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CONSTITUTION FOR APEN LTD

Australasia-Pacific Extension Network (APEN) Ltd

FINAL DRAFT FOR AGM
A non-government not-for-profit
public company limited by guarantee

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1 COMPANY NAME

The name of the Company is Australasia-Pacific Extension Network (APEN) Limited, in this Constitution called “APEN” or the “Company”.

2 TYPE OF COMPANY

The Company is a non-government not-for-profit public company limited by guarantee.

This Constitution displaces the Replaceable Rules as per Section 135 of the Corporations Act.

3 DEFINITIONS AND INTERPRETATION

In this Section, the grouping of terms for definition under broad subheadings is for convenience only. Throughout this Constitution, any title pages, headings, tables of contents and appendices are for convenience only and do not form part of this Constitution or affect its interpretation. Under this Constitution, unless the contrary intention appears:

- 3.1 **The Act** means the Corporations Act 2001, Australia and includes any amendment or re-enactment of it or any legislation passed in substitution for it.
- 3.2 **Constitution** means this document, the Constitution of APEN, as amended or supplemented from time to time.
- 3.3 **By-Laws** means the by-laws (alternatively known as policies) that can be created by the Board as per Section 14.
- 3.4 **Company** means Australasia-Pacific Extension Network Ltd.
- 3.5 **Extension** means those activities and practices undertaken by extension professionals which include enabling and facilitating change, fostering different perspective, building trust and creating momentum, learning by going and learning from each other.
- 3.6 **Financial Year** means the year ending on 30 June.

Membership

- 3.7 **Annual Subscription** means the annual subscription payable by Members as per Section 6.3.
- 3.8 **Joining Fee** means the one off fee payable upon entry as a Member.
- 3.9 **Member** means a member of APEN.

The Board, Company Officers and Committees

- 3.10 **The Board** means the Board of APEN comprised of the Directors.
- 3.11 **Director** means any person holding the position of a Director of the Company and Directors means the Directors for the time-being of the Company or, as the context permits, such number of them as have authority to act for the Company.
- 3.12 **Committee or Sub-Committee** means a committee of Members established in accordance with Section 7.2.3.
- 3.13 **Officer** means an officer of the Company consistent with the definition of an Officer in the Act.
- 3.14 **Company Secretary** means an individual appointed by the Board as the Company Secretary of APEN with responsibilities including those contained in the Act.

Regional Coordinators and the Regional Activities Committee

- 3.15 **Regions** are geographic areas with boundaries determined by the Board from time to time around which Company activity is based.
- 3.16 **Regional Coordinators** are Members in a region endorsed by the Board to take the position of Regional Coordinator and as a member of the Regional Activities Committee.
- 3.17 **The Regional Activities Committee or RAC** means the permanent subcommittee reporting to the APEN Board comprised of all current APEN Regional Coordinators, and responsible for (i) ensuring that relevant events and activities are delivered to the Members in all regions; and (ii) keeping the Board advised on regional interests and issues.
- 3.18 **Common Interest Group** means any group of Members who identifies themselves as and are prepared to have the Board identify them as, a sub-group, associate or affiliate of APEN as per Section 9.
- 3.19 **Event and/or Activity Coordinator** means a Member who, singly or with other Members, leads a Common Interest Group or similar sub-group of APEN.

General Meetings

- 3.20 **General Meeting** means a General Meeting of APEN members, whether Annual or Special, convened in accordance with Section 12.
- 3.21 **Annual General Meeting or AGM** means the Annual General Meeting of APEN members convened in accordance with Section 10.
- 3.22 **Special General Meeting** means a General Meeting of members that is not an AGM, convened to transact any Special Business in accordance with Section 11.
- 3.23 **Ordinary Business** means the ordinary items of business transacted at an AGM as per Section 10.4.
- 3.24 **Special Business** means (i) at an AGM, any item of business transacted at an AGM that is not the Ordinary Business of an AGM as per Section 10.4; or (ii) any item of business transacted at a Special General Meeting as per Section 11.2.

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4 OBJECTS AND PURPOSES

4.1 STATEMENT OF OBJECTS AND PURPOSES

4.1.1 The Objects and Purposes of APEN are:

- 1) To improve the practice and profession of Extension by contributing to the training and education of Extension practitioners, researchers and educators; contributing to the setting of professional standards; and the dissemination of social science and other research relevant to the implementation of effective Extension approaches and practices.
- 2) To raise the public profile of Extension among governments, universities, industry organisations and non-government groups and individuals that employ or benefit from extension outcomes;
- 3) To act as an information resource on Extension by sharing, pooling and accessing skills, knowledge and experiences of members and others;
- 4) To improve networking amongst Extension practitioners to increase collaboration between individual members and institutions across Australia, New Zealand and the broader Australasia-Pacific region;

- 5) To support innovation in Extension through information, networking and forums for debate and learning;
- 6) To facilitate the development of better tools for evaluating the effectiveness of Extension programs;
- 7) To contribute to a common understanding of Extension among stakeholders and of its benefits and contributions across a wide range of human activities.

