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## Australasia-Pacific Extension Network Inc.

INC. A0029919P



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<p><b>THE PROPOSED NEW CONSTITUTION FOR APEN LTD AS PRESENTED TO THE MEMBERS FOR ADOPTION AT THE 2017 AGM OF APEN INC.</b></p>
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**Australasia-Pacific Extension Network (APEN) Ltd**  
**A non-government not-for-profit  
public company limited by guarantee**

FINAL VERSION FOR AGM

**This document is modified from the Constitution and Association Rules of APEN Inc.  
a not for profit association incorporated in the State of Victoria.**

<b>Document/Corporate History</b>
Certificate of Incorporation in Victoria granted to APEN Inc. on 9 <sup>th</sup> day of August, 1994
Original Rules lodged by Terry Makim (Interim President), 1994
Version 2 of APEN Inc Constitution lodged by John James (President), 2004
Version 3 of APEN Inc Constitution lodged by Austin McLennan (President), 2011
<i>This version (Version 1 of APEN Ltd Constitution) to be lodged with ASIC by the APEN President subject to a vote of the members at the 2017 AGM of APEN Inc.</i>

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**PROPOSED CONSTITUTION FOR  
AUSTRALASIA-PACIFIC EXTENSION NETWORK LTD**

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## **INTRODUCTION**

Welcome to Australasia-Pacific Extension Network (APEN) Limited.

This document is the Constitution for a Company Limited by Guarantee incorporated under the Corporations Act of the Commonwealth of Australia and contains a number of rules which set out how the Company is to be managed.

Directors and members should see the rules contained in this Constitution as the primary guide to how they must conduct the affairs of the Company. Where there is any doubt, reference should be made to the Corporations Act and advice sought from the Company's professional advisors.

### **Member and Director Duties**

As a member of the Company you are invited to participate in APEN in the following ways:

- Read and understand this Constitution. Refer to it when you need to clarify how the organisation operates;
- Be responsible for giving feedback. If you feel that the Company needs to evolve, or that this Constitution could be reviewed to improve our governance and operations, please give your feedback to the Board and/or the Company Secretary.

### **Legal rights**

The constitution gives members legally enforceable rights and if the Constitution is breached you may be able to take action to enforce compliance.

### **Be involved**

We look forward to your ongoing contribution through your membership with us. Enjoy yourself, continue to learn, understand your Company, and share the philosophies of the Company whilst continuing to work with people to manage innovation and change across a wide range of industries and communities.

All of these pages make up the Company's Constitution and are provided for your information and future reference.

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## 1 COMPANY NAME

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

## 2 TYPE OF COMPANY

- a) The Company is a non-government not-for-profit public company limited by guarantee.
- b) Subject to this Constitution, 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 contributaries among themselves.
- c) The amount that each Member or past Member is liable to contribute on winding up is limited to AUD\$1.00 (one dollar Australian).

## 3 REPLACEABLE RULES

This Constitution displaces the Replaceable Rules.

## 4 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:

- 4.1 **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.
- 4.2 **Constitution** means this document, the Constitution of APEN, as amended or supplemented from time to time.
- 4.3 **Replaceable Rules** means the Replaceable Rules as defined by the Act.
- 4.4 **By-Laws** means the by-laws (alternatively known as policies) that can be created by the Board as per Section 17.
- 4.5 **Company** means Australasia-Pacific Extension Network Ltd.
- 4.6 **Financial Year** means the year ending on 30 June.
- 4.7 **Section** or **clause** refers to a given section or relevant clause in this Constitution.

### ***Membership***

- 4.8 **Annual Subscription** means the subscription or membership fee payable by Members as per Section 5.3.
- 4.9 **Member** means an Ordinary Member of APEN.
- 4.10 **Financial Member** means a Member who has paid all moneys due and payable by the member to APEN, other than the amount of the annual subscription payable in respect of the current financial year.

### ***The Board, Company Officers and Committees***

- 4.11 **The Board** means the Board of APEN, which is comprised of Directors elected by the Members and any Board-appointed Directors.
- 4.12 **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.
- 4.13 **Elected Directors** means Directors elected to the Board by the Members in accordance with Section 8.4.3.
- 4.14 **Board-appointed Directors** means Directors appointed to the Board in accordance with Section 8.4.4.
- 4.15 **Committee or Sub-Committee** means a committee of Members established in accordance with Section 8.2.3.
- 4.16 **Officer** means an officer of the Company consistent with the definition of an Officer in the Act and are of two types comprising:
- a) Elected Officers who are Directors elected to the offices of President (following nomination by the Board and election by the Members) or of Vice-President and Treasurer (following nomination and election by the Board alone) in accordance with Sections 8.3.1 - 8.3.6;
- and
- b) Board-appointed Officers who are not Directors by virtue of their appointment to an office (and, in some cases, cannot be Directors due to their office), including but not limited to those appointed to the following offices:
    - Immediate Past President;
    - Chief Editor (Journal);
    - Editor (Member Communications);
    - Company Secretary;
    - Chief Executive Officer; and/or
    - Any other officer appointed by the Board and with appropriate delegation from the Board to represent the Company,
  - c) Exclusions: For the purposes of this Constitution, Regional Coordinators, Event and/or Activity Coordinators and other member volunteers, contractors, staff or personnel are not considered to be officers of APEN by virtue of their election or appointment to such roles, unless separately designated or appointed by the Board as an Officer with appropriate delegation to represent the Company.
- 4.17 **Company Secretary** means an individual or entity appointed by the Board as the Company Secretary of APEN that performs professional administrative functions for the Company, is a senior advisor to the Board on governance matters and gives particular assistance to the President, Vice-President and Treasurer in their functions as per Section 12.5, and includes any assistant or acting secretaries.
- 4.18 **Chief Editor (Journal)** means the Board-appointed Officer responsible for producing the Company's Rural Extension and Innovations Systems Journal, or an alternatively-titled equivalent journal, as per Section 12.6.
- 4.19 **Editor (Member Communications)** means the Board-appointed Officer responsible for producing the Company's ExtensionNet member newsletter, or an alternatively-titled equivalent publication, as per Section 12.7.

