

CONSTITUTION

Environmental Health Australia Ltd



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Annexure A – Proxy

Annexure B – Directors

CONSTITUTION

Environmental Health Australia Ltd
ACN 000 031 998

PRELIMINARY

1. DEFINITIONS

In this constitution:

Alternate Director means a person appointed as an alternate director under clause 38.

Associate Member means a person or organisation appointed as an associate member by a resolution of the board under clause 7.1.

Branch Associations means an incorporated association or other incorporated entity in an Australian State or Territory bearing the name Environmental Health Australia and having objects aligned with those of the Company.

Chairperson means:

- (a) at a meeting of the Members, the person presiding at the meeting under clause 20.1 or 20.2;
- (b) at a meeting of Directors, the person presiding at the meeting under clause 42.

Company means Environmental Health Australia Ltd.

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

Director includes a person holding the position of director of the Company or Alternate Director.

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

Branch Member means a member of a Branch Association under its constitution.

Member means an organisation defined under clause 6 of this constitution (excluding an Associate Member) and which name is recorded in the Register and **Membership** has the corresponding meaning.

Office Bearer means a person elected as an office bearer under clause 35 from time to time.

Officer means a Director or Secretary.

President means the president of the board appointed under clause 35.

Register means the register of Members.

Registered Address of a Member means the address of the Member stated in the Register or the last address for notices given to the Company by the Member.

Representative means a person appointed by a Member to act as its representative under the Corporations Act.

Returning Officer means a person appointed by the Directors as returning officer for the election of Directors.

Secretary means any person performing the duties of a company secretary of the Company.

2. INTERPRETATION

In this constitution, unless the context otherwise requires:

- 2.1 headings do not affect interpretation;
- 2.2 singular includes plural and plural includes singular;
- 2.3 words of one gender include any gender;
- 2.4 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 2.5 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 2.6 another grammatical form of a defined word or expression has a corresponding meaning;
- 2.7 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions;
- 2.8 an expression defined in the Corporations Act has the meaning given by that Act at the date of this constitution. Where the expression has more than one meaning in that Act and a provision of that Act deals with the same matter as a clause in this constitution, the expression has the same meaning as in that provision;
- 2.9 a reference to an officer of the Company includes a person acting for the time being as that officer.

3. REPLACEABLE RULES

To extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

4. OBJECTS

- 4.1 The objects of the Company are:
 - 4.1.1 promoting excellence in environmental health practice;
 - 4.1.2 developing and advancing the practices and policies of the environmental health profession;
 - 4.1.3 co-ordinating and representing the views, concerns and interests of Members;

- 4.1.4 disseminating knowledge on environmental health to individuals, the community, governments and other stakeholders; and
- 4.1.5 advocating the objects and policies of the Association including developing membership of the Association.
- 4.2 The Company may only exercise the powers in section 124(1) of the Corporations Act to carry out these objects and do all things incidental to them.

5. NO DISTRIBUTION TO MEMBERS

- 5.1 The income and property of the Company must be applied only to promote the objects of the Company.
- 5.2 The Company must not pay or distribute any income or property directly or indirectly to a Member, except for:
 - 5.2.1 payments for services rendered or goods supplied in the ordinary course of business of the Company; and
 - 5.2.2 interest on money lent by a Member to the Company, at a rate not exceeding current bank overdraft rates.

MEMBERSHIP

6. MEMBERSHIP

- 6.1 Membership is open to Branch Associations .
- 6.2 An application for Membership must be:
 - 6.2.1 in writing and in the form determined by the Directors; and
 - 6.2.2 accompanied by any application fee determined by the Directors.
- 6.3 The Directors determine whether to accept or reject an application for Membership.
- 6.4 The Directors are not required to give any reason for the rejection of an application for Membership.
- 6.5 If an application for Membership is accepted, the Company must:
 - 6.5.1 give written notice of the acceptance to the applicant;
 - 6.5.2 request payment of the entrance fee and annual subscription fees under clause 7 (being a pro rata sum if so determined by the Directors); and
 - 6.5.3 upon payment of that amount, enter the applicant's name in the Register.
- 6.6 If an application for Membership is rejected, the Company must:
 - 6.6.1 give written notice of the rejection to the applicant; and

6.6.2 refund in full any fees paid by the applicant.

6.7 The initial Members upon registration of the Company are the Branch Associations which are listed in the Agreement of Members annexed to this constitution.

6.8 The rights and privileges of Membership are not transferable.

7. ASSOCIATE MEMBERS

7.1 By resolution of the board, a person or organisation that is not a Branch Association may be appointed as an associate member of the Company.

7.2 An Associate Member will have such rights and privileges as determined by the board.

7.3 The subscription and/or other fees payable by Associate Members, and dates for payment, will be as determined by the Directors from time to time.

7.4 An Associate Member may resign from the Company by written notice to the President.

7.5 The board may resolve to terminate the membership of an Associate Member at any time and on any grounds it considers appropriate.

