

Corporations Law
Company Limited by Guarantee

CONSTITUTION

OF

AUSTRALIA AND NEW ZEALAND EDUCATION LAW ASSOCIATION LIMITED

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NAME

1. The name of the Association is Australia and New Zealand Education Law Association Limited.

OBJECTS

2. The objects of the Association are:
 - a. to promote and encourage the research, study, discussion, writing and/or dissemination of information about issues on law relating to education;
 - b. to organise and stimulate participation in conferences and meetings on the law relating to education;
 - c. to promote publication, publish, or cause to be published articles, newsletters, journals and other literature for the purposes of these objects;
 - d. to co-operate and exchange information with bodies (corporate or otherwise) and persons on the law relating to education;
 - e. to promote and encourage activities in pursuance of the objects of the Association at National (in the case of New Zealand), State, regional or local level by the establishment and support of Chapters;
 - f. to affiliate with like associations;
 - g. to develop policies on the laws relating to education;
 - h. to do all things deemed proper for these objects as determined by the Committee of Directors;
 - i. to take over the assets of Australia and New Zealand Education Law Association Incorporated.

LIABILITY

3. The liability of the members is limited. Every member of the Association undertakes to contribute such amount as may be required not exceeding \$10.00 to the assets of the Association if the Association is wound up during the time he or she is a member or within one year afterwards for:
 - a. payment of the debts and liabilities of the Association contracted before the time he or she ceased to be member;
 - b. the costs, charges and expenses of winding up the Association, and
 - c. the adjustment of the rights of the members among themselves.

INCOME AND PROPERTY

4. The Association's income and property is to be applied solely towards the promotion of the Association's objects as set out in this Constitution. No part of the Association's income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Association. However, this clause does not prevent:

- a. the payment in good faith of remuneration to any employee of the Association or to any member or other person in return for any services actually rendered to the Association;
- b. the payment to a director of out-of-pocket expenses incurred in carrying out the duties of a director where payments do not exceed an amount previously approved by the Committee;
- c. the payment to a member of the Committee for any service rendered to the Association in a professional or technical capacity where:
 - i. the provision of that service has the prior approval of the Committee, and
 - ii. the amount payable is approved by a resolution of the Committee and is on reasonable commercial terms;
- d. the payment to members of interest on any money borrowed from such members for the purpose of the Association at a rate not exceeding the lowest rate paid for the time being by the Association's principal bank in respect of term deposits of \$50,000.00 for six months;
- e. the payment to members of reasonable market rent for premises leased by any member to the Association.

WINDING UP

5. a. If, on the Association's winding up or dissolution, there remains after satisfaction of all its liabilities any property, such property must not be distributed among the members but must be given to some other similar institution or institutions, provided such other institution or institutions:
 - i. have objects similar to the Association's objects; and
 - ii. prohibit the distribution of income and property among its or their members to an extent at least as great as is imposed on the Association under Clause 4.
- b. Such institution or institutions are to be determined by the members of the Association at or before the time of dissolution and, in default, by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court or any other Court as may have or acquire jurisdiction in the matter.
- c. If effect cannot be given to this provision, then such property must be given to some charitable object which prohibits the payment of any income or property to its members.

CHANGES TO CONSTITUTION

6. Alterations to the Constitution may be made at any general meeting of the Association in accordance with the Corporations Law, however, no addition to or alteration or rescission of the rules shall be approved if it affects the non-profit aims, personal benefits clause or the winding-up clause.

DEFINITIONS

7. In this Constitution, the following words and expressions have the meanings indicated unless the context requires otherwise.
 "Association" means Australia and New Zealand Education Law Association Limited.

“ANZELA Inc” means the Incorporated Association known as Australia and New Zealand Education Law Association Incorporated.

“Auditor” means the Association’s auditor.

“Committee” means the Association’s Board of Directors assembled at a meeting of Directors in accordance with this Constitution.

“Constitution” means the Constitution of the Association as amended from time to time.

“Financial year” means the twelve months period commencing 1st July.