### ***Regional Coordinators and the Regional Activities Committee***

- 4.20 **Regions** are defined by national or state or territory boundaries.
- 4.21 **Regional Coordinators** are members elected by the members in a region to the position of Regional Coordinator and as a member of the Regional Activities Committee as per Section 12.8.
- 4.22 **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, as per Section 8.10.
- 4.23 **Common Interest Group** means any group of APEN members who identifies themselves as, and are prepared to have the Board identify them as, a sub-entity of APEN as per Section 10. These will be geographic or interest-based groups formed for the purpose of conducting professional development/networking events and activities in the regions, for the benefit of the group's members, as well as for other interested APEN members and interested non-members.
- 4.24 **Event and/or Activity Coordinator** means a member who, singly or with other members, leads a Common Interest Group or similar sub-entity of APEN as per Section 12.9. Their roles involve identifying relevant professional development/networking activities for members in the regions, organising and evaluating these activities, and keeping the Board informed of such activities via the relevant Regional Coordinator/s and the RAC.

### ***General Meetings***

- 4.25 **General Meeting** means a General Meeting of APEN members, whether Annual or Special, convened in accordance with Section 15.
- 4.26 **Annual General Meeting or AGM** means the Annual General Meeting of APEN members convened in accordance with Section 13.
- 4.27 **Special General Meeting** means a General Meeting of members that is not an AGM, convened to transact any Special Business in accordance with Section 14.
- 4.28 **General Business** means the ordinary items of business transacted at an AGM as per Section 13.4.
- 4.29 **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 13.4; or (ii) any item of business transacted at a Special General Meeting as per Section 15.2.

## **5 OBJECTS AND PURPOSES**

### **5.1 STATEMENT OF OBJECTS AND PURPOSES**

#### 5.1.1 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.

## **5.2 ASSETS AND INCOME – RELATION TO OBJECTS AND PURPOSES**

- 5.2.1 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 or expenses incurred on behalf of the organisation.
- 5.2.2 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.

## **6 POWERS**

- 6.1 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.

## **7 MEMBERSHIP**

### **7.1 CLASSES OF MEMBERS**

- 7.1.1 The membership of APEN shall consist of ordinary members and any of the following classes of ordinary members:

- student members;
- retired professionals;
- life members;
- honorary members;

and in addition to ordinary members may include the following classes of members:

- international affiliates;
- corporate members; and
- sponsors or sustaining members.

- 7.1.2 Members at any General Meeting shall from time-to-time determine the conditions for and rights of the classes of members listed in 7.1.1 by way of amendment to the By-Laws of the Company.
- 7.1.3 Only individuals can become ordinary members.
- 7.1.4 Only ordinary members shall have voting rights.
- 7.1.5 The number of ordinary members shall be unlimited.
- 7.1.6 Members at any General Meeting can bestow life membership and honorary membership.

## **7.2 APPLICATION FOR ORDINARY MEMBERSHIP**

- 7.2.1 An individual who applies and is approved for membership as provided in this Constitution is eligible to be a member of APEN on payment of the entrance fee (if required) and annual subscription payable under this Constitution.
- 7.2.2 Individuals who were not members of APEN at the formation of the Company (or who were members at the time but have ceased to be members) shall only be admitted to membership:
- (i) if he or she has applied or re-applied for membership as provided in Section 7.2.1; and
  - (ii) the admission as a member is approved by the APEN Board.
- 7.2.3 A nomination of a person for membership of APEN shall be made in writing and be lodged with the Company Secretary of APEN and be accompanied by the entrance fee and the first year's annual subscription.
- 7.2.4 The Board shall determine whether to approve or to reject the nomination.
- 7.2.5 Upon a nomination being approved the Company Secretary of APEN shall, with as little delay as possible, notify the nominee in writing of the approval for membership of APEN.
- 7.2.6 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.
- 7.2.7 A right, privilege, or obligation of a person by reason of membership of APEN:
- (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of membership whether by death or resignation or default of payment of annual subscription or otherwise.
- 7.2.8 All members will abide by the code of ethics of APEN as expressed in this Constitution.

## **7.3 ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

- 7.3.1 The entrance fee and annual subscription for ordinary members will be determined from time to time by Annual General Meeting and is payable in advance on or before 1 September in each year.
- 7.3.2 The entrance fee and the annual subscription for other forms of membership (corporate members, sponsors and sustaining members) shall be determined from time to time by the Board.

## **7.4 REGISTER OF MEMBERS**

- 7.4.1 The Company Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members upon request for designated purposes as determined by the Board. The register may contain other relevant information supplied by members.

## **7.5 RESIGNATION AND EXPULSION OF MEMBER**

### **Resignation without notice**

- 7.5.1 Members who have defaulted on payment of the annual subscription for greater than 12 months shall be deemed to be unfinancial and, as per 7.2.7 (ii), to have terminated their rights, duties and obligations as an APEN member, and this shall be taken to have occurred at the end of the 12-month period for which they are in arrears, and as having effectively resigned as a member of APEN.



- 7.5.2 Upon a member becoming unfinancial for greater than 12 months and effectively resigning from APEN as per 7.5.1, the Company Secretary of APEN shall make in the register of members an entry recording the date on which the member ceased to be a member.

### **Resignation with notice**

- 7.5.3 Members of APEN who have paid all moneys due and payable by the members to APEN may resign from APEN by giving one month's notice in writing to the Company Secretary of APEN of their intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 7.5.4 Upon the expiration of a notice given under clause 7.5.3 the Company Secretary of APEN shall make in the register of members an entry recording the date on which the member, by whom the notice was given, ceased to be a member.

### **Expulsion**

- 7.5.5 Subject to this Constitution, the Board may by resolution:

- (i) expel a member from APEN; or
- (ii) suspend a member from membership of APEN for a specified period;

if the Board is of the opinion that the member:

- (i) has refused or neglected to comply with this Constitution; or
- (ii) has been guilty of conduct unbecoming a member or prejudicial to the interest of APEN.

- 7.5.6 If the Board passes a resolution under clause 7.5.5, 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) stating that the member may address the Board at a Special Board Meeting to be convened not earlier than 14 and not less than 28 days after service of the notice;
- c) stating the date, place, time and manner of that meeting;
- d) informing the member of the option to do one or more of the following:
  - (i) attend that meeting in person or by tele-conferencing; and/or
  - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and/or
  - (iii) not later than 24 hours before the date of the meeting lodge 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.