8. GUARANTEE BY MEMBERS

Each Member undertakes to contribute an amount not exceeding \$10.00 to the property of the Company if the Company is wound up:

8.1 at a time when that Branch Association is a Member; or

8.2 within one year of the time that Branch Association ceased to be a Member,

for:

8.3 payment of the debts and liabilities of the Company contracted before that person ceased to be a Member;

8.4 payment of the costs, charges and expenses of winding up the Company; and

8.5 adjustment of the rights of the contributories among themselves.

9. SUBSCRIPTIONS

9.1 The subscription and other fees for Membership are determined by the Directors from time to time.

9.2 The subscription fees for Membership are payable annually on 1 July or any other time determined by the Directors from time to time.

9.3 Any Member whose subscription is outstanding for more than three months after the due date shall be subject to removal from the register of members through a resolution of the Directors. However the Directors may reinstate a Membership on any terms they think fit.

10. RESIGNATION

- 10.1 A Member may resign from Membership, after having passed a special resolution of the Branch Association, by giving written notice to the Company.
- 10.2 Resignation under clause 10.1 is effective when written notice of the relevant special resolution of the Branch Association is given to the President.
- 10.3 A resigning Member is liable for any outstanding subscriptions. The Company may recover them as a debt due to the Company.

11. EXPULSION OF A MEMBER

- 11.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Directors may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Company.
- 11.2 Particulars of the charge must be communicated to the Member at least one calendar month before the Directors' meeting at which the matter will be determined.
- 11.3 The Directors must communicate their determination to the Member. In the event of an adverse determination, subject to clause 11.4, Membership ceases 14 days after the Directors do so.
- 11.4 The Member may appeal to a meeting of Members against the expulsion. The Member must give written notice to the Company of the intention to appeal within 14 days after the Directors communicate their determination to the Member.
- 11.5 In the event of an appeal against the expulsion:
 - 11.5.1 the Member may be represented at the meeting by its legal advisor;
 - 11.5.2 the Member must be given an opportunity to put its case to the meeting of Members by giving the Company a written statement for circulation to the Members (providing that the statement is under 10,000 words and in the opinion of the Secretary is not defamatory) and/or the Member and/or its legal advisor speaking to the motion at the meeting;
 - 11.5.3 the appellant's Membership is terminated only if the meeting of Members upholds the determination of the Directors, and in that event, Membership is terminated at the date of the meeting of Members.
- 11.6 Clause 19 of this constitution does not apply to a Members' meeting where expulsion of a Member is held under this clause.

12. REGISTER OF MEMBERS

- 12.1 The Company must at all times keep an up to date Register listing in relation to each Member at least:
 - 12.1.1 the Member's name and address; and
 - 12.1.2 the date on which the Member's name is entered in the Register.

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- 12.2 The Register must also show:
- 12.2.1 the name and details of any organisation which ceased being a Member within the last two years; and
 - 12.2.2 the date on which the organisation ceased being a Member.
- 12.3 It is the responsibility of the Secretary to maintain or cause to be maintained the Register in accordance with this clause.

PROCEEDINGS OF MEMBERS

13. AGM

- 13.1 The Company must hold an annual general meeting within 18 months after its registration.
- 13.2 The Company must hold an annual general meeting at least once in each calendar year and within five months after the end of its financial year.

14. CALLING MEETINGS OF MEMBERS

- 14.1 Any two Directors may call a meeting of Members at any time.
- 14.2 The Directors must call a meeting of Members when requested by Members in accordance with the Corporations Act.
- 14.3 Members may call a meeting of Members in accordance with the Corporations Act.

15. AMOUNT OF NOTICE

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

16. CONTENTS OF NOTICE

The notice must:

- 16.1 set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- 16.2 state the general nature of the meeting's business;
- 16.3 if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- 16.4 contain a statement that:
 - 16.4.1 the Member has the right to appoint a proxy; and
 - 16.4.2 the proxy need not be a Member;
- 16.5 if there is to be an election of Directors at the meeting, the names of the candidates.

17. WHO GETS NOTICE

17.1 Notice of a meeting of Members must be given to:

17.1.1 each Member entitled to vote at the meeting;

17.1.2 each Director; and

17.1.3 any auditor of the Company.

17.2 Notice need only be given to the joint Member named first on the Register.

18. OMISSION TO GIVE NOTICE

The accidental omission to give notice of a meeting of Members (including a proxy appointment form) to a Member, or the non-receipt of notice, does not invalidate the proceedings of the meeting.

19. 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.

20. CHAIRPERSON

20.1 The President shall preside at every meeting of Members.

20.2 If the President is not present within 30 minutes after the time appointed for the meeting or is unwilling to act, then the following may preside at the meeting (in order of precedence): the Vice President, a Director chosen by a majority of the Directors present, the only Director present, a Member or Representative chosen by the majority of the Members present in person or by proxy, attorney or Representative.