“The Financial Year for Australia and New Zealand Education Law Association shall be 1 July to 30 June. The Financial Year for each Chapter shall be 1 January to 31 December.”

“Members” means the people shown as members on the Association’s register of members.

“Notice” includes all written communications to members.

“Office” means the Association’s registered office.

“Register” means the Association’s register of members.

“Registered Address” means the last known address of a member as noted in the Register.

“Secretary” means any person appointed by the Committee to perform the duties of the secretary of the Association and includes an Honorary Secretary.

INTERPRETATION

8. a. Words importing the singular number include the plural and the converse applies.
- b. Words importing persons include corporations, companies, associations and institutions.
- c. A reference to the Corporations Law is a reference to the Corporations Law as modified or amended from time to time.
- d. Unless the context otherwise requires, headings are for ease of reference only and do not affect the construction of this Constitution.

APPLICATION OF CORPORATIONS LAW

9. Unless the contrary intention appears in this Constitution:
 - a. an expression in this Constitution has the same meaning as in that part of the Corporations Law which deals with the same matter as this Constitution; and
 - b. an expression which is given a general meaning by the Corporations Law has the same meaning in this Constitution; and
 - c. the replaceable rules set out in the Corporations Law do not apply.

MEMBERS

10. Membership is open to all who possess an interest in the laws relating to education.
11. A member of the Association is a person:

- a. who was, at the time of incorporation, a member of the Australia and New Zealand Education Law Association Incorporated; or
 - b.
 - i. who has applied for membership in accordance with this Constitution, and
 - ii. who has paid the entrance fee (if any); and
 - iii. who has paid the annual subscription; and
 - iv. whose name is recorded in the Register.
- 12.**
- a. The secretary is to keep and maintain register of members in which is to be entered the full name, address and date of entry of the name of each member (“the Register”).
 - b. The Register must be available for inspection by members at the office.

CATEGORIES OF MEMBERSHIP

- 13.**
- a. At the time of incorporation, there are three categories of membership:
 - i. individual;
 - ii. student;
 - iii. institutional.
 - b. An institutional member is entitled to:
 - i. receive two copies of any journal or newsletter published by the Association;
 - ii. receive two copies of any publications of the Chapter in respect of which the member is recorded under clause 20c;
 - iii. have more than one representative at meetings of the Association or the Chapter in respect of which the member is recorded under clause 20c, however, only one such representative may vote on any resolution;
 - iv. receive such discounts on Association activities as the Committee may decide.
 - c. Additional categories of members may be created from time to time by the Committee.

RIGHTS OF MEMBERS

- 14.** Members may:
- a. participate in all activities of the Association on conditions as determined by the Committee;
 - b. if they are individual or student members, hold office in the Association according to this Constitution;
 - c. vote at general meetings according to this Constitution; and
 - d. receive any notices, newsletters or journals produced by the Association.

APPLICATION FOR MEMBERSHIP

- 15.**
- a. Any natural person who is not less than 18 years of age at the date of application may apply for individual membership of the Association.

- b. Any natural person who is not less than 18 years of age at the date of application and who is a full-time student at a tertiary institution in Australia may apply for student membership of the Association.
- c. Any institution may apply for institutional membership of the Association.

16. An Application for membership must

- a. be in writing in a form approved by the Committee;
- b. be accompanied by the annual subscription and entrance fee (if any); and
- c. where an applicant has a registered address which is situated within the geographical boundaries of more than one Chapter or is not situated within the geographical boundaries of any Chapter, indicate the Chapter of which the applicant wishes to be a member.

ANNUAL SUBSCRIPTION

- 17.** The amount of the entrance fee (if any) and the annual subscription are to be determined by the Committee. The Committee may determine different fees and subscriptions for different categories of membership.
- 18.** All annual subscriptions are due and payable in advance on 1 January in each year.
- 19.** If a person applies for membership during the months of July to December inclusive, the Committee may reduce the annual subscription payable by the applicant in such manner as it thinks fit.