- 7.5.7 A resolution of the Board under clause 7.5.5 does not take effect unless:

- (i) the Board confirms the resolution at the Special Board Meeting convened as per clause 7.5.6(b); or
- (ii) where the member exercises a right of appeal to APEN under clause 7.5.6(d)(iii), APEN confirms the resolution in accordance with this clause at a Special General Meeting.

- 7.5.8 At a meeting of the Board held in accordance with clause 7.5.7, the Board:

- (i) shall give to the member an opportunity to be heard;
- (ii) shall give due consideration to any written statement submitted by the member; and
- (iii) shall by resolution determine whether to confirm or to revoke the resolution.

7.5.9 If the Company Secretary received a notice under clause 7.5.6(d)(iii), 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.

7.5.10 At a Special General meeting of the Company convened under clause 7.5.9:

- (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 members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7.5.11 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.

## **8 BOARD AND MANAGEMENT**

### **8.1 OVERALL MANAGEMENT STRUCTURE**

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

- A Strategic Board of 5-9 Directors responsible for overall management of the Company, from which the following Elected Officers will be drawn:
  - President;
  - Vice-President;
  - Treasurer;
- A Company Secretary who may or may not be a Director;
- A Permanent Committee, 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;
- Two other Board-appointed Officers with no Director responsibilities:
  - Chief Editor, Journal;
  - Editor, Member Communications;
- A Chief Executive Officer if so appointed by the Board, who shall not be a Director; and
- Any other officers, staff, contractors, subcommittees and/or member volunteers or agents such as are deemed essential to the effective management of APEN.

### **8.2 THE BOARD OF DIRECTORS**

8.2.1 Shall consist of the 5-9 Directors of APEN, comprising:

- a minimum of 4 and maximum of 6 Elected Directors;
- a minimum of 0 and up to 4 Board-appointed Directors;

allowing 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) Elected Directors shall always be in the majority;
- (iii) at least one Elected Director shall be resident outside Australia;
- (iv) all Elected Directors must be members of APEN; and
- (v) non-members of APEN may be appointed as Board-appointed Directors.

8.2.2 shall control and manage the business and affairs of APEN;

8.2.3 may, subject to this Constitution, create sub-committees to undertake relevant tasks, and the President and Treasurer will be ex-officio members of all such sub-committees;

8.2.4 may, subject to this Constitution and the Act, exercise all such powers and functions as may be exercised by APEN, other than those powers and functions that are required by this Constitution to be exercised by general meetings of the members of APEN;

8.2.5 subject to this Constitution and the Act, 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.

8.2.6 The Company may from time to time by resolution passed at a general meeting increase or reduce the number of Directors.

8.2.7 Directors' Fiduciary Responsibilities:

- Directors' actions and standards of behaviour are required to be exemplary and APEN Directors should act, and be seen to act, in the best interests of the Company and Members by:
  - Being scrupulously honest and exerting all due care and diligence in the performance of their duty and functions;
  - Maintaining the confidentiality of all information made available to them and also of Board and committee discussions;
  - Never making improper use of their position, or of the information gained through that position to their own advantage or that of any other person or entity;
  - Consciously avoiding any conflict of interest, by declaring any personal interest in any Board matter, and subsequently abstaining from any decision or vote on that issue;
  - Always acting in the best interests of the Company and Members and not any particular interest group.

### **8.3 COMPANY OFFICERS**

#### **Elected Officers**

8.3.1 The Elected Officers of APEN shall be:

- President;
- Vice-President; and
- Treasurer.

8.3.2 The Elected Officers of APEN shall be drawn from the Elected Directors of APEN, except in the event of a casual vacancy as per 8.4.5.3 in which case any Director may be appointed to the vacant office, except for the office of President which must always be held by an Elected Director.

8.3.3 All Directors shall have served at least one (1) year on the Board to be eligible for election as an Elected Officer of the Company.

- 8.3.4 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.
- 8.3.5 Nomination and Election of the APEN President:
- (i) Prior to an AGM where the office of President will become vacant, the Board will nominate a Director for the office of President, in writing using the form set out in Appendix 1 (or its digital equivalent) or an equivalent form, 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 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.
- 8.3.6 A Director elected as APEN President under Section 8.3.5 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 two (2) years and shall serve for no more than these two (2) consecutive terms as President.

#### **Board-appointed Officers**

- 8.3.7 The Board-appointed Officers of APEN with no Director responsibilities shall be:
- Chief Editor, Journal; and
  - Editor, Member Communications;
- however there is nothing in this Constitution to prevent these Officers from concurrently being an APEN Director or Regional Coordinator.
- 8.3.8 The Company Secretary is a Board-appointed Officer under this Constitution, and is not a Director by virtue of holding such office, but only if separately elected or appointed as a Director.
- 8.3.9 The Immediate Past President is a Board-appointed Office 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 as per Section 8.4.4.3.
- 8.3.10 Additional Board-appointed Officers of APEN at any time may include a Chief Executive Officer and any other authorised officers of the Board, engaged or appointed by the Board and responsible to the Board for a particular purpose, however any such officers are not Directors by virtue of holding such office, but only if separately elected or appointed as Directors, and a Chief Executive Officer shall not be a Director.
- 8.3.11 The Board may remove, release or re-appoint any Board-appointed Officers without recourse to a General Meeting, even if such appointments have been confirmed at an Annual General Meeting.

### **8.4 NOMINATION, ELECTION AND APPOINTMENT OF DIRECTORS**

#### **8.4.1 Appointment of the First Board**

- 8.4.1.1 The Members named in the Schedule to this Constitution shall constitute the first Board of Directors on the formation of the new Company;

- 8.4.1.2 The First Board shall comprise at minimum four (4) named Directors, and its election must be accompanied by the concurrent appointment of a Company Secretary.
- 8.4.1.3 The first named 2 Directors will serve for one (1) year and must retire at the commencement of the first Annual General Meeting but shall be eligible for re-election;
- 8.4.1.4 The second named 2 Directors will serve for two (2) years and must retire at the commencement of the second Annual General Meeting but shall be eligible for re-election; and
- 8.4.1.5 The third named 2 Directors (as applicable) will serve for three (3) years and must retire at the commencement of the third Annual General Meeting but shall be eligible for re-election;

#### **8.4.2 Nominations for the election of Directors**

- 8.4.2.1 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.
- 8.4.2.2 Nominations shall be made in writing using the form as set out in Appendix 1 (or its digital equivalent) or an equivalent form, signed by two members of APEN and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
- 8.4.2.3 Shall be delivered to the Company Secretary of APEN not less than 28 days before the date fixed for the holding of the AGM.