20.3 The Chairperson:

20.3.1 has charge of the general conduct of the meeting of Members and of the procedures to be adopted at the meeting;

20.3.2 may determine any dispute about the admission or rejection of a vote (including a vote recorded in a form of proxy);

20.3.3 may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the meeting; and

20.3.4 may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting,

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

21. QUORUM

- 21.1 No business may be transacted at a meeting of Members unless a quorum is present (in person or by proxy, attorney or Representative) at all times during the meeting.
- 21.2 A quorum is four Members who are entitled to vote and who are present in person or by proxy, attorney or a Representative.
- 21.3 In determining whether a quorum is present, if a Member has appointed more than one proxy attorney or Representative, count only one of them;
- 21.4 If a quorum is not present within 30 minutes after the time appointed for the meeting:
 - 21.4.1 if the meeting was called on the requisition of Members, it is dissolved; and
 - 21.4.2 in any other case, it is adjourned to the same day in the next week at the same time and place, or to another day, time and place determined by the Directors. If at the resumed meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

22. ADJOURNMENTS

- 22.1 The Chairperson of a meeting of Members at which a quorum is present:
 - 22.1.1 may adjourn the meeting to any time and place;
 - 22.1.2 must adjourn the meeting if so directed by the meeting.
- 22.2 Only unfinished business may be transacted at a resumed meeting.
- 22.3 If a meeting of Members is adjourned for 30 days or more, notice of the resumed meeting must be given as for the original meeting. In other cases, notice of the resumed meeting is not necessary.

23. DECISIONS OF MEMBERS

- 23.1 Unless the law or this constitution requires a special resolution, a resolution is passed if a majority of the votes cast by Members entitled to vote are in favour of the resolution.
- 23.2 A special resolution is passed if:
 - 23.2.1 the notice of the meeting sets out an intention to propose the special resolution and states the resolution; and
 - 23.2.2 at least 75% of the votes cast by Members entitled to vote on the resolution are in favour of the resolution.
- 23.3 A resolution put to the vote at a meeting of Members must be decided on a show of hands unless a poll is demanded.
- 23.4 Before a vote is taken the Chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

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- 23.5 Before or on the declaration of the result on a show of hands a poll may be demanded by:
- 23.5.1 the Chairperson;
 - 23.5.2 at least five Members present in person or by proxy, attorney or Representative entitled to vote on the resolution; or
 - 23.5.3 Members with at least 5% of the votes that may be cast on the resolution on a poll and present in person or by proxy, attorney or Representative.
- 23.6 Unless a poll is demanded, on a show of hands, a declaration by the Chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of proxies received. Neither the Chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 23.7 The demand for a poll may be withdrawn.
- 23.8 A poll demanded on a matter other than the election of the chairperson or the question of an adjournment must be taken when and in the manner the Chairperson directs (including by public vote or secret ballot). A poll on the election of the Chairperson or on the question of an adjournment must be taken immediately.
- 23.9 The demand for a poll does not prevent the meeting dealing with other business.
- 23.10 In the case of an equality of votes (on a show of hands or on a poll) the Chairperson has a casting vote.
- 24. ENTITLEMENT TO VOTE**
- 24.1 At a meeting of Members, each Member (present in person or by one proxy, attorney or Representative) has one vote (on a show of hands or on a poll).
 - 24.2 A proxy or attorney must not vote while the Member is present at the meeting.
 - 24.3 A vote prohibited by the Corporations Act is not counted.
- 25. OBJECTIONS**
- 25.1 An objection to the qualification of a voter may only be raised at the meeting or resumed meeting at which the vote is given.
 - 25.2 The objection must be referred to the chairperson of the meeting, whose decision is final.
- 26. APPOINTING A PROXY OR ATTORNEY**
- 26.1 A Member who is entitled to attend and cast a vote at a meeting of Members may appoint a proxy or attorney to act for the Member for all or specified purposes.
 - 26.2 The proxy or attorney need not be a Member. The proxy or attorney may be an individual or body corporate.

- 26.3 An appointment of a proxy is valid if it is signed or authenticated in accordance with regulation 2G.2.01 of the *Corporations Regulations 2001* (Cth) by the Member making the appointment and contains the information required by section 250A of the Corporations Act. The Directors may determine that the proxy is valid even if it contains only some of that information. An appointment of a proxy may be in the form in Annexure A or any other form approved by the Directors.
- 26.4 A power of attorney must be in a form approved by the Directors.
- 26.5 A later appointment of a proxy or attorney revokes an earlier one if both appointments could not be validly exercised at the meeting.
- 26.6 An appointment may specify the way a proxy or attorney is to vote on a particular resolution.
- 26.7 If an appointment of a proxy does not name the proxy, the chairperson may act as proxy or complete the appointment by inserting the name of a Director as proxy.
- 26.8 The appointment of a proxy or attorney (and any authority under which the appointment was signed or authenticated or a certified copy of the authority or other evidence required by the Directors) must be given to the Company at least 48 hours before the meeting of Members or resumed meeting, or any shorter period allowed by the Directors.
- 26.9 An undated appointment of a proxy or attorney is taken to have been dated on the day it is given to the Company.