4.2 ASSETS AND INCOME – RELATION TO OBJECTS AND PURPOSES

4.2.1 The assets and income of APEN shall be applied solely in furtherance of its above-mentioned objects and purposes and no portion shall be distributed directly or indirectly to the Members of the organisation except as bona fide compensation for services rendered goods supplied, or expenses properly incurred for the organisation at fair and reasonable rates or rates more favourable to the organisation.

4.2.2 In the event of APEN being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar objects and purposes which is not carried on for the profit or gain of its individual members.

5 POWERS

5.1 APEN has and may exercise all the powers of a company limited by guarantee under the Act, and may do all such other things as are incidental or conducive to the attainment of the objects and purposes of APEN and the exercise of the powers of APEN.

MEMBERSHIP

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6.1 CLASSES OF MEMBERS

6.1.1 The membership of APEN shall consist of the following classes of Members:

- Professional Members: an individual who meets a minimum formal or informal training or experience as determined by the Board, and commit to ongoing professional development requirements, they must pay a Joining Fee and an Annual Subscription and have voting rights;
- Ordinary Members: these individuals do not meet the requirements of a Full Member, however they must pay a Joining Fee and an Annual Subscription and will have voting rights;
- Student Members; individuals must be currently enrolled in formal study, and they must pay a Joining Fee and an Annual Subscription and will have voting rights;
- Retired Professionals; individuals who previously worked in a related field, they must pay a Joining Fee and an Annual Subscription and will have voting rights;
- Life Members; an APEN Member who has contributed in an outstanding way and who has been nominated by Members and appointed by the Board as a life member, they are not required to pay an Annual Subscription and have voting rights;

- Honorary Members; an individual who is not an APEN Member but has contributed in an outstanding way and been nominated by Members and appointed by the Board as an honorary member, they are not required to pay a Joining Fee or Annual Subscription and have no voting rights.

and in addition may include the following classes of Members:

- International Affiliates – international organisations dedicated to Extension can join as affiliates and will have no voting rights;
- Corporate Members – corporate entities may join in order for their employees to participate, with a payment structure and voting rights to be determined by the Board.

6.1.2 Full Members and Ordinary Members at any General Meeting shall from time-to-time determine the conditions for and rights of the classes of Members listed in 6.1.1 by way of amendment to the By-Laws of the Company.

6.1.3 Individuals are natural persons.

6.1.4 The number of Members shall be unlimited.

6.2 APPLICATION FOR MEMBERSHIP

6.2.1 A person may apply to become a Member of APEN by writing to the Company Secretary stating that they:

- want to become a Member;
- support the purposes of APEN

6.2.1 - meet any criteria relevant to their category of membership;
 6.2.1 - agree to comply with APEN's constitution.

6.2.2 A person who applies and is approved for membership as provided in this Constitution is eligible to be a Member of APEN on payment of the Joining Fee (if required) and first Annual Subscription payable under this Constitution.

6.2.3 Individuals shall only be admitted to membership:

- if he or she has applied or re-applied for membership as provided in Section 6.2.1; and
- the admission as a Member is approved by the APEN Board in accordance with the Membership Policy adopted by the Board.

6.2.4 Upon a nomination being approved by the Board, the Company Secretary of APEN shall, with as little delay as possible, notify the nominee in writing of the approval for membership of APEN.

6.2.5 The Company Secretary shall enter the nominee's name in the register of Members and, upon the name being so entered, the nominee becomes a Member of APEN.

6.2.6 A right, privilege, or obligation of a person by reason of membership of APEN:

- is not capable of being transferred or transmitted to another person; and
- terminates immediately if a person stops being a Member.

6.2.8 A person immediately stops being a Member if they die, resign, default in payment of Annual Subscription, are expelled or in the case of a corporate are wound up, dissolved, or deregistered.

6.2.7 All Members must abide by the Code of Ethics of APEN.

6.3 JOINING FEE AND ANNUAL SUBSCRIPTION

- 6.3.1 The Joining Fee and the Annual Subscription for international affiliates and corporate members, shall be determined by the Board, and for all other types of Members will be determined by the Annual General Meeting.
- 6.3.2 The Annual Subscription is payable in advance on or before 1 September in each year.