#### **8.4.3 Election of Directors**

- 8.4.3.1 If the number of nominations received is equal to the number of Elected Director vacancies to be filled, the persons nominated shall be deemed to be elected.
- 8.4.3.2 If insufficient nominations are received to fill all Elected Director vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations for vacancies shall be received at the AGM.
- 8.4.3.3 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 8.4.3.4 The ballot for the election of Directors shall be conducted by mail, e-mail or some other appropriate method as deemed by the Board before the AGM in such usual and proper manner as the Board may direct.

#### **8.4.4 Appointment of Board-appointed Directors**

- 8.4.4.1 The Board may at any time, subject to the conditions imposed by Section 8.2.1 and with respect to the needs of the Board, recruit and appoint additional Directors to assist with the management of APEN, and these Board-appointed Directors shall have the same voting rights as Elected Directors.
- 8.4.4.2 Reasons for the appointment of these additional Directors may include, but are not limited to, needs around a particular skill set, representation and/or succession planning.
- 8.4.4.3 Outgoing Presidents appointed to the Office of Immediate Past President as per Section 8.3.9 are to be made a Board-appointed Director, subject to the confidence of the Board and consent of the Immediate Past President, for a single term of no more than 12 months.

#### **8.4.5 Resolving Casual Vacancies on the Board**

8.4.5.1 Under this Constitution, the position of an Elected Director and/or Elected Officer of APEN is declared vacant if the Director:

- a) takes Directors' leave as per 8.6.1;
- b) resigns from the Board or Office:
  - 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 with no apology received, and, having been contacted by the APEN Company Secretary to give cause, fails to reply within 14 days;
- c) ceases to be a member of APEN;
- d) becomes an insolvent under administration within the meaning of the Act or the equivalent legislation in other nations, or otherwise ineligible within the meaning of the Act;
- e) is removed as a Director as per 8.7;

8.4.5.2 In the event of a casual vacancy occurring in the role of an Elected Director, the Board shall appoint a Board-appointed Director, Regional Coordinator or other member of APEN to the Board to fill the vacancy, subject to the conditions imposed by Section 8.2.1, and the member so appointed shall be considered an Elected Director, subject to this Constitution, until the commencement 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).

8.4.5.3 In the event of a casual vacancy occurring in any Elected Office referred to in 8.3.1, the Board shall appoint any one of the Directors to the vacant office and the Director so appointed may continue in office 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). However, in the event of the Presidency becoming vacant, that role must be filled by an Elected Director not appointed under 8.4.5.2.

8.4.5.4 The resignation, release or removal of a Board-appointed Director does not cause a casual vacancy on the Board to arise.

#### **8.5 DIRECTOR TERMS AND MAXIMUM PERIODS OF SERVICE**

8.5.1 The term of any Elected Directors shall be three (3) years and they shall be eligible to serve continuously as Elected Directors for no longer than two (2) consecutive terms.

8.5.2 The term of any Board-appointed Directors shall be one (1) year and they shall be eligible to serve continuously as Board-appointed Directors for no longer than three (3) consecutive terms.

8.5.3 Directors may serve adjacent terms as Elected and Board-appointed Directors, however in such cases the maximum period of consecutive service as a Director on the APEN Board shall be limited to 8 years.

8.5.4 The maximum permitted period of consecutive service as an APEN Director (as per 8.5.3) does not apply in the case of a Director who is elected President for whom serving a full three (3) or two (2) year term as President would exceed the maximum number of years of consecutive Director service as set out in 8.5.3. 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 a Board-appointed Director in the Office of Immediate Past President (as per 8.4.4.3).

8.5.5 With respect to the length of Director terms and service periods, a 'year' refers to the period between consecutive AGMs.

- 8.5.6 An elected Director whose position becomes vacant between AGMs (as per 8.4.5.1 and excluding leave-related vacancies) between AGMs will not be eligible for election at the following AGM.
- 8.5.7 In the case of Directors first appointed to the Board to fill the casual vacancy of an Elected Director under 8.4.5.2, their first term of office with respect to 8.5.1 or 8.5.2 shall only commence on either their (i) election to the Board by members at the next AGM, (ii) contiguous confirmation as a Board-appointed Director at the next AGM, or (iii) contiguous appointment as a Director at the first Board meeting following the AGM.
- 8.5.8 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 8.4.5.2, 8.4.5.3 and 8.5.7 and any other exceptions);
- a) The three-year terms of Elected 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 one-year terms of Board-appointed Directors shall commence at the time of appointment, and end at the commencement of the next AGM, when all Board-appointed Director positions are declared vacant. However, service as a Board-appointed Director shall, for the purposes of 8.5.2 and 8.5.3 (maximum periods of service) be deemed continuous where Directors are re-confirmed as a Board-appointed Director at that same AGM or at the first Board meeting following the AGM.
  - c) The term of an Elected Officer 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 Elected Officer positions except President are declared vacant.
  - d) 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.

## **8.6 DIRECTORS' LEAVE**

8.6.1 Directors are eligible for leave from the Board provided:

- (i) The maximum leave period for an Elected Director is six (6) months taken within a three-year term;
- (ii) The maximum leave period for a Board-appointed Director is two (2) months taken within a one-year term;
- (iii) The leave period does not span an AGM where the Director would be due for re-election;
- (iv) The number of leave periods within a term does not exceed two (2);
- (v) Written notice is provided to the Company Secretary in advance of the leave period commencing.

## **8.7 REMOVAL OF DIRECTORS**

8.7.1 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 and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.