27. RIGHTS OF PROXIES AND ATTORNEYS

- 27.1 If an appointment specifies the way a proxy or attorney is to vote on a particular resolution, section 250A(4) of the Corporations Act applies (with the necessary changes in the case of an attorney).
- 27.2 Unless otherwise specified in the appointment, the proxy or attorney may:
- 27.2.1 agree to a meeting being convened by shorter notice than is required by the Corporations Act or this constitution;
 - 27.2.2 agree to a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given;
 - 27.2.3 even if the appointment specifies how the proxy or attorney must vote on a particular resolution:
 - 27.2.3.1 vote on an amendment to the resolution, a motion not to put the resolution or similar motion;
 - 27.2.3.2 vote on a procedural motion, including a motion to elect the chairperson, vacate the chair or adjourn the meeting;
 - 27.2.4 speak at the meeting;
 - 27.2.5 vote (but only to the extent allowed by the appointment or the Corporations Act or this constitution); and

27.2.6 demand or join in a demand for a poll.

27.3 A proxy's or attorney's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

27.4 If the proxy or attorney is a body corporate, it may appoint a Representative under the following clause.

28. REPRESENTATIVES

28.1 A Member (or a Member's proxy or attorney) which is a body corporate shall appoint an individual as its Representative.

28.2 The Representative must be a Branch Member of the Branch Association which is a Member.

28.3 Unless otherwise specified in the appointment, the Representative may exercise all the powers that the body corporate could exercise if it were a natural person at a meeting of Members or in voting on a resolution (including a resolution to be passed without a meeting).

29. VALIDITY

29.1 At a meeting, the Chairperson's decision as to the validity of an appointment of a proxy or attorney or Representative is final.

29.2 Unless the Company has received written notice of the matter before the start or resumption of a meeting, a vote cast by a proxy or attorney or Representative is valid even if, before the vote:

29.2.1 the appointing Member is wound up or deregistered;

29.2.2 the Member revokes the appointment; or

29.2.3 the Member revokes the authority under which the proxy attorney or Representative was appointed by a third party.

30. CONDUCT AT MEETINGS OF MEMBERS

The Chairperson may refuse admission to a meeting of Members to a person, or require a person to leave a meeting of Members and not return, if:

30.1 the person refuses to permit examination of an article in the person's possession;

30.2 the person is in possession of an article (including an electronic or recording device, placard or banner) which the chairperson considers to be dangerous, offensive or liable to cause disruption; or

30.3 the chairperson otherwise considers the person is causing or may cause undue disruption or interference with the efficient and proper conduct of the meeting.

DIRECTORS

31. APPOINTMENT AND RETIREMENT OF DIRECTORS

31.1 There is a minimum of five Directors and a maximum of fourteen Directors.

- 31.2 The first Directors under this constitution are those persons listed in Annexure B Subject to clause 31.5, at the conclusion of the second annual general meeting after the adoption of this constitution half of those first Directors, (excluding the President) determined by lot (unless otherwise agreed amongst themselves), must retire from office.
- 31.3 Subject to clause 31.5, at the conclusion of each subsequent annual general meeting, half of the Directors (not counting any Director appointed under clause 31.6) must retire from office.
- 31.4 The Directors to retire under clause 31.3 are those who have been longest in office since their last election, and as between persons who became Directors on the same day, are determined by lot (unless otherwise agreed amongst themselves).
- 31.5 If at the time of the retirement of any Directors under clause 31.2 or 31.3 the number of Directors is not a multiple of two, then the number of Directors to retire is rounded down to the nearest whole number.
- 31.6 Subject to clause 31.1, the Directors may appoint any person to be a Director to fill a casual vacancy or as an addition to the existing Directors, until the conclusion of the next annual general meeting (excluding the first annual general meeting after the adoption of this constitution).
- 31.7 A retiring Director is eligible for election under clause 34.
- 31.8 Notwithstanding clause 31.1, while the number of Directors is below the minimum, the Directors may convene a Directors' meeting and pass resolutions to appoint additional Directors.
- 31.9 Subject to clause 31.1, a meeting of Members may either or both:
- 31.9.1 remove a Director;
 - 31.9.2 appoint a new Director.

32. **QUALIFICATION**

A person may be appointed or elected a Director only if the person:

- 32.1 is an individual over 18 years of age and otherwise qualified to hold office in accordance with the Corporations Act;
- 32.2 is a Branch Member of a Member for a continuous period of at least two years immediately prior to the appointment or election, or since registration of the Company, whichever is shorter; and
- 32.3 is nominated to the role of Director by a Member pursuant to clause 34.4.2; or
- 32.4 is appointed to the role of Executive Director by a resolution the board of Directors; or
- 32.5 is an individual with specific skills required to assist the board and is appointed by a resolution of the board of Directors; and
- 32.6 has consented in writing to being a Director.

