as amended from time to time;

Director means a member of the Board;

Financial Year means the period of twelve months commencing from 1 July and ending on 30 June of the following year;

Guarantee means the maximum amount each Member agrees to pay to the

Company in accordance with clause 6;

Initial Directors means the persons appointed as Directors of the Company on the date of adoption of this Constitution;

Member means a natural person or corporation admitted as a member of the Company in accordance with this Constitution;

Month means calendar month;

Officer means an Officer of the Company as defined in the Act;

Voting Members means those members defined in clause 14.1 (a);

Ordinary Resolution means any resolution passed by a simple majority of persons entitled to vote;

Register of Members means the Register of Members to be kept as required under the Act;

Registered Office means the registered office for the time being of the Company;

Replaceable Rules means the Replaceable Rules contained in the Act;

Schedule means a schedule to this Constitution;

Secretary means any person appointed in accordance with this Constitution and the Act as a Secretary of the Company and includes an Honorary, assistant or acting Secretary or any substitute for the time being for the Secretary;

Special Resolution means a resolution of which notice as set out in the Act has been given and has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution;

Subscription means the membership application fees, annual subscriptions and other membership levies payable by a Member, a class of Members or the Members as a whole as determined by the Board from time to time pursuant to clause 16;

Tax Act means the Income Tax Assessment Act 1997 (Cth);

Vice President means the Director elected in accordance with clause 49.1(b).

78. Interpretation

- (a) Reference to "Constitution" includes its Schedule.
- (b) Words and phrases which are given a special meaning by the Act have the same meaning in this Constitution, unless the contrary intention appears.
- (c) Words in the singular include the plural and vice versa and words importing a gender include all other genders.
- (d) Persons include companies and corporations and vice versa.
- (e) A reference to the Act or any other statute or regulation is to be read as though the words "as modified or substituted or re-enacted from time to time" were added to the reference.

- (f) Headings are inserted for convenience and do not affect the interpretation of this Constitution.
- (g) "Including" and other similar words are not words of limitation.
- (h) General words following words describing a particular class or category are not restricted to that class or category.
- (i) A duty, obligation, covenant or agreement on the part of two or more persons benefits and binds them jointly and severally.
- Q) If there is any inconsistency between a clause of this Constitution and the Act, the Act prevails to the extent of such inconsistency.

SCHEDULE ONE

PROXY FORM

**The Institute of Foresters of Australia
ACN 083 197 586**

I,
of [address].....
.....

being a member of **The Institute of Foresters of Australia** hereby appoint

[name]
[address].....

as my proxy to vote for me and on my behalf at:

[event]
[venue].....
[date].....and at any adjournment thereof.

The proxy is authorised to vote as he or she thinks fit.

This instrument appointing a proxy confers authority to demand or join in demanding a poll.

.....
Signature of member

.....
Member no

.....
Date