8.7.2 Where the Director to whom a proposed resolution referred to in 8.7.1 makes representations in writing to the Company Secretary or President of APEN (not exceeding a reasonable length) and requests that they be notified to the members of APEN, the Company Secretary or the President may send a copy of the representations to each

member of APEN or, if they are not so sent, the Director may require that they be read out at the General Meeting.

- 8.7.3 A Board-appointed Director may be removed or released from the Board at any time by a resolution of the Board without recourse to a General Meeting.

## **8.8 REMUNERATION OF DIRECTORS**

- 8.8.1 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.

- 8.8.2 The same remuneration provisions apply equally to APEN Regional Coordinators and the Board-appointed officers of Chief Editor (Journal) and Editor (Member Communications).

## **8.9 PROCEEDINGS OF THE BOARD**

- 8.9.1 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.
- 8.9.2 The Board must hold its first meeting following an AGM within eight (8) weeks of the AGM for the purpose of electing Officers (as per 8.3.4) and to conduct any other business.
- 8.9.3 Special meetings of the Board may be convened by the President or by any three (3) members of the Board.
- 8.9.4 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.
- 8.9.5 A majority of Directors of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 8.9.6 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.
- 8.9.7 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.
- 8.9.8 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.
- 8.9.9 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the Chair may exercise a second or casting vote.
- 8.9.10 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.



8.9.11 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 (as per 8.4.5.1(d)) unless the other Directors at the meeting knew of or could reasonably have known of the disqualification.

## **8.10 REGIONAL COORDINATORS AND THE REGIONAL ACTIVITIES COMMITTEE (RAC)**

8.10.1 Regional Coordinators are elected by the APEN members in their region, with 1 Regional Coordinator elected per region.

8.10.2 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.

8.10.3 At the first RAC Meeting the RAC shall elect a Chair who shall ensure that the RAC meets at least six (6) times per year, maintains minutes of its meetings, provides minutes and other such records to the Board, and represents the RAC to the Board as required.

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

## **8.11 NOMINATION, ELECTION AND APPOINTMENT OF REGIONAL COORDINATORS**

### **8.11.1 Nominations for the election of Regional Coordinators**

8.11.1.1 The call for nominations for upcoming Regional Coordinator vacancies is to be issued to all members no 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.

8.11.1.2 Nominations shall be made in writing using the form as set out in Appendix 1 (or its digital equivalent) or an equivalent form, signed by two members of APEN from that region, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);

8.11.1.3 Shall be delivered to the Company Secretary of APEN not less than 28 days before the date fixed for the holding of the AGM.

### **8.11.2 Election of Regional Coordinators**

8.11.2.1 If the number of nominations from received from each region is equal to the number of Regional Coordinator vacancies to be filled, the persons nominated shall be deemed to be elected.

8.11.2.2 If insufficient nominations are received to fill all Regional Coordinator vacancies on the RAC, the candidates nominated shall be deemed to be elected and further nominations for vacancies shall be received at the AGM.

8.11.2.3 If the number of nominations for a region exceeds the number of vacancies to be filled, a ballot shall be held among the members of the relevant regions.

8.11.2.4 The ballot for the election of Regional Coordinators shall be conducted by mail, e-mail or some other appropriate method as deemed by the Board before the AGM in such usual and proper manner as the Board may direct.

### **8.11.3 Casual Vacancies on the RAC**

8.11.3.1 For the purpose of this Constitution, a Regional Coordinator role is declared vacant if a Regional Coordinator:

- a) takes leave as per 8.13.1;
- b) resigns as Regional Coordinator;

- (i) by notice in writing given to the Company Secretary; or
  - (ii) by effectively resigning as a result of missing 2 consecutive RAC meetings with no apology received, and, having been contacted by the APEN Company Secretary to give cause, fails to reply within 14 days.
- c) declines or is ineligible to renominate for election at an AGM, and no nominations are received in advance of or at the AGM as per 8.11.2.2;
  - d) becomes an insolvent under administration within the meaning of the Act or equivalent legislation in other nations;
  - e) ceases to be a member of APEN;
  - f) is removed or released as a Regional Coordinator as per 8.14.

8.11.3.2 In the event of a casual vacancy occurring in the role of a Regional Coordinator, the Board may appoint another APEN member from the same region to fill the vacancy and the member so appointed shall be a Regional Coordinator, subject to this Constitution, until the commencement 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).

## **8.12 REGIONAL COORDINATOR TERMS AND MAXIMUM PERIODS OF SERVICE**

- 8.12.1 The term of election for each Regional Coordinator of APEN is for three years, and each Regional Coordinator is eligible for contiguous re-election for a maximum of two (2) terms.
- 8.12.2 A Regional Coordinator whose position becomes vacant under 8.11.3.1 in the 12-month period between AGMs (except for a leave-related vacancy) will not be eligible for election as a Regional Coordinator at the following AGM.
- 8.12.3 In the event that a Regional Coordinator was first appointed to fill a casual vacancy under 8.11.3.2, the first three-year term as Regional Coordinator per 8.12.1 shall only commence after the member's election is confirmed at the following AGM.
- 8.12.4 With respect to the length of Regional Coordinator terms and service periods, a 'year' refers to the period between consecutive AGMs.

## **8.13 REGIONAL COORDINATORS' LEAVE**

- 8.13.1 Regional Coordinators are eligible for leave from the RAC provided:
- (i) The maximum leave period is 6 months taken within a three-year term;
  - (ii) The leave period does not span an AGM where the Regional Coordinator would be due for re-election;
  - (iii) The number of leave periods within a term does not exceed two (2);
  - (iv) Written notice is provided to the Company Secretary in advance of the leave period commencing.

## **8.14 REMOVAL OF REGIONAL COORDINATORS**

- 8.14.1 In the case of a Regional Coordinator elected to the RAC, APEN in General Meeting may by resolution remove any member of the RAC before the expiration of the Regional Coordinator's term of office and appoint another member in that person's stead to hold office until the expiration of the term of the first-mentioned member.
- 8.14.2 In the case of a Regional Coordinator appointed by the Board to fill a casual vacancy as per 8.11.3, such a Regional Coordinator may be removed at any time by the Board without

recourse to a General Meeting, and another member from the same region appointed in that person's stead to hold office until the next AGM.