33. VACATION OF OFFICE

The office of a Director becomes vacant if the Director:

- 33.1 reaches the end of their term of office;
- 33.2 becomes disqualified from managing corporations under the Corporations Act;
- 33.3 dies or is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- 33.4 is absent from Directors' meetings (without appointing an Alternate Director) for three months without leave of the Directors;
- 33.5 resigns by notice in writing to the Company;
- 33.6 is removed by a resolution of a meeting of Members;
- 33.7 being an executive Director, ceases to be a full-time employee of the Company or a related body corporate; or
- 33.8 ceases to be a Branch Member of a Member unless the board resolves that the Director may remain on the board for an additional period determined by the board.

34. ELECTION OF DIRECTORS

- 34.1 Subject to clause 31.1, at each annual general meeting (except the first annual general meeting after the adoption of this constitution), the Company may elect Directors.
- 34.2 The Directors must appoint a Returning Officer in respect of each election of Directors under this clause.
- 34.3 Each Member shall be entitled to nominate at least one nominee for election as a Director (depending on the number of vacancies) provided that no Member shall have nominated more than 25% of the total number of nominees and sitting Directors;
- 34.4 A nominee is eligible for election as a Director at an annual general meeting only if the nominee is:
 - 34.4.1 a retiring Director; or
 - 34.4.2 nominated by a Member. The nomination must:
 - 34.4.2.1 be in the form approved by the Directors;
 - 34.4.2.2 be signed by the Branch President of the Member;
 - 34.4.2.3 state that the nominee is willing to stand for election as a Director and be signed by the nominee; and
 - 34.4.2.4 be provided to the Company.

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- 34.5 The Company must give Members notice calling for Members to nominate nominees for election as a director not less than 56 days before the annual general meeting.
- 34.6 Nominations for election as a director close 35 days before the annual general meeting.
- 34.7 A retiring Director is deemed to nominate for election unless they advise the Returning Officer to the contrary in writing before nominations close.
- 34.8 The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the nominee is not eligible for appointment as a Director under clause 32. Upon rejecting a nomination, the Returning Officer must notify the nominee, the nominee's proposers and the Directors.
- 34.9 If the number of candidates for election to the Directors is equal to or less than the maximum number of positions which could be filled:
- 34.9.1 the annual general meeting may appoint one or more candidates as a Director by passing separate resolutions at the annual general meeting;
 - 34.9.2 the election process set out in clause 34.10 to 34.14 is discontinued; and
 - 34.9.3 the Company must include on or with the notice of the annual general meeting a notice:
 - 34.9.3.1 stating that the election process is discontinued;
 - 34.9.3.2 setting out the name of each candidate;
 - 34.9.3.3 stating that the annual general meeting will vote on the appointment of each candidate as a Director by separate ordinary resolutions.
- 34.10 Unless 34.9 applies, the election of Directors may be held by ballot prior to or during the annual general meeting. In either case, the Returning Officer must:
- 34.10.1 prepare ballot papers for the election;
 - 34.10.2 determine the order in which candidates appear on the ballot paper;
 - 34.10.3 ensure some authenticating mark appears on each ballot paper;
 - 34.10.4 ensure that a ballot paper is enclosed with the notice of the annual general meeting sent to all Members.
- 34.11 Where the ballot is held prior to the annual general meeting, the ballot closes seven days before the annual general meeting.
- 34.12 Where the ballot is held at the annual general meeting, the name of each candidate subject to election must be included with the notice of the annual general meeting.

34.13 The Returning Officer is responsible for the conduct of the ballot in accordance with this clause and any requirements determined by the Directors from time to time.

34.14 The Chairperson must announce the results of the ballot at the annual general meeting.

35. ELECTION OF OFFICE BEARERS

35.1 At the first Directors' meeting after each annual general meeting, the Directors must appoint a president, a vice president, secretary and treasurer from among their number. Subject to this constitution, those Office Bearers hold office until the conclusion of the election of Office Bearers at the first Directors' meeting after the next annual general meeting.

35.2 A retiring Office Bearer is eligible for re-election.

35.3 Nominations for office of an Office Bearer are made in the manner determined by the Directors.

35.4 If there is only one nomination for the office of an Office Bearer, the nominee stands elected to such office.

35.5 If there is more than one nomination for the office of an Office Bearer, then there must be an election for such office conducted by secret ballot.

35.6 The office of any Office Bearer becomes vacant if the Office Bearer:

35.6.1 reaches the end of their term of such office;

35.6.2 resigns from such office by notice in writing to the Directors;

35.6.3 is removed from such office by resolution of the Directors; or

35.6.4 ceases to be a Director.

35.7 Should a vacancy occur in the office of any Office Bearer, the Directors must promptly fill such vacancy by appointment from among their number.