6.4 REGISTER OF MEMBERS

- 6.4.1 The Company Secretary shall keep and maintain an up to date register of Members recording the full name, address and date of commencement and/or cessation of membership and the register shall be available for inspection in accordance with the Act. The register may contain other relevant information supplied by Members.

6.5 RESIGNATION AND EXPULSION OF MEMBER

Members may resign their Membership by writing to this effect to the Company Secretary and will receive a pro-rata refund of the Annual Subscription.

Expulsion

- 6.5.1 Subject to this Constitution, the Board may by resolution:
- (i) expel a Member from membership of APEN; or
 - (ii) suspend a Member from membership of APEN for a specified period;

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if the Board is of the opinion that the Member:

- (a) has committed any breach of any clause of this Constitution, a By-Law or the APEN Code of Ethics; or
 - (b) has acted in a manner which is detrimental to the interests of the Company; or
 - (c) no longer complies with the membership requirements of the Company.
- 6.5.2 If the Board passes a resolution under clause 6.5.1, the Company Secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:
- a) setting out the resolution of the Board and the grounds on which it is based;
 - b) informing the Member of the option to inform the Member of the ability to lodge within 15 days with the Company Secretary a notice to the effect that he or she wishes to appeal to APEN in a Special General Meeting against the resolution.
- 6.5.3 A resolution of the Board under clause 6.5.2 does not take effect unless:
- (i) 15 days passes without notice of appeal under 6.5.2(b); or
 - (ii) where the Member exercises a right of appeal to APEN under clause 6.5.2(b), APEN confirms the resolution in accordance with this clause at a Special General Meeting.
- 6.5.4 If the Company Secretary received a notice under clause 6.5.3 the Company Secretary shall notify the Board and the Board shall convene a Special General meeting of APEN to be held within twenty-one (21) days of the date on which the Company Secretary received the notice.
- 6.5.5 At a Special General meeting of the Company convened under clause 6.5.4:

- (i) no business other than the question of the appeal shall be transacted;
- (ii) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (iii) the Member will have the opportunity to place before the meeting a written statement and to speak to it in relation to the resolution;
- (iv) the Members present and entitled to vote shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

6.5.6 If at the General Meeting:

- two-thirds or more of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- in any other case, the resolution is revoked.

7 BOARD AND MANAGEMENT

7.1 OVERALL MANAGEMENT STRUCTURE

7.1.1 The overall management structure of APEN shall consist of the following bodies and offices:

- A Board responsible for overall management of the Company, from which the following Officeholders will be drawn:

- President;
- Vice-President;
- Treasurer;

Company Secretary;

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- The Regional Activities Committee, comprised of elected Regional Coordinators (1 per region) whose primary role is to assist the Board in implementing strategy and regional activities and events, and secondarily to advise the Board on regional issues and interests;
- Other roles as the Board determines necessary from time to time including if required an Executive Officer;
- Any other Officers, staff, contractors, subcommittees and/or Member volunteers or agents such as the Board considers necessary from time to time for the effective management of APEN.

7.2 THE BOARD OF DIRECTORS.

7.2.1 The Board of Directors shall consist of a minimum of 5 and maximum of 9 Directors; providing that:

- (i) all Directors shall confirm their eligibility to be a Director under the Act before nominating for election and/or assuming the role of Director;
- (ii) Where possible, at least one Director should be resident outside Australia;
- (iii) all Directors must be Members of APEN.

7.2.2 The Board shall control and manage the business and affairs of APEN.

7.2.3 The Board may, subject to this Constitution, create sub-committees to undertake relevant tasks with set charters outlining their role and responsibilities.

7.2.4 The Board may exercise all such powers and functions as may be exercised by APEN, other than those powers and functions that are required by this Constitution or the Act to be

exercised by general meetings of the Members.

- 7.2.5 Subject to this Constitution and the Act, the Board has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of APEN and to delegate such powers to a Committee, an employee of the Company or any other person, as it sees fit. The delegation must be recorded in the Company's minute book.
- 7.2.5 The Directors must decide on the responsible financial management of the Company including:
- (a) any suitable written delegations of power, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 7.2.6 The Company may from time to time by resolution passed at a General Meeting increase or reduce the minimum and maximum number of Directors subject to the requirements of the Act.