- 8.14.3 Where the member to whom a proposed resolution referred to in 8.14.1 makes representations in writing to the Company Secretary or President of APEN (not exceeding a reasonable length) and requests that they be notified to the members of APEN, the Company Secretary or the President may send a copy of the representations to each member of APEN or, if they are not so sent, the member may require that they be read out at the general meeting.

## **8.15 PROCEEDINGS OF THE REGIONAL ACTIVITIES COMMITTEE (RAC)**

- 8.15.1 The RAC shall meet at least six (6) times in each year in such a manner and at such place and such times as the RAC may determine, in consultation with the Board.
- 8.15.2 The RAC shall keep the Board advised of all meetings of the RAC, provide reports on minutes, and submit all decisions of the RAC to the Board for approval in accordance with any terms of reference that the Board may establish for the RAC.
- 8.15.3 Special meetings of the RAC may be convened by the President, the RAC Chair or by any three of the members of the Board and/or RAC.
- 8.15.4 Notice shall be given to members of the RAC 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.
- 8.15.5 A majority of the RAC constitute a quorum for the transaction of the business of a meeting of the RAC.
- 8.15.6 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.
- 8.15.7 At meetings of the RAC, the elected Chair shall preside. In the Chair's absence, the members present shall elect one of their number to preside as Chair at the meeting.
- 8.15.8 Questions arising at a meeting of RAC 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.
- 8.15.9 Each member present at a meeting of the RAC (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the Chair may exercise a second or casting vote.
- 8.15.10 Written notice of each RAC meeting shall be served on each member of the RAC by delivering it to the member at a reasonable time before the meeting, or by sending it by pre-paid post or email (or other method of communication approved by the Board) addressed to the member's usual or last known place or abode at least ten (10) business days before the date of the meeting.

## **9 REGIONS**

- 9.1 Members living in the same region may request in writing authority to form a region of APEN.
- 9.2 The request shall include:
- the name of the state, territory or nation;
  - the name of an appropriate Regional Coordinator;
- 9.3 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, as per 8.12.3.

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

## **10 COMMON INTEREST GROUPS OR OTHER SUB-ENTITIES**

10.1 A common interest group or other sub-entity within APEN refers to any group of APEN members that:

- (i) identifies themselves as having common geographic location or interests;
- (ii) identifies themselves as a sub-entity of APEN;
- (iii) nominates an Events and/or Activity Coordinator to liaise with the relevant Regional Coordinator.

10.2 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.

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

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

10.5 A common interest group will be considered to have wound up after 3 years of inactivity, or following advice from the relevant sub-group or Regional Coordinator that the group is no longer active.

## **11 CHIEF EXECUTIVE OFFICER**

11.1 A Chief Executive Officer may be engaged by the Board for such a term and upon such conditions as the Board may from time to time determine.

11.2 The Chief Executive Officer has and may exercise such functions as are conferred or imposed on the Chief Executive Officer by the Board.

11.3 The Chief Executive may be a Member of the Company but shall not be a Director of the Company.

11.4 The Board may, from time to time, appoint a person to act as Chief Executive Officer during the illness or absence of the Chief Executive Officer and the person, while so acting, has and may exercise all of the functions of the Chief Executive Officer and is taken to be the Chief Executive Officer.

11.5 The Chief Executive Officer may delegate to a person the exercise of:

- (i) Any functions of the Chief Executive Officer under this Constitution other than this power of delegation; and
- (ii) Any functions delegated to the Chief Executive Officer by the Board, unless the Board otherwise provides in its instrument of delegation.

11.6 The Chief Executive Officer shall have power to enter into Contracts binding the Company up to a value that shall from time to time be determined by the Board. In the absence of a determination the value shall be zero.

## **12 ROLES AND RESPONSIBILITIES**

### **12.1 President**

- is an Elected Director and Elected Officer of the Company;

- leads the Company and the Board in a responsible, innovative and effective manner;
- coordinates and provides leadership to the Board as a group of Directors striving for a common goal;
- ensures administrative functions are achieved in an efficient, effective and timely manner;
- ensures that appropriate values are upheld;
- ensures a President's report is delivered to the AGM.

## **12.2 Vice-President**

- is an Elected Director and Elected Officer of the Company;
- assists the President in undertaking Presidential duties;
- is the primary support for the President when required;
- undertakes the President's duties in the President's absence as required.

## **12.3 Treasurer**

- is an Elected Director and Elected Officer of the Company;
- responsible for leading the financial management and oversight of the Company;
- arranges to collect and receive all moneys due to APEN and make all payments authorised by the APEN;
- ensures a budget is prepared and monitored in a timely manner;
- arranges to keep correct accounts and books showing the financial affairs of APEN with full details of all receipts and expenditure connected with its activities;
- causes the said books to be audited and end of year financial reports to be prepared and presented to the AGM.

## **12.4 Immediate Past-President**

- is a Board-appointed Officer of the Company;
- may be concurrently appointed as a Director;
- Provides advice, support and corporate history to the President and Board;
- is not expected to undertake any specific portfolio or project work.

## **12.5 Company Secretary**

- is a Board-appointed Officer of the Company;
- is responsible for managing the administrative and corporate compliance requirements of the Board and the Company, and other duties as required and specified by the Board;
- supports the Board with its activities (especially the President, Vice-President and Treasurer);
- acts as a high-level governance advisor to the Company;
- shall perform professional administrative functions for APEN, including but not limited to maintaining accurate records in books (or their digital equivalent) provided for the purpose of recording the attendees, proceedings and resolutions of all Board and general meetings;
- shall be engaged for a term and on conditions determined by the Board from time to time;

- shall each year submit an estimate of the coming year's Company Secretary expenses for approval by the Board;
- may be removed by the Board at any time, but the role cannot be left vacant;
- may be an individual, body corporate or other entity;
- may or may not be a Member;
- has no Director responsibilities in the Company, unless separately elected or appointed as a Director;
- should the Board determine, may be assisted by one or more Assistant Company Secretaries appointed by the Board, who may or may not be Members or Directors.