ADMISSION TO MEMBERSHIP

- 20.** As soon as practicable after the Association receives an application for membership which satisfies the requirements of this Constitution:
 - a. the Association must notify the applicant of admission in writing and provide a receipt for the annual subscription and any entrance fee paid;
 - b. the name and details of the applicant must be entered in the Register, and
 - c. the member must be recorded as a member of the Chapter within the geographical boundaries of which the applicant's Registered Address is situated or, in the case of an applicant whose Registered Address is situated within the geographical boundaries of more than one Chapter, or is not situated within the geographical boundaries of any Chapter, the Chapter of which the member has indicated in the member's application a wish to be a member.

CESSATION OF MEMBERSHIP

- 21.** If:
 - a. a member's subscription is six months or more in arrears; and
 - b. a notice of default is given to the member pursuant to a resolution of the Committee;the member ceases to be entitled to any of the rights of membership and the amount owing is a sum due to the Association.

22. If the subscription remains unpaid for a further six months, without reasonable cause in the opinion of the Committee, the member's name is to be erased from the Register of members. The Committee may extend this period in exceptional circumstances.
23. Persons who have ceased to be members of the Association under the provisions of the previous two clauses may reapply for membership only if arrears of subscription for which they are liable are paid.
24. Any member may by written notice to the Secretary resign as a member with immediate effect or with effect from a particular date subsequent to, but not being later than six months from, the date of that notice.
25. The Committee may by resolution of at least three-quarters of its members expel a member of the Association from the Association if the member:
 - a. wilfully refuses or neglects to comply with the provisions of this Constitution; or
 - b. is guilty of conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interests and objects of the Association.
26. Before resolving to expel a member, the Committee must give the member:
 - a. at least two weeks' notice of the Committee meeting at which the resolution for expulsion is to be put and the intended resolution for expulsion; and
 - b. an opportunity of attending the meeting and of giving at it orally or in writing any explanation or defence which the member may desire to offer.
27. At any time at least 24 hours before the resolution is to be considered by the Committee the member may elect to have the matter dealt with by the members in an Extraordinary General Meeting called for the purpose. If at that meeting the motion is carried by a two-thirds majority the member is to be expelled accordingly.

GENERAL MEETINGS

28.
 - a. The Committee may at any time convene a general meeting.
 - b. The Committee must convene in each year a general meeting, to be called the annual general meeting, which is to be held at such time and place as may be determined by the Committee. An annual general meeting must not be held in New Zealand or the same State or Territory of Australia in consecutive years and, as far as practicable, is to be held on a rotating basis.
 - c. Where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, the Committee must convene a general meeting (which may but need not be the annual general meeting) before the expiration of that period.
 - d. A member may requisition, convene or join in requisitioning or convening a general meeting in accordance with the Corporations Law.

NOTICE OF GENERAL MEETINGS

29.
 - a. At least 21 days' notice must be given to members of all general meetings.
 - b. A notice convening a general meeting must:

- i. set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this); and
 - ii. State the general nature of any special business to be transacted at the meeting; and
 - iii. if alterations to the Constitution are to be proposed at the general meeting, contain the text of any proposed alterations.
- c. For the purposes of the preceding paragraph, special business means any business to be transacted at a meeting other than an annual general meeting and any business to be transacted at an annual general meeting other than the matters listed in paragraphs a. to d. inclusive of the next clause.
- d. A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who must include that business in the notice calling the next general meeting.
- e. The Committee may postpone or cancel any general meeting whenever it thinks fit, other than a meeting convened under paragraph d. of the previous clause. The Committee must give notice of the postponement or cancellation to all members.
- f. The failure or accidental omission to send a notice of a general meeting or the adjournment or postponement or cancellation of a general meeting to any member or the non-receipt of a notice by any member does not invalidate the proceedings at or any resolution passed at the general meeting.

ANNUAL GENERAL MEETINGS

- 30.** The business of an annual general meeting is to:
- a. confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b. receive and consider the accounts and reports of the Committee and the Auditor required by the Corporation Law;
 - c. elect the Directors to be elected pursuant to this Constitution;
 - d. when relevant, appoint and fix the remuneration of the Auditor, and
 - e. transact any other business which under this Constitution may be transacted at a general meeting.