7.3 BOARD OFFICEHOLDERS

Elected Officeholders

- 7.3.1 The Vice-President and Treasurer of APEN shall be elected by the Board at the first Board meeting following the AGM, and the term of office shall be for one year, after which the office is declared vacant. A Vice-President or Treasurer so elected shall not hold the same office for more than four (4) terms.
- 7.3.2 Nomination and Election of the APEN President:
- (i) Prior to an AGM when the office of President will become vacant, the Board will nominate a Director for the office of President, in writing using a form approved by the Board and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
- (ii) The Board's nominee for President is to be put forward to the membership of APEN not less than 14 days before the date fixed for the holding of the AGM.
 - (iii) The President will be elected by a vote taken among Full Members and Ordinary Members at the AGM, or alternatively by a vote conducted before the AGM by mail, e-mail or some other appropriate method as deemed by the Board in such usual and proper manner as the Board may direct.
- 7.3.3 A Director elected as APEN President under Section 7.3.2 shall be elected for a term of three (3) years, after which the office is declared vacant. A President may be re-elected for a consecutive term of three years and shall serve for no more than these two (2) consecutive terms as President.

Board-appointed Officeholders

- 7.3.4 The Company Secretary is a Board-appointed Officeholder under this Constitution, and is not a Director by virtue of holding such office, but only if separately elected or appointed as a Director.
- 7.3.5 The Immediate Past President is a Board-appointed Officeholder under this Constitution that, unless the Board makes a determination to the contrary, shall be conferred automatically upon all outgoing Presidents upon the end of their Presidencies, and Immediate Past Presidents so appointed shall hold this office for no more than a single 12-month term, and are not Directors by virtue of holding this office, but only if separately appointed as a Director.

7.3.6 The Board may remove, release or re-appoint a person from an Officeholder role without recourse to a General Meeting.

7.4 NOMINATION, ELECTION AND APPOINTMENT OF DIRECTORS

7.4.1 Nominations for the election of Directors

7.4.1.1 The Board will be a skills based Board.

7.4.1.2 The Board will set and follow an agreed process based on principles of good corporate governance to identify potential new Board members with the required skills for nomination.

7.4.1.3. The call for nominations for upcoming Director vacancies is to be issued to all Members not greater than four and not less than two months before the date set for the AGM, and nominations are to be open for not less than 4 weeks and must reference the required skills of the candidates.

7.4.1.4 Nominations shall be made in writing using the form approved by the Board, signed by two Members of APEN and accompanied by the written consent to act of the candidate and be accompanied by information highlighting the candidates skills. They must be delivered to the Company Secretary of APEN not less than 50 days before the date fixed for the holding of the AGM;

7.4.1.5. The Board will consider all nominations received in accordance with this clause and select persons to recommend for appointment as Directors to the General Meeting. Details of nominations will be included in the Notice of Meeting for the AGM.

7.4.1.6. If the number of Directors is reduced to fewer than three or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to three (or higher if required for a quorum) or calling a general meeting but for no other purpose.

7.4.2 Election of Directors

Each Director must be elected by separate ordinary resolution of the AGM in accordance with the Act.

7.4.3 Appointment of Casual Directors

The Board may at any time, subject to the conditions imposed by Section 7.4.1 and with respect to the skills needs of the Board, recruit and casually appoint Directors to assist with the management of APEN, and these Directors shall hold office until the next Annual General Meeting and will have all the ordinary rights and obligations of Directors.

7.4.4. Vacation of Board role

The position of a Director will be vacant if the Director:

- a) dies;
- b) resigns from the Board:
 - i. by notice in writing given to the Company Secretary; or
 - ii. by effectively resigning as a result of missing two (2) consecutive Board meetings
- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under law relating to mental health;
- d) ceases to be a Member of APEN;
- e) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his/her creditors, or makes any assignment of his/her estate for their benefit;
- f) is removed as a Director as per 7.7; or

- (g) ceases to be eligible to be a Director under the Corporations Act 2001 (Cth) or other applicable legislation.

7.4.5 Resolving Casual Vacancies in officeholder role on the Board

In the event of a casual vacancy occurring in any Officeholder role referred to in 7.3.1, the Board will appoint any one of the Directors to the vacant officeholder role and the Director so appointed may continue in that officeholder role up to and including the conclusion of the AGM next following the date of the appointment (or the end of the leave-period in the case of a leave-related vacancy).