36. PAYMENTS TO DIRECTORS

The Company must not make any payment to a Director except for:

36.1 out-of-pocket expenses incurred by the Director in carrying out the duties of a director, where the payments do not exceed an amount previously approved by the Directors;

36.2 services rendered to the Company in a professional or technical capacity, other than in the capacity as Director, where the provision of the service is approved by the Members following a tendering process where:

36.2.1 the service contract was advertised amongst Members/to the public for tender for a period of at least 30 days, in the method(s) determined to be appropriate by the board;

36.2.2 the board has given due consideration to all tenders submitted;

and the amount of the payment is approved by the Directors and is on reasonably commercial terms;

- 36.3 any salary or wage as an employee of the Company, where the terms of employment have been approved by the Members; and
- 36.4 pursuant to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

37. **DIRECTORS' INTERESTS**

37.1 **Notice of material personal interest**

- 37.1.1 A Director, who has a material personal interest in a matter that relates to the affairs of the Company, must give the other Directors notice of the interest if required by the Corporations Act.
- 37.1.2 A failure to do so does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
- 37.1.3 Disclosures of interest must be recorded in the minutes of meetings.

37.2 **Director may hold other office of profit**

Subject to clause 36, a Director or a body or entity in which the Director has an interest or a relative of a Director may:

- 37.2.1 hold any other office or position of profit (except as auditor) in the Company, on any terms the Directors determine;
- 37.2.2 act in a professional capacity (except as auditor) for the Company or a related body corporate of the Company;
- 37.2.3 hold an office or place of profit or otherwise be interested in a related body corporate of the Company or a body corporate in which the Company is interested;
- 37.2.4 retain benefits from doing any of these.

37.3 **Contracts not void**

- 37.3.1 A Director or a body or entity in which the Director has an interest or a relative of a Director may enter into a contract or arrangement with the Company or a related body corporate of the Company, and retain benefits from doing so. The Director must disclose the interest under clause 37.1.
- 37.3.2 That contract or arrangement is not void or voidable only because the Director holds office as a director.

37.4 **Corporate governance**

Subject to the Corporations Act, a Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- 37.4.1 be present while the matter is being considered; or

-
- 37.4.2 vote on the matter,
unless permitted by the Corporations Act. If so permitted, the Director may:
 - 37.4.3 be counted in a quorum;
 - 37.4.4 be present while the matter is being considered;
 - 37.4.5 vote on the matter; and
 - 37.4.6 sign or countersign any document in respect of the contract or arrangement.

38. ALTERNATE DIRECTORS

- 38.1 With the approval of the majority of the other Directors, a Director may appoint an Alternate Director to exercise some or all of the Director's powers for a specified period.
- 38.2 The appointor may terminate the appointment at any time. The appointment ends automatically when the appointor ceases to be a Director.
- 38.3 The Alternate Director must be a Branch Member unless otherwise approved by the majority of the other Directors under clause 37.1.
- 38.4 An appointment or its termination must be in writing and given to the Company.
- 38.5 The Company must give the Alternate Director notice of Directors' meetings.
- 38.6 When an Alternate Director exercises the Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Director.
- 38.7 Subject to the terms of the appointment, the Alternate Director may attend, be counted in a quorum, speak and vote at Directors' meetings unless the appointor is present. An Alternate Director may do these things even if the appointor is prohibited from doing them by the Corporations Act.
- 38.8 The Alternate Director is an officer of the Company and not the agent of the appointor.
- 38.9 The rules about Directors apply to Alternate Directors.

POWERS AND DUTIES OF DIRECTORS

39. DIRECTORS TO MANAGE

- 39.1 The business of the Company is managed by the Directors. They may exercise all the powers of the Company that the Corporations Act or this constitution or a meeting of Members does not require to be exercised by a meeting of Members.
- 39.2 The Directors may appoint a patron or patrons.
- 39.3 The Directors may interpret this constitution and determine any matter relating to the affairs of the Company on which this constitution is silent.

PROCEEDINGS OF DIRECTORS

40. CIRCULATING RESOLUTIONS

- 40.1 The Directors may pass a resolution without a Directors' 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. An Alternate Director may sign the document instead of their appointor.
- 40.2 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.
- 40.3 The resolution is passed when the last Director signs.

41. CALLING DIRECTORS' MEETINGS

- 41.1 The Directors may meet, adjourn and otherwise regulate their meetings as they think fit.
- 41.2 A Director may at any time, and the Secretary must on the request of a Director, call a meeting of Directors.
- 41.3 At least 48 hours' notice of each Directors' meeting must be given to each Director, except in the case of emergency.
- 41.4 Notice may be given in writing, or by any technology consented to by all the Directors. The consent may be a standing one and can only be withdrawn by a Director on 48 hours' notice.

42. CHAIRPERSON

The President may preside at all Directors' meetings. However if the President is not present within 10 minutes after the time appointed for a meeting or is unable or unwilling to act, the following may preside at the meeting (in order of precedence): the Vice President or a Director chosen by a majority of the Directors present.