QUORUM AT GENERAL MEETINGS

- 31.**
- a. No business may be transacted at a general meeting unless a quorum of members is present, in person or by proxy or representative, when the meeting proceeds to business.
 - b. A quorum of members is not fewer than seven members entitled to vote.
 - c. If a quorum is not present within 30 minutes after the time appointed for a meeting:
 - i. if the meeting was convened on the requisition of members, it is automatically dissolved; or
 - ii. in any other case:
 - (1) it stands adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Committee; and

- (2) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, a quorum is 2 members

CHAIRMAN OF GENERAL MEETINGS

32. The President, or in the President's absence, the Vice President, presides as Chairman at every general meeting. If neither of such officers is present within 10 minutes after the time appointed for the meeting, the members present must choose one of their number as Chairman of the meeting.

ADJOURNMENT OF GENERAL MEETINGS

33. a. The chairman of a meeting at which a quorum is present:
- i. in his or her discretion may adjourn a meeting with the meeting's consent; and
 - ii. must adjourn a meeting if the meeting directs him or her to do so.
- b. An adjourned meeting may take place at a different venue to the initial meeting.
- c. The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
- d. A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- e. Notice of an adjourned meeting must only be given if a general meeting has been adjourned for one month or more. If notice is required, it must be at least 21 days' notice.
- f. No poll may be demanded on the question of adjournment of a meeting except by the chairman.

RESOLUTIONS AND POLLS AT GENERAL MEETINGS

34. a. Subject to the Corporations Law in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- b. A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded by:
- i. the chairman; or
 - ii. members with at least 5% of the votes that may be cast on the resolution on a poll.
- c. A poll may be demanded:
- i. before a vote on a show of hands takes place;
 - ii. after a vote on a show of hands takes place but before the declaration of the result of the show of hands; or
 - iii. immediately after the declaration of the result of a show of hands.
- d. Unless a poll is demanded:
- i. a declaration by the chairman that a resolution has been carried or lost; and
 - ii. an entry to that effect in the minutes of the meeting.

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

- e. The demand for a poll may be withdrawn.
 - f. A poll must be taken at the time and in the manner that the chairman directs.
 - g. The result of the poll is the resolution of the meeting at which the poll is demanded.
 - h. A poll demanded on the election of the chairman or the adjournment of a meeting must be taken immediately.
 - i. After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.
- 35.**
- a. A decision of a general meeting may not be invalidated on the ground that a person voting at the meeting was not entitled to do so.
 - b. A challenge to a right to vote at a general meeting may only be made at the meeting.
 - c. The chairman must determine such challenge and such determination, if made in good faith, is final.

CHAIRMAN'S CASTING VOTE AT GENERAL MEETINGS

- 36.** The chairman has a casting vote on a show of hands and on a poll in addition to the chairman's votes as a member, proxy or representative.

RIGHT TO VOTE AT GENERAL MEETINGS

- 37.** Every member has one vote.

PROXY

- 38.** A member may by notice to the Secretary appoint another member proxy to attend and vote at general meetings instead of him or her and any proxy has the same right as the member to speak at the meeting.
- 39.** The notice must be in a form approved by the Committee.
- 40.** The notice must be signed:
- a. by the appointor or by his or her attorney; or
 - b. if the appointor is an organisation, either under seal or by an officer or attorney of the organisation.
- 41.** The notice may specify the manner in which the proxy is to vote in respect of a particular resolution. Where it does so, the proxy must not vote in any other way. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
- 42.**
- a. The notice and, if the notice is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority must be received by the Association at least 48 hours before the meeting.

- b. If a meeting has been adjourned, a notice and any authority received by the Association at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
- c. A proxy holder cannot hold more than 3 proxies in total.