7.5 DIRECTOR TERMS AND MAXIMUM PERIODS OF SERVICE

- 7.5.1 The term of any Director shall be three (3) years from election at the AGM and they shall be eligible to serve for no longer than two (2) consecutive terms.
- 7.5.2 The maximum permitted period of consecutive service as an APEN Director (as per 7.5.1) does not apply in the case of a Director who is elected President for whom serving a full three (3) term as President would exceed the maximum number of years of consecutive Director service as set out in 7.5.1. In such cases, the Director elected as President may continue to serve as Director and President until the expiration of the current Presidential term, and for a further twelve months as Immediate Past President.
- 7.5.3 With respect to the length of Director terms and service periods, a 'year' refers to the period between consecutive AGMs.
- 7.5.4 In the case of Directors first appointed to the Board as a casual vacancy, their first term of office with respect to 7.5.1 shall only commence on their election to the Board by Members at the next AGM.
- 7.5.5 In general, with respect to the formal declaration of vacancies and assessment of maximum term limits (and noting the special cases for casual vacancies as per 7.5.5. and any other exceptions);
- a) The three-year terms of Directors shall commence at the conclusion of the AGM where they are elected, and end at the commencement of the AGM where they are due for re-election or retirement.
 - b) The term of an Officeholder of APEN, except for President, commences at the time of the election of that Director to office by the Board, and concludes at the commencement of the first Board meeting following each AGM when all Officer positions except President are declared vacant.
 - c) A term of the APEN President commences during the AGM when the President's election is confirmed by the Members, and concludes during the AGM when the new President's election is confirmed by the Members.

7.6 DIRECTORS' LEAVE

If a Director requires a leave of absence from a meeting or meetings written notice should be provided to the President and Company Secretary and the matter will be considered and resolved by the Board. An approved leave of absence cannot be granted for more than two consecutive meetings..

7.7 REMOVAL OF DIRECTORS

- 7.7.1 APEN in a Special General Meeting may by resolution remove any member of the Board before the expiration of the Director's term of office. .

7.7.2 To pass a resolution to remove a Director from office, a notice of intention to pass this resolution must be given to APEN at least two months before the meeting is scheduled to be held. After APEN receives the notice, APEN must then give the Director a copy of the notice as soon as possible.

7.7.3 In response, the Director has a right to put their case to the shareholders by providing a written statement and speaking at the meeting. APEN must circulate this written statement to the shareholders.

7.8 REMUNERATION OF DIRECTORS

7.8.1 No payment shall be made to any Directors (except to a Director in the capacity as an employee of the Company) other than the payment:

- a) of out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board; and
- b) for any service rendered to APEN by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is not more than an amount which commercially would be reasonable for the service, noting that the conflict of interest provisions will apply to deliberations and voting on any matters related to the service.

7.8.2 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Act and this Constitution).

7.9 PROCEEDINGS OF THE BOARD

7.9.1 The Board of Directors shall meet at least four (4) times in each year in such a manner and at such place and such times as the Board may determine.

7.9.2 Special meetings of the Board may be convened by the President or by any three (3) members of the Board.

7.9.3 Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

7.9.4 A majority of Directors of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

7.9.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the 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 a special meeting in which case it lapses.

7.9.6 At meetings of the Board, the President, or in the President's absence the Vice-President shall preside as Chair. In their absence, the members present shall elect one of their number to preside as Chair at the meeting.

7.9.7 Questions arising at a meeting of Board or of any sub-committee appointed by the Board shall be determined on a show of hands or a count of voices, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

7.9.8 Written notice of each Board meeting shall be served on each member of the Board by delivering it to the member at a reasonable time before the meeting, or by sending it by pre-paid post, facsimile or email (or other method of communication approved by the Board) addressed to him or her at his or her usual or last known place or abode at least ten business days before the date of the meeting or via Board approval of an annual calendar of dates which is circulated to Directors.

7.9.9 No proceedings of the Board shall be invalidated by reason of the fact that a Director takes part in a meeting or votes on a resolution of the Board whilst disqualified unless the other Directors at the meeting knew of or could reasonably have known of the disqualification.

7.9.10 A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

7.9.11 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors and which gives them reasonable ability to participate in the meeting. The Directors' agreement may be a standing (ongoing) one.

7.9.12. The Directors may pass a circular resolution without a Directors' meeting being held. A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution by signing:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy. ; or
- (c) by agreeing via email or other electronic means to the resolution.

A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out above.

7.9.13 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):

- (a) to the other Directors, or
- (b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.