43. QUORUM

- 43.1 The quorum for a Directors' meeting is a four of the Directors for the time being.
- 43.2 In determining whether a quorum is present, Alternate Directors are counted separately for each appointment.
- 43.3 The quorum must be present at all times during the meeting.
- 43.4 If a quorum cannot be established because of a casual vacancy, the remaining Directors may appoint Directors to form a quorum.

44. DECISIONS OF DIRECTORS

- 44.1 Subject to the Corporations Act and clause 37, each Director has one vote.
- 44.2 An Alternate Director has one vote for each appointment (in addition to any vote as a Director).
- 44.3 A resolution of the Directors is passed by a majority of votes cast.

44.4 The Chairperson has a casting vote, if the Chairperson has a deliberative vote.

45. MEETINGS USING TECHNOLOGY

A meeting of Directors may be held using any technology by which they are able simultaneously to hear each other and participate in discussion, or by any other technology consented to by all the Directors. The consent may be a standing one and can only be withdrawn by a Director on 48 hours' notice.

46. VALIDITY OF ACTS OF DIRECTORS

The acts of the Directors or a committee of Directors are valid even if it is subsequently discovered that there was a defect in the appointment of a Director or a Director was disqualified.

47. ATTENDANCE BY NON-DIRECTORS

A person (who is not a Director) may attend a Directors' meeting only with the approval of the Directors, and only if the resolution of approval is recorded in the minutes of the meeting.

48. COMMITTEES AND DELEGATES

48.1 The Directors may with the approval of Members delegate any of their powers (including the power to delegate) to:

48.1.1 a Director;

48.1.2 a committee of Directors;

48.1.3 an employee of the Company; or

48.1.4 any other person.

48.2 A delegation must be in writing.

48.3 The Directors may appoint a Director as chairperson of a committee.

48.4 A delegation does not derogate from the powers of the Directors to act in any matter.

48.5 The Directors may revoke or vary that delegation.

48.6 The committee or delegate must exercise the powers in accordance with any directions of the Directors.

48.7 Rules about Directors' meetings apply to committee meetings, unless the Directors otherwise resolve.

49. ATTORNEYS AND AGENTS

49.1 The Directors may appoint any person to be the attorney or agent of the Company for any purpose, to exercise any of their powers (including the power to delegate), for any period and on any terms the Directors think fit.

49.2 The Directors may revoke or vary the appointment or the powers delegated.

EXECUTIVE OFFICERS

50. SECRETARY

- 50.1 The Directors must appoint at least one Secretary, for any period, for any remuneration and on any terms they think fit.
- 50.2 Subject to the terms of the employment contract, the Directors may remove or dismiss the Secretary at any time, with or without cause.

51. INDEMNITY

- 51.1 To the extent permitted by the Corporations Act, the Company must indemnify each person who is or has been an officer of the Company against:
 - 51.1.1 any liability (except for legal costs) incurred by that person as an officer of the Company; and
 - 51.1.2 reasonable legal costs incurred in defending an action for a liability by that person as an officer of the Company.
- 51.2 To the extent permitted by the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been an officer of the Company against those liabilities.
- 51.3 The Company need not indemnify a person under this clause in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
- 51.4 Where a person seeks to rely on the indemnity contained in this clause, that person must:
 - 51.4.1 immediately notify the Company of any claim which gives rise to or could give rise to a liability of the Company to that person under the indemnity;
 - 51.4.2 permit the Company to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;
 - 51.4.3 not make any admission without the prior written consent of the Company;
 - 51.4.4 promptly render all reasonable assurance and co-operation to the Company as requested by the Company.
- 51.5 Subject to the Corporations Act, the Company may contract with an officer of the Company to:
 - 51.5.1 keep a set of the Company's books (including minutes) and allow the officer and the officer's advisers access to the books;
 - 51.5.2 indemnify the officer against liability incurred as an officer of the Company;

51.5.3 insure the officer against liability incurred as an officer of the Company.

51.6 The obligations of the Company in respect of any person who is or has been an Officer under clause 51.5 cease on the expiry of seven years after that person ceases to be an officer.

DOCUMENTS AND RECORDS

52. EXECUTION OF DOCUMENTS

52.1 The Company may execute a document (including a deed):

52.1.1 in accordance with section 127 of the Corporations Act; or

52.1.2 in any other way approved by the Directors.

52.2 The Company may execute a document only if authorised by the Directors.

52.3 If the Company has a common seal the Directors must provide for its safe custody.

53. NEGOTIABLE INSTRUMENTS

All negotiable instruments (including cheques) and receipts for payments to the Company must be signed, drawn, accepted, endorsed or otherwise executed by two Directors or in any other manner the Directors determine.

54. MINUTES

54.1 The Company must keep minute books in which it records within one month:

54.1.1 the names of the Directors and Secretaries present at all meetings of Members, Directors' meetings and meetings of Directors' committees;

54.1.2 all proceedings and resolutions passed at all meetings of Members, Directors' meetings and meetings of Directors' committees, and all resolutions passed without meetings; and

54.1.3 all disclosures of interest.