43. A vote cast in accordance with the notice appointing a proxy is valid even if before the vote was cast the appointer:

- a. died;
- b. became of unsound mind; or
- c. revoked the proxy or power,

unless notice of the death, unsoundness of mind, or revocation was received before the relevant meeting or adjourned meeting at the office, or at such other place within Australia nominated by the Association in the notice convening the meeting.

INSTITUTIONAL REPRESENTATIVE

44. A member which is an institution may appoint an individual as a representative to exercise all or any of the powers the institution may exercise:

- a. at company meetings; or
- b. at meetings of creditors or debenture holders; or
- c. relating to resolutions to be passed without meetings.

45. The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

46. An institution may appoint more than one representative but only one representative may exercise the institution's powers at any one time.

47. Unless otherwise specified in the appointment, the representative may exercise, on the institution's behalf, all of the powers that the institution could exercise at a meeting or in voting on a resolution.

MANAGEMENT OF THE ASSOCIATION

48. The Association's business is managed by or under the direction of the Committee which may exercise all the Association's powers which are not required by this Constitution or any law to be exercised by the Association in general meeting.

49. The Committee may make any rules not inconsistent with this Constitution but such rules may be altered or revoked by the Association in General Meeting.

COMPOSITION OF THE COMMITTEE

50. The Committee is composed of no less than five and no more than nine directors.

51. The first Committee consists of those persons who, as at the date of incorporation, are officers of ANZELA Inc together with the Editor and the representatives on the Committee of ANZELA Inc from Queensland, New South Wales, Victoria and New Zealand. They are to hold office subject to this Constitution until the close of the first

annual general meeting when they must retire from office but, subject to the provisions of this Constitution, are eligible for election to the Committee at the first annual general meeting.

ELECTION OF THE COMMITTEE

- 52.** A person is not eligible for election as a Director at any General Meeting unless:
- a. two members of the Association have proposed the person for appointment as a Director; and
 - b. the person is a member; and
 - c. the person consents to such an appointment
- 53.** The ballot for the election of Directors is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 54.** Directors are to resign as Directors at the Annual General Meeting following the Annual General meeting at which they were appointed but, subject to the requirements of this Constitution, are eligible for re-election.

CASUAL VACANCIES ON THE COMMITTEE

- 55.** Any casual vacancy among the Directors elected by the members must be filled by the Directors appointing a person from among the members. A Director appointed in this way holds office until the close of the next annual general meeting when that Director must retire from office but is eligible for re-election.
- 56.** The Committee may act even if there are vacancies on the Committee.
- 57.** If at any time the number of Directors in office is fewer than four, the Committee may meet and act only:
- a. to appoint a Director, or
 - b. to elect a person as a member of the Association; or
 - c. to convene a general meeting.

DEFECT IN APPOINTMENT

- 58.** If it is discovered that:
- a. there was defect in the appointment of a person as a Director or member of a subcommittee; or
 - b. a person appointed to one of those positions was disqualified;
- all acts of the Committee or the subcommittee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

REIMBURSEMENT OF DIRECTORS

- 59.** The Directors may be reimbursed for all expenses properly incurred by them in connection with the Association's business.

OFFICERS OF THE COMMITTEE

- 60.** At the first Committee meeting after each annual general meeting, the Directors must elect:
- a. a Director as President; and
 - b. a Director as Vice President; and
 - c. a Director as Secretary; and
 - d. a Director as Treasurer; and
- 61.** The Officers of the Committee are:
- a. President;
 - b. Vice President;
 - c. Secretary; and
 - d. Treasurer.
- 62.** No Director may be nominated for more than one of the above offices.
- 63.** If the President, Vice President, Secretary, Treasurer ceases to be a Director, that person must immediately vacate the office of President, Vice President, Secretary or Treasurer as the case may be.
- 64.** Any casual vacancy occurring in the office of President, Vice President, Secretary or Treasurer must be filled by the Directors. The newly elected person holds office for the remainder of the term of office of the former President, Vice President, Secretary or Treasurer as the case may be.
- 65.** The Editor appointed pursuant to Clause 87 shall, so long as they hold the position of Editor and, subject to their consent, be a Director.