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The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as permitted by the clause below:

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

A Director may still be present and vote if:

- (a) their interest arises because they are a Member of the Company, and the other Members have the same interest;
- (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company;
- (c) their interest relates to a payment by the Company due to indemnity, or any contract relating to an indemnity that is allowed under the Corporations Act;
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter, or
- (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

7.10 REGIONAL COORDINATORS AND THE REGIONAL ACTIVITIES COMMITTEE (RAC)

7.10.1 Regional Coordinators are nominated by APEN members in their region and endorsed by the Board in accordance with processes implemented by the Board. The resultant group of Regional Coordinators, known as the Regional Activities Committee (RAC) is to be ratified by Members at the AGM, and is to function as a permanent sub-committee of the APEN Board charged primarily with delivering activities and events for members across all the APEN regions, and secondarily with keeping the Board informed and advised on regional issues and interests.

7.10.2 There is nothing in this Constitution to prevent Regional Co-ordinators from being concurrently elected or appointed as Directors of APEN.

8 REGIONS

8.1 Members living in the same region may request in writing authority to form a region of APEN.

8.2 The request shall include:

- the name of the state, territory or nation;
- the name of an appropriate Regional Coordinator;

8.3 Upon acceptance by the Board, a Regional Coordinator will be appointed to fill the role of newly-created vacancy and will become a member of the Regional Activities Committee until the commencement of the next AGM.

8.4 Regions are not required to conduct AGMs or maintain their own accounts.

9 COMMON INTEREST GROUPS OR OTHER SUB-GROUPS

9.1 A common interest group or other sub-group within APEN refers to any group of APEN members that is approved by the Board and:

- a) Identifies themselves as having common geographic location or interests;
- b) Identifies themselves as a sub-group of APEN;
- c) Nominates an Events and/or Activity Coordinator to liaise with the relevant Regional Coordinator.

9.2 Members who are living in a similar geographic area or working in a similar discipline or who share similar interests may create their own sub-group of APEN members, in consultation with their Regional Coordinator.

9.3 Common interest groups or similar sub-groups are not required to conduct AGMs or maintain their own accounts

9.4 Proposals to formalise a common interest group or similar sub-group will require Board approval following endorsement through the RAC, and Event and Activity Coordinators' contact details will be made available to other APEN members.

9.5 **A common interest group will be considered to have wound up after 2 years of inactivity, or following advice from the relevant sub-group or Regional Coordinator that the group is no longer active.**

9.6 The Board may in its discretion resolve to disassociate from such Groups as an when it considers it appropriate.

10 ANNUAL GENERAL MEETING

10.1 The Board shall in each calendar year convene an AGM of APEN's members.

- 10.2 The AGM shall be held on such a day as the Board determines and in such a way, for instance through face-to-face, tele-conferencing, digital conferencing, or some other synchronistic electronic / virtual means, as the Board decides.
- 10.3 The AGM shall be specified as such in the notice convening it.
- 10.4 The Ordinary Business of the AGM shall be:
- a) To confirm the minutes of the last preceding AGM and any general meeting held since that meeting;
 - b) To receive from the Board reports upon the transactions of APEN during the preceding financial year including the President's and auditor's reports;
 - c) To elect the Directors of APEN, the APEN President and APEN Regional Coordinators in place of those retiring;
 - d) To appoint the Auditor or Auditors (if necessary);
 - e) To confirm the appointment of the Company Secretary and the physical address of the Company's registered office.
- 10.5 The AGM may also transact Special Business of which notice is given in accordance with this Constitution.
- 10.6 The AGM shall be in addition to any other General Meetings that may be held in the same year.

11 SPECIAL GENERAL MEETING

11.1 All General Meetings of the members other than the AGM shall be called Special General Meetings.

11.2 The Board may, whenever it thinks fit, convene a Special General Meeting of APEN and, where, but for this sub-clause, more than fifteen months would elapse between AGMs, shall convene a Special General Meeting before the expiration of that period.

11.3 A member desiring to bring any business before a General Meeting may give notice of that business in writing to the Company Secretary of APEN, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

Member-Requisitioned Special General Meetings

11.4 The Board shall, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a Special General Meeting of APEN.

11.5 The request for a Special General Meeting shall state the objects of the meeting and shall be signed (by hand or digital equivalent) by the members making the request and be sent to the address of the Company Secretary of APEN and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

11.6 If the Board does not cause a Special General Meeting to be held within the month after the date on which the request is sent to the address of the Company Secretary of APEN, the members making the request, or any of them, may convene a Special General Meeting to be held not later than three months after that date.

11.7 A Special General Meeting convened by members in pursuance of this Constitution shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and, all reasonable expenses incurred in convening the meeting shall be refunded by APEN to the persons incurring the expenses.