#### **12.6 Chief Editor, Journal (Rural Extension and Innovation Systems Journal)**

- is a Board-appointed Officer of the Company;
- arranges the collection, collation, reviewing and publishing of material for APEN's Rural Extension and Innovation Systems (REIS) Journal, or an alternatively-titled and similarly-purposed journal;
- ensures the Journal is produced and distributed in a timely manner in a form and frequency as determined by the Board;
- leads a team of member volunteers to produce the Journal;
- has no Director responsibilities in the Company, unless separately elected or appointed as a Director.

#### **12.7 Editor, Member Communications (ExtensionNet Publication)**

- is a Board-appointed Officer of the Company;
- arranges the collection, collation, reviewing and publishing of material for APEN's newsletter for members, ExtensionNet, or an alternatively-titled and similarly-purposed publication;
- ensures the publication is produced and distributed in a timely manner in a form and frequency as determined by the Board;
- may assist with and/or manage as appropriate any other communication products, channels or publications produced by the Company for the benefit of members, as determined by the Board from time-to-time.
- has no Director responsibilities in the Company, unless separately elected or appointed as a Director.

#### **12.8 Regional Coordinators (RCs)**

- are elected as member-representatives to the Regional Activities Committee (RAC);
- participate in RAC meetings as a permanent subcommittee of the Board, acting under the authority of the Board, and supporting its initiatives;
- are primarily elected to drive the on-ground activities of APEN within their regions;
- are secondarily elected to ensure the Board is kept informed of regional issues and interests;
- support the establishment and continuance of common-interest groups in their region;

- identify and recruit appropriate Event and Activity Coordinators in their region;
- encourage and support their Event and Activity Coordinators by teleconference, email, face-to-face meetings or other appropriate means;
- facilitate collaboration between Event and Activity Coordinators in their region;
- have no Director or Officer responsibilities in the Company, unless separately elected or appointed as a Director or Officer.

### **12.9 Event and Activity Coordinators**

- are member volunteers who have a lead role in delivering the on-ground activities of APEN within their region and/or a common-interest group;
- identify relevant professional development/ networking activities for fellow members in their geographical area or sphere-of-interest;
- organise and evaluate these activities;
- may invite a group of interested individuals to assist with this role;
- keep Regional Coordinators informed of activities.
- have no Director or Officer responsibilities in the Company, unless separately elected or appointed as a Director or Officer.

### **12.10 Chief Executive Officer**

- a person engaged by the Board to execute the strategy of the Board for the benefit of the Members;
- may alternatively be known as the Chief Executive or Executive Officer;
- may be appointed or not, as determined by the Board from time to time.
- may or may not also be the Company Secretary;
- may or may not be a Member;
- shall not be a Director of the Company.

## **13 ANNUAL GENERAL MEETING**

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

13.2 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 or some other synchronistic electronic means, as the Board decides.

13.3 The AGM shall be specified as such in the notice convening it.

13.4 The ordinary business of the AGM shall be:

- (i) to confirm the minutes of the last preceding AGM and any general meeting held since that meeting;
- (ii) to receive from the Board reports upon the transactions of APEN during the preceding financial year including the President's and auditor's reports;
- (iii) to declare all Board-appointed Director positions vacant;
- (iv) to elect the Directors of APEN, the APEN President and APEN Regional Coordinators in place of those retiring;
- (v) to receive notice of any Directors appointed by the Board;
- (vi) to appoint the Auditor or Auditors (if necessary);

- (vii) to confirm the appointment of the Company Secretary and the physical address of the Company's registered office.

13.5 The AGM may also transact Special Business of which notice is given in accordance with this Constitution.

13.6 The AGM shall be in addition to any other General Meetings that may be held in the same year.

## **14 SPECIAL GENERAL MEETING**

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

14.2 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.

14.3 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**

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

14.5 The requisition 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 requisition 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.

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

14.7 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.

## **15 PROCEEDINGS AT GENERAL MEETINGS**

### **15.1 CALLING A GENERAL MEETING**

15.1.1 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 the address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

15.1.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

15.1.3 Notice periods must be at least:

- 28 days for a General Meeting at which any election of Directors or Regional Coordinators is to be held;
- 28 days for a Special General Meeting at which changes or repeal of this Constitution will be considered;
- 14 days and not more than 21 days for a Special General Meeting to consider the expulsion of a Member as per this Constitution.
- 21 days for any other General meeting.



15.1.4 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.

15.1.5 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.

## **15.2 ITEMS OF BUSINESS**

15.2.1 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 13.4 as being the ordinary business of the AGM) shall be deemed to be Special Business.

15.2.2 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.

## **15.3 QUORUM**

15.3.1 Five (5) 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.

15.3.2 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.

## **15.4 CHAIR**

15.4.1 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.

15.4.2 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.

15.4.3 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.

15.4.4 Except as provided in clauses 15.3.2 and 15.4.3 it is not necessary to give notice to all members of an adjournment or of the business to be transacted at an adjourned meeting.

## **15.5 VOTING**

15.5.1 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.

- 15.5.2 Upon any question arising at a General Meeting of APEN each ordinary member has one vote only.
- 15.5.3 Only ordinary members who are financial have the right to vote.
- 15.5.4 All votes shall be given personally, electronically or by proxy.
- 15.5.5 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.
- 15.5.6 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.
- 15.5.7 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.
- 15.5.8 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.
- 15.5.9 The notice appointing the proxy shall be in the form set out in Appendix 2 (or its digital equivalent), or in another equivalent form for this purpose.

## **16 EXECUTION OF DOCUMENTS**

- 16.1 A document shall be validly executed and shall be binding upon the Company if it is signed by:
  - any two (2) Directors, at least one of which must be an Elected Officer of APEN; or
  - the Company Secretary and either the President or Vice-President of APEN; or
  - the Chief Executive Officer and either the President or Vice-President of APEN; or
  - the Chief Executive Officer, subject to an appropriate instrument of delegation being approved by the Board with respect to this section of the APEN Constitution. If such an instrument of delegation has not been approved or has been cancelled, this authority for the CEO to singly execute documents does not exist.
- 16.2 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.
- 16.3 Directors or Officers who have any interest in the transaction may not sign any instrument on behalf of the Company.
- 16.4 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.

## **17 BY-LAWS AND REGULATIONS**

- 17.1 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.
- 17.2 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.