VACATION OF OFFICE OF DIRECTOR

- 66.** The office of a Director is vacated if that Director:
- a. dies,
 - b. resigns by notice to the Association;
 - c. becomes bankrupt or makes any general arrangement or composition with his or her creditors;
 - d. 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;
 - e. is absent from three consecutive meetings of the Committee without leave of the Committee;
 - f. if the Editor, resigns the position of Editor,
 - g. ceases to be member of the Association; or
 - h. is found guilty of any offence punishable under the criminal or Association law of any country or the law of any country relating to charities or trusts; or
 - i. otherwise ceases to be, or becomes prohibited from being, a Director by virtue of the Corporations Law.

SECURITY OBLIGATIONS

- 67.** Every Director and other agent or officer of the Association must keep secret all aspects of all transactions of the Association, except:
- a. to the extent necessary to enable the person to perform his or her duties to the Association;
 - b. as required by law;
 - c. when requested to disclose information by the Committee to the Auditor or a general meeting of the Association;
 - d. as otherwise permitted by the Committee.

PROCEEDINGS OF THE COMMITTEE

- 68.** The Committee may meet together for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it thinks fit, provided that it meets at least twice a year.
- 69.**
- a. A Committee meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
 - b. The Directors need not all be physically present in the same place for a Committee meeting to be held.
 - c. A Director who participates in a meeting held in accordance with this clause is deemed to be present and entitled to vote at the meeting.
- 70.** Questions arising at a meeting of the Committee are to be determined on a show of hands, or if demanded by a member of the Committee, by a poll taken in such a manner as the person presiding at the meeting may determine.

COMMITTEE QUORUM

- 71.** The quorum necessary for the transaction of the business of the Committee is three.
- 72.** If within 30 minutes of the time appointed for a Committee meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, unless the meeting was special meeting in which case it lapses.

CHAIRMAN OF COMMITTEE MEETINGS

- 73.** The President or, in his or her absence, the Vice-President must take the chair at all Committee meetings. If at any meeting neither of such officers is present within 10 minutes after the time appointed for holding the meeting, the Directors present must choose one of their number to be chairman of the meeting.

NOTICE OF COMMITTEE MEETINGS

- 74.** Written notice of each Committee meeting must be served on each member of the Committee by delivering it to him or her at a reasonable time before the meeting or by sending it by pre-paid post addressed to him or her at least two business days before the

date of the meeting. A copy of each such notice, and of any associated documents, or documents otherwise distributed to members of the Committee in relation to proposed meeting, must be delivered to the presiding officer howsoever designated of each Chapter at the same time as such notice and documents are delivered to the members of the Committee.

VOTING AT COMMITTEE MEETINGS

- 75.** Questions arising at a Committee meeting are decided by a majority of the votes of the Directors present and voting. In case of an equality of votes, the Chairman of the meeting has a casting vote in addition to his or her deliberative vote.

CONVENING OF SPECIAL COMMITTEE MEETINGS

- 76.** Upon the written requisition of any two Directors, the President or Vice President, or in their absence the Secretary, must convene a special meeting of Committee to be held within 14 days after the receipt of the requisition. The requisition must set out the purposes for which the meeting is required.

COMMITTEE RESOLUTIONS WITHOUT A MEETING

- 77.**
- a. If all the Directors who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is deemed to have been passed at a Committee meeting held on the day on which the document was last signed by the Director.
 - b. For the purposes of paragraph a., two or more identical documents, each of which is signed by one or more Directors, together constitute one document signed by those Directors on the days on which they signed the separate documents.
 - c. Any document referred to in this clause may be in the form of electronic mail, a telex or facsimile transmission.
 - d. The minutes of Committee meetings must record that a meeting was held in accordance with this clause.
 - e. This clause applied to meetings of subcommittees as if all members of the subcommittee were Directors.