12 PROCEEDINGS AT GENERAL MEETINGS

12.1 CALLING A GENERAL MEETING

- 12.1.1 Upon the fixing of a date for a General Meeting of APEN, the Company Secretary shall, cause to be sent to each member of APEN at any address appearing in the register of members or address otherwise provided for that purpose by the Member (e.g. an electronic address), a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 12.1.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 12.1.3 The minimum Notice period for a General Meeting is 28 days.
- 12.1.4 The Company must give its Auditor:
- notice of a General Meeting in the same way that a Member is entitled to receive notice; and
 - any other communications relating to a General Meeting that a Member is entitled to receive.
- 12.1.5 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate proceedings of that General Meeting.
- 12.1.6 The Company may hold a General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present in person at the meeting.

12.2 ITEMS OF BUSINESS

- 12.2.1 All business that is transacted at a Special General Meeting and all business that is transacted at the AGM (with the exception of that specially referred to in this Constitution at 10.4 as being the Ordinary Business of the AGM) shall be deemed to be Special Business.
- 12.2.2 No items of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.

12.3 QUORUM

- 12.3.1 Five (5) Full Members or Ordinary Members personally present or present through synchronistic communication (such as tele-conferencing), being Members entitled under this Constitution to vote at a General Meeting, constitute a quorum for the transaction of the business of a General Meeting.
- 12.3.2 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, then:
- if the meeting was convened upon the requisition of Members it shall be dissolved;
 - and in any other case shall stand adjourned to the same day in the next week at the same time and at the same place (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned); and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall be a quorum.

12.4 CHAIR

- 12.4.1 The President, or in the President's absence, the Vice-President, shall preside as the Chair at each general meeting of APEN. In their absence, the Members present shall elect a

Director to preside as Chair for the meeting.

- 12.4.2 The Chair of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 12.4.3 Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- 12.4.4 Except as provided in clause 12.4.3 it is not necessary to give notice to all members of an adjournment or of the business to be transacted at an adjourned meeting.
- 12.4.5 The Chair is responsible for the conduct of the General Meeting, and for this purpose must give members opportunity to make comments and ask questions (including to the auditor (if any)).

12.5 VOTING

- 12.5.1 A question arising at a General Meeting of APEN shall be determined on a show of hands (or other means appropriate to types of synchronistic communication), and unless, before or on the declaration of the show of hands, a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Company is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 12.5.2 Upon any question arising at a General Meeting of APEN each Full Member and Ordinary Member has one vote only.
- 12.5.3 All votes shall be given personally, electronically or by proxy.
- 12.5.4 In the case of an equality of voting on a question, the Chair of the Meeting is entitled to exercise a second or casting vote.
- 12.5.5 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on the question.
- 12.5.6 A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chair may direct.
- 12.5.7 Each Member is entitled to appoint another Member as a proxy by a notice given to the Company Secretary of APEN no later than 24 hours before the time of the meeting in respect of which the proxy is appointed and appointments of proxies may be standing appointments or appointments for a specific time period.
- 12.5.8 The notice appointing the proxy shall be in the form approved by the Board from time to time. A proxy appointed to attend for a Member has the same rights as the Member to speak and vote at the meeting. A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting. A proxy appointment may specify the way the proxy must vote on a particular resolution.

13 EXECUTION OF DOCUMENTS

- 13.1 A document shall be validly executed and shall be binding upon the Company if it is signed by:
- any two (2) Directors,; or
 - the Company Secretary and either the President or Vice-President of APEN.
- 13.2 Subject to the Act or other requirements imposed upon it, the Board may determine from

time to time the circumstances under which hand-written signatures are required or where electronically-transmitted copies or digital equivalents are sufficient.

- 13.3 Directors who have any interest in the transaction may not sign any instrument on behalf of the Company.
- 13.4 Unless the Directors make a determination to the contrary, the Company shall not have a common seal. Should such a determination be made, the Board shall determine the conditions for its security and use.

14 BY-LAWS AND REGULATIONS

- 14.1 The Board may from time to time to make such By-Laws or Regulations (which may alternatively be known as Policies and Procedures) as are in its opinion necessary and desirable for the proper control, administration and management of the Company's affairs, operations, finances, interests, effects and property and to amend and repeal those By-Laws or Regulations from time to time.
- 14.2 A By-Law or Regulation must be subject to this Constitution and must not be inconsistent with any provision contained in this Constitution. A By-Law or Regulation which, directly or indirectly, is inconsistent with a provision of this Constitution or the Act is invalid.
- 14.3 When in force, a By-Law or Regulation is binding on all Members and has the same effect as this Constitution.
- 14.4 The Board will adopt such measures as it deems appropriate to bring to the notice of Members all By-Laws, amendments and repeals.
- 14.5 The Board is the sole authority for interpreting the By-Laws or Regulations.
- 14.6 The Company may at a General Meeting pass a resolution (except for a Special Resolution) making, altering or revoking a By-Law or Regulation dealing with:
 - the rights or obligations of members, or
 - other matters which are not specified in this Constitution or the Act.