- 17.3 When in force, a By-Law or Regulation is binding on all Members and has the same effect as this Constitution.
- 17.4 The Board will adopt such measures as it deems appropriate to bring to the notice of Members all By-Laws, amendments and repeals.
- 17.5 The Board is the sole authority for interpreting the By-Laws or Regulations.
- 17.6 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.

## **18 INDEMNITY AND INDEMNITY INSURANCE PREMIUMS**

- 18.1 Subject to the provisions of the Act, all current and former Directors, Secretaries, Managers, Officers, Regional Coordinators, Event and Activity Coordinators or other agents of the Company or any persons engaged by the Company as Auditor shall be indemnified out of the funds of the Company against all liability incurred by such person as a Director, Manager, Officer, Regional Coordinator, Event and Activity Coordinator and/or other agent or Auditor in defending any proceedings, whether civil or criminal:
- (i) in which judgement is given in the person's favour; or
  - (ii) in which the person is acquitted; or
  - (iii) in connection with any application under the Act in which relief is granted to the person by a court.
- 18.2 Subject to the Act no Director or Auditor of the Company shall be liable for:
- (i) the acts, receipts, neglect or default of any other Director; or
  - (ii) joining in any receipt or other act for conformity; or
  - (iii) for any loss, damage, expense or misfortune to the Company,
- unless the same shall happen through the person's own negligence, default, breach of duty, breach of trust or dishonesty.
- 18.3 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) a Director or Officer (or former Director or 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) except for:
- (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
  - (ii) a Contravention of the Act,
- and the Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- 18.4 Where a Director or Officer (or former Director or Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Director or Officer under Section 18.1 except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.
- 18.5 The indemnity granted by the Company contained in Sections 18.1-18.3 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.

## **19 FINANCES AND ACCOUNTS**

- 19.1 The funds of APEN shall be derived from entrance fees, annual subscriptions, sponsorships, donations and such other sources as the Board determines.
- 19.2 The funds will be held centrally in accounts managed by the Board.
- 19.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two people approved by the Board.
- 19.4 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.

## **20 AUDIT**

- 20.1 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.

## **21 NOTICES**

- 21.1 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.
- 21.2 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.

## **22 CUSTODY OF RECORDS**

- 22.1 Except as otherwise provided in this Constitution, the Company Secretary shall maintain custody and control over all books, documents and securities of APEN.
- 22.2 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.

## **23 WINDING UP OR CANCELLATION**

- 23.1 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 5.2 in this Constitution.

## **24 ALTERATION OF RULES AND STATEMENT OF PURPOSES**

- 24.1 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.
- 24.2 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.
- 24.3 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.

- 24.4 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.
- 24.5 This Constitution, including the Statement of the Objects of APEN shall not be altered except in accordance with this Constitution and the Act.

**END**

## 25 SCHEDULE –TRANSITIONAL ARRANGEMENTS

### Transitional Arrangements

1. Name of the Current Incorporated Association to be wound down: Australasia-Pacific Extension Network Incorporated
2. Registered Name of the New Company: Australasia-Pacific Extension Network Limited
3. Type of the New Company: Public Company Limited by Guarantee
4. Registered Office of the New Company:  
APEN Ltd  
11 Eltham Ct  
WODONGA VIC 3689, AUSTRALIA
5. Registered Postal Address of the New Company  
APEN Company Secretary  
PO Box 1239  
WODONGA VIC 3689, AUSTRALIA
6. The Elected Directors on the First Board of APEN Ltd as named in this Schedule shall have authority to act for the Current Incorporated Association until it is wound down and to register the New Company, as shall the Company Secretary named in this Schedule.

### Named Directors for the First Board (up to 6)

- |                     |                        |                                    |
|---------------------|------------------------|------------------------------------|
| 1. Ms Donna Lucas   | 3. Ms Chrissy Stokes   | 5. Mr Graham Harris<br>(President) |
| 2. Ms Jeanette Long | 4. Mr Anthony Kachenko | 6. _____                           |

### Named Company Secretary of APEN Ltd: Ms J Rosemary Currie

We the one or several persons whose signatures appear hereunder hereby agree to the foregoing Constitution and to act in accordance with it:

**SIGNED by** \_\_\_\_\_

**on the** \_\_\_\_\_ **day of** \_\_\_\_\_ **in the presence of:**

\_\_\_\_\_

Signature of Witness

\_\_\_\_\_

Name of Witness (printed)

\_\_\_\_\_

Signature of:

\_\_\_\_\_

**25.1.1.1.1 APPENDIX 1 – NOMINATION FORM (EXAMPLE)**

**Nomination for Positions on the  
APEN Board**

**and/or**

**Regional Activities Committee**

Australasia-Pacific Extension Network Ltd

Australian Company Number: TBC

We, the undersigned, being financial members of APEN, nominate:

\_\_\_\_\_

for the position of (select as appropriate):

\_\_\_ President (must be an existing Director)

\_\_\_ Director

\_\_\_ Regional Coordinator (state which Region): \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

Name \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

**Consent of nominee**

I, \_\_\_\_\_, am a financial member of APEN,  
am eligible for nomination under the Act and the APEN Constitution,  
and I accept the above nomination(s).

Signature \_\_\_\_\_ Date \_\_\_\_\_

Return to the APEN Company Secretary  
PO Box 1239, WODONGA VIC 3689, AUSTRALIA  
info@apen.org.au

## 25.1.1.1.2 APPENDIX 2 – PROXY VOTING FORM (EXAMPLE)

### Proxy Voting Form

Australasia-Pacific Extension Network Ltd

TBC - A0029919P ABN: 81 760 842 687

I, the undersigned, being a financial member of APEN,  
wish to register a vote (or other direction) in my absence from the forthcoming Annual  
General Meeting and/or Special General Meeting of APEN.

I wish to vote for/ against \_\_\_\_\_

(please state position/ person/ motion)

I wish to vote for/ against \_\_\_\_\_

(please state position/ person/ motion)

I wish to vote for/ against \_\_\_\_\_

(please state position/ person/ motion)

And/or register \_\_\_\_\_ as my proxy.

Name (please print) \_\_\_\_\_

Address: \_\_\_\_\_

Membership number (if known): \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

Return to the APEN Company Secretary  
PO Box 1239, WODONGA VIC 3689, AUSTRALIA  
info@apen.org.au