MATERIAL PERSONAL INTEREST

- 78.**
- a. Unless permitted by the Corporations Law, a Director who has a material personal interest in a matter that is to be considered at a Committee meeting:
 - i. must not vote on the matter or be present while the matter is being considered at the meeting; and
 - ii. must not be counted in a quorum in relation to that matter.
 - b. Paragraph a. does not apply to an interest that the Director has as a member in common with the other members.
 - c. The quorum for consideration at a Committee meeting of a matter in which one or more Directors have a material personal interest is three Directors who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.

- d. Each Director must disclose to the Association any material contract in which the Director is interested, and must provide the Association with the names of the parties to the contract, particulars of the contract, and the Director's interest in the contract.
- e. A Director's failure to make disclosure under this clause does not render void or voidable a contract in which the Director has an interest.

MINUTES

79. a. The Committee must cause minutes to be made of:
 - i. the names of the Directors present at all general meetings, Committee meetings and meetings of subcommittees;
 - ii. all proceedings of general meetings, Committee meetings and meetings of subcommittees;
 - iii. all appointments of officers;
 - iv. all orders made by the Committee and subcommittees; and
 - v. all disclosures of interests made pursuant to the previous clause.
- b. Minutes must be signed by the chairman of the meeting or by the chairman of the next meeting of the relevant body and if so signed are as between the members conclusive evidence of the matters stated in such minutes.
- c. A full copy of all such minutes must be forwarded within seven (7) days of such signature to the presiding officer however designated of each Chapter.

CHAPTERS

80. Subject to the requirements of this Constitution, the Committee of the Association may establish a Chapter of the Association in any place in New Zealand or Australia and must establish as soon as practicable a Chapter for New Zealand and for each of the States of New South Wales, Queensland and Victoria, A regional or local Chapter may be established in New Zealand or within any State or Territory of Australia notwithstanding the existence of a New Zealand or a State Chapter.
81. If the Committee establishes a Chapter, it must:
 - a. set geographical boundaries for the Chapter which may be defined on any basis which the Committee considers appropriate;
 - b. provide the Chapter with initial Rules which must include provision for amendment by the members of the Chapter and must provide that after such provision of Rules the Rules of the Chapter can be amended only by the members of the Chapter;
 - c. appoint the first Chapter Committee; and
 - d. provide funds to the Chapter each financial year based on the number of financial members of the Chapter at the last day of the previous financial year provided that such funds must be equal to not less than Fifty per centum (50%) of the annual subscriptions paid by members of the Chapter in respect of the previous financial year.

- 82.** a. Each Chapter set up under clause 80 may undertake such activities as the Association is itself authorised to undertake under this Constitution in pursuance of the objects of the Association.
- b. Each Chapter established pursuant to clause 80 for New Zealand or any of the States stipulated in clause 80 shall be entitled to manage in accordance with its own determinations and subject to this Constitution, any funds transferred to the Association from the ANZELA Inc which prior to such transfer were recorded as funds of the equivalent Chapter of ANZELA Inc.
- c. Each Chapter shall be entitled to manage in accordance with its own determinations and subject to this Constitution, all funds raised by or in connection with the activities of that Chapter, and all funds provided to it under clause 81d.
- d. In managing the funds of a Chapter, each Chapter shall be entitled to act independently of the Committee provided that the provisions of this Constitution and of the Rules of the Chapter are complied with and provided that all expenditures are in furtherance of the objects of the Association and otherwise according to law and provided that the Chapter co-operates fully with the Committee in ensuring that the financial and taxation obligations of the Association are complied with according to law.
- 83.** The Secretary must advise each Chapter of the names and addresses of members of that Chapter.
- 84.** The Committee may elect to wind up or dissolve any Chapter the membership of which falls below ten (10) or any Chapter that in its opinion is undertaking activities that are contrary to the provisions of this Constitution, but must not do so until after having given one month's notice of its intention to do so to each member of the Chapter.
- 85.** a. Each Chapter must keep accounts of the Chapter's business in a form approved by the Committee.
- b. By 31st March of each year, each Chapter must provide to the Secretary a copy of its accounts and a report on its activities for the previous financial year.
- c. A Chapter may admit to Associate Membership of the Chapter a member of the Association who is recorded under clause 20c as a member of another Chapter on such terms and conditions as it sees fit including payment of such additional subscription (payable to the Chapter for retention by it), if any, as it sees fit provided that such Associate Membership shall confer no voting rights or rights to seek office in the Chapter and no additional voting rights or additional rights to seek office in the Association.