15 INDEMNITY AND INDEMNITY INSURANCE PREMIUMS

- 15.1 The Company indemnifies all current and former Officers (i.e. Directors **and** the Company Secretary) of the Company, out of the funds of the Company to the extent permitted by law, against all losses and liabilities (including costs, expenses and charges) incurred by such person as an Officer of the Company.
- 15.2 To the extent permitted by law the Company may, at the discretion of the Board, enter into and / or pay a premium in respect of a policy of insurance insuring a person who is (or has been) an **Officer** (or former **Officer**) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both), and the Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- 15.3 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of their actions or omissions then the Company shall not be required to indemnify the Officer under Section 15.1 except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.
- 15.4 The indemnity granted by the Company contained in Sections 15.1-15.3 shall continue in full force and effect notwithstanding the deletion or modification of these Sections, in respect of acts and omissions occurring prior to the date of the deletion or modification. The indemnity is a continuing obligation and is enforceable by an Officer even though that person is no longer an Officer of the Company.

16 FINANCES AND ACCOUNTS

- 16.1 The funds of APEN shall be derived from Joining Fees, Annual Subscriptions, sponsorships, donations and such other sources as the Board determines.
- 16.2 The funds will be held centrally in accounts managed by the Board.
- 16.3 All electronic transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be approved by two signatories approved by the Board.
- 16.4 The Board shall cause proper accounting and other records to be kept and shall copies of all financial records and Auditor's reports and other records as required by Law to every member.

17 AUDIT

- 17.1 A properly qualified Auditor or Auditors must be appointed by the Company, and the auditor's remuneration and duties regulated in accordance with the Act.

18 NOTICES

- 18.1 A notice may be served by or on behalf of APEN upon any Member either personally, by sending it by post, or some other means approved by the Board, to the Member at the address shown in the Register of Members (including an electronic address provided for that purpose).
- 18.2 Where a document is properly addressed, prepaid and posted to a person as a letter, or by some other means approved by the Board, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post, and in the case of electronic delivery, within 4 hours of having been sent.

FINAL DRAFT FOR AGM

19 CUSTODY OF RECORDS

- 19.1 Except as otherwise provided in this Constitution, the Company Secretary shall maintain custody and control over all books, documents and securities of APEN.
- 19.2 All accounts, books, documents and securities of APEN shall be available for inspection by any Member of APEN upon request, at times, places and under conditions determined by the Board from time to time, provided that all Members shall have reasonable opportunity to inspect these records.

20 WINDING UP OR CANCELLATION

- 20.1 Each person who is a Member on, or was a Member within one year prior to, the day that the Company commenced winding up, undertakes to contribute to the property of the Company for:
- (i) payment of debts and liabilities of the company;
 - (ii) payment of the costs, charges and expenses of winding up; and
 - (iii) any adjustment of the rights of contributories among themselves.
- a) The amount that each Member or past Member is liable to contribute on winding up is limited to AUD\$1.00 (one dollar Australian).
- 20.2 In the event of the winding up or the deregistration of APEN, the assets of APEN shall be disposed of in accordance with the provisions of the Act and Section 4.2 in this Constitution.

21 ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 21.1 The Members may amend or repeal this Constitution, or a provision of this Constitution, by

Special Resolution passed at either an Annual General Meeting or at a Special General Meeting.

- 21.2 Notice for such a Special Resolution including the details of any proposed Constitutional change and proposed motions must be provided to members at least 28 days before the date set for the General Meeting to consider such changes.
- 21.3 A Special Resolution amending, adopting or repealing this Constitution, takes effect:
- (i) if no later date is specified in the resolution, then on the date on which the resolution is passed; or
 - (ii) on a later date specified in, or determined in accordance with, the resolution.
- 21.4 The Company must make available a copy of this Constitution (as amended from time to time) to all Members at all times as appropriate and/or on the request of a Member.
- 21.5 This Constitution, including the Statement of the Objects of APEN shall not be altered except in accordance with this Constitution and the Act.

FINAL DRAFT FOR AGM