54.2 Minutes must be signed by the chairperson of the meeting or of the next meeting.

54.3 Unless proved incorrect, signed minutes are presumed to be an accurate record of the proceedings.

55. FINANCIAL RECORDS AND REPORTS

55.1 The Company must keep financial records required by the Corporations Act.

55.2 Unless authorised by the Directors or a meeting of Members or the Corporations Act, a Member is not entitled to inspect the books of the Company.

55.3 The Company must prepare and distribute financial reports if required by the Corporations Act.

56. AUDITOR

If required by the Corporations Act:

- 56.1 the Directors or a meeting of Members must appoint an auditor;
- 56.2 the Directors must cause the financial records of the Company to be audited in accordance with the Corporations Act.

57. AMENDMENT OF CONSTITUTION

- 57.1 The Company may modify or repeal this constitution, or a provision of this constitution, by special resolution (within the meaning of section 9 of the Corporations Act).
- 57.2 The Company must lodge with ASIC a copy of the special resolution as required by the Corporations Act.

WINDING UP

58. WINDING UP

- 58.1 If the Company is wound up, each Member and each person who ceased to be a Member in the preceding year undertake to contribute \$10.00 to the property of the Company towards:
 - 58.1.1 the payment of debts and liabilities of the Company contracted before the person ceased to be a Member;
 - 58.1.2 the payment of costs, charges and expenses of winding up; and
 - 58.1.3 the adjustment of the rights of the contributories amongst themselves.
- 58.2 If the Company is wound up, any surplus (after satisfaction of its debts and liabilities) must be given to another corporation which is determined by the Members (or in default, by the Supreme Court of South Australia) and which
 - 58.2.1 has objects similar to those of the Company; and
 - 58.2.2 has rules which prohibit any distribution to its members.

NOTICES

59. NOTICE TO MEMBERS

- 59.1 Each Member must notify the Company in writing of the Member's address for notices and any change to that address.
- 59.2 The Company may give notice to a Member:
 - 59.2.1 personally;
 - 59.2.2 by sending it by post to the Member's Registered Address;
 - 59.2.3 by sending it to the fax number or electronic address (if any) nominated by the Member;

- 59.2.4 if it is a notice of meeting:
 - 59.2.4.1 by posting the notice on the Company's website for a period of at least 21 consecutive days; or
 - 59.2.4.2 by giving the notice by any other means in accordance with section 249J of the Corporations Act;
- 59.2.5 if the Member's has no Registered Address, by posting it on a noticeboard at the Company's registered office or by any other way determined by a meeting of Members.

59.3 A notice is deemed to be received:

- 59.3.1 if hand delivered, on delivery;
- 59.3.2 if sent by prepaid mail, two business days after posting within Australia (or seven business days after posting by airmail to or from a place outside Australia);
- 59.3.3 if sent by facsimile, at the time and on the day shown in the sender's transmission report, if it shows that the entire notice was sent to the correct facsimile number;
- 59.3.4 if sent by electronic transmission or by posting on the noticeboard, 24 hours after transmission or posting;
- 59.3.5 if given under section 249J(3)(cb) of the Corporations Act, on the business day after the day on which the Member is notified that the notice of meeting is available.

However if the notice is deemed to be received on a day that is not a business day or after 5:00pm at the registered office of the Company, the notice is deemed to be received at 9:00am on the next business day at the registered office of the Company.

- 59.4 The Company may give notice to joint holders by giving the notice to the joint holder named first in the Register.
- 59.5 A notice given to a Member in accordance with this clause is sufficient, even if the Member (whether or not a joint Member) is dead, mentally incapacitated, an infant, bankrupt or an externally-administered body corporate, and even if the Company has notice of that event.

60. NOTICE TO COMPANY

A Member or Director must give any document or notice required by the Corporations Act or this constitution to the Company at its registered office.

61. CALCULATING TIME

Time is calculated in accordance with the Corporations Act.

Annexure A Proxy

Environmental Health Australia Ltd

Proxy

I
Name of Member

of
Address

being a Member of the Company

appoint
Name of proxy or office held

or if no person is named, the chairperson of the meeting, as my proxy to vote on my behalf:

- at the meeting of Members to be held at [date] and [time] and at any adjournment of that meeting;
- all meetings of Members until revoked.

Direction to proxy

If you want to direct your proxy how to vote on a particular resolution, mark one box only as appropriate beside the relevant resolution. If you do not want to direct your proxy how to vote on the resolution, do not mark any box beside the resolution. If you wish not to vote on the resolution, mark the 'Abstain' box beside the resolution.

I direct my proxy to vote as follows:

| Resolutions | For | Against | Abstain |
|---------------------|------------|----------------|----------------|
| <i>Descriptions</i> | | | |

Date

The common seal of)
was affixed in accordance with its)
Constitution and by the authority of its)
Board/ Committee:)

.....
Witness

.....
Witness

Annexure B Directors

[Insert Names]