COMMITTEES

- 86.** The Committee may delegate any of its powers to subcommittees consisting of such persons as it thinks fit and may revoke such delegation. Any subcommittee so formed must conform to any rules imposed upon it by the Committee. The meetings and proceedings of any such subcommittee consisting of two or more members are governed by the clauses of this Constitution for regulating the meetings and proceedings of the Committee so far as the same are applicable and are not superseded by any rule made by the Committee under this clause.

JOURNAL

- 87.**
- a. A journal and/or newsletter may be published by the Association.
 - b. The Editor of any journal and/or newsletter published by the Association shall be appointed by the Committee.
 - c. The Editor is responsible for the publication of the journal and the newsletter (if any).
 - d. The Editor is to draw up a statement of editorial policy for guidance to members of the Association and outside contributors.

ACCOUNTS

- 88.**
- a. The Committee must cause the Association to keep accounts of the Association's business in accordance with the Corporations Law.
 - b. The Committee must cause the accounts of the Association to be:
 - i. audited by an auditor appointed by the members at the Annual General Meeting; and
 - ii. laid before the annual general meeting of the Association in accordance with the Corporations Law.
 - c. The accounts referred to in paragraph a. above must be available for inspection by members.
- 89.** A copy of the accounts must be sent to all persons entitled to be sent notices of general meetings together with the notice of the annual general meeting, as required by the Corporations Law.
- 90.** The accounts when audited and approved by a general meeting are conclusive except as regards any material error discovered in them within 6 months next after their approval. Whenever any material error is discovered within that period, the accounts must immediately be corrected and then they are conclusive.

NOTICES

- 91.** Notices must be in writing.
- 92.** A notice may be served by the Association on a member by any of the following methods:
- a. by serving it personally on the member;
 - b. by leaving it at the registered address;
 - c. by sending it by post in a prepaid letter, envelope or wrapper addressed to the member at the registered address;
 - d. by sending it by facsimile transmission to a facsimile number nominated by the member for the purpose of serving notices on the member; or
 - e. by sending it by electronic mail to an electronic mail address nominated by the member for the purpose of serving notices on the member.

- 93.** Each member whose registered address is not in Australia may notify the Association of an address in Australia which is deemed to be that member's registered address for the purpose of serving notice.
- 94.** Any notice sent by post, air-mail or air courier is deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier. In proving service, it is sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier. A certificate in writing signed by any officer of the Association that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive.
- 95.** Any notice sent by facsimile transmission or electronic mail is deemed to have been served on receipt by the Association of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicates that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.
- 96.** Any notice sent by post to or left at the registered address is deemed to have been properly served even if the member is then dead or bankrupt and whether or not the Association has notice of the death or bankruptcy.
- 97.** The signature to any notice given by the Association may be written or printed or a facsimile of the signature may be affixed by mechanical or other means.
- 98.** Where a period of notice is required to be given, the day on which the notice is served and the day of doing that act or other thing is not included in the number of days or other period.

INDEMNITY

- 99.** To the extent permitted by law, the Association indemnifies every officer of the Association and of a Chapter against any liability incurred by that person:
- a. in his or her capacity as an officer of the Association or of a Chapter, and
 - b. to a person other than the Association or a related body corporate of the Association
- unless the liability arises out of conduct on the part of the officer which involves a lack of good faith.
- 100.** The Association indemnifies every officer of the Association and of a Chapter against any liability for costs and expenses incurred by the person in his or her capacity as officer of the Association or of a Chapter:
- a. in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - b. in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Law.
- 101.** The Association may pay a premium in respect of a contract insuring a person who is or has been an officer of the Association or of a Chapter against a liability incurred by the

person as an officer of the Association or of a Chapter except in circumstances prohibited by the Corporations Law.

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