

**Constitution**  
**Australian Human Resources Institute Limited**  
**ACN 120 687 149**  
A Company Limited by Guarantee

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## **1 Objects of Company**

### **Objects**

- 1.1 Advance education programs and standards of competence in relation to human resources and people management.
- 1.2 Advance public knowledge and understanding of workplace legislation, the practices of public authorities administering workplace legislation and the attitude of governments to workplace legislation.
- 1.3 Encourage, facilitate and undertake the study and research of people management and leadership practices.
- 1.4 Develop and promote human resource and people management and leadership practices that encourage and improve the effectiveness of people in the workplace.
- 1.5 Provide services and tools that assist organisations in building their human resource management capability.
- 1.6 Disseminate information concerning the work of the Institute and the evolving body of knowledge about human resource management.
- 1.7 Provide information and research findings to government on issues involving workplace practices that impact on productivity and performance.
- 1.8 Promote ethical practice, professional conduct and effective leadership in the field of human resource management.
- 1.9 Grant awards, prizes, distinctions, fellowships, diplomas and certificates as the Institute may prescribe in recognition of the skill, knowledge, capacity and efficiency of individuals in the theory or practice of human resource management and general management, whether measured by formal examination or otherwise.

## **2 Income and payments**

### **Company's Application of income**

- 2.1 All the Profits (if any), other income and property, however derived, must be applied only to promote the objects of the Company.

### **No dividends, bonus or profit to be paid to Members**

- 2.2 None of the Profits or other income or property of the Company may be transferred to the Members, directly or indirectly, by any means.

### **Payments in good faith**

- 2.3 Clause 2.2 does not prevent payment by the Company or Members in good faith to an officer or Member, to a firm of which an officer or Member is a partner or to a company of which an officer or Member is a director or shareholder:

- 2.3.1 of remuneration for services to the Company or Members;
- 2.3.2 for goods supplied to the Company or Members in the ordinary course of business;
- 2.3.3 of interest on money borrowed from them by the Company at a rate not exceeding the rate fixed for the purposes of this clause 2.3 by the Company in general meeting; or
- 2.3.4 of reasonable rent for premises let by the Company.

### **3 Membership**

#### **Eligibility to apply for membership**

- 3.1 Any individual who supports the objects of the Company is eligible to apply for membership as a Member.

#### **Applications for Membership**

- 3.2 Applications must:
  - 3.2.1 include:
    - (a) the full name, and
    - (b) preferred address,  
of the applicant;
  - 3.2.2 state that the applicant:
    - (a) supports the objects of the Company, and
    - (b) agrees to comply with the Code of Conduct and By-laws.
  - 3.2.3 be signed by the applicant, or if applicant is applying for membership on-line via the Company's website, the applicant must acknowledge acceptance of the terms of the Constitution in the manner specified on the website; or if the applicant is applying over the phone, the applicant must acknowledge acceptance of the terms in the Constitution in the manner specified on the website;
  - 3.2.4 be accompanied by the current membership fee according to the type of membership applied for; or agree to a 12-month contract to be paid for in instalments; and
  - 3.2.5 be lodged with a person designated by the Board, submitted through the Company's website, or submitted verbally over the phone.

## Admission of Members

- 3.3 The Directors or Directors' Nominee, must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.
- 3.3.1 Subject to this clause, the Directors or Directors' Nominee, may at their discretion determine the category of membership suitable for an applicant.
- 3.3.2 The Directors or Directors' Nominee, do not have to give reasons for rejecting an application or granting a particular category of membership.
- 3.3.3 If an application for membership is rejected, any application fee and the annual subscription must be refunded to the applicant.
- 3.3.4 If an applicant is accepted for membership the Directors or Directors' Nominee, must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in such other form as the Directors or Directors' Nominee, determine and the name and details of the applicant must be entered in the Register.

## Rights and Obligations

- 3.4 The rights of Members are not transferable and terminate when the Member ceases to be a Member.
- 3.5 Members cease to be Members on resignation, expulsion or death.
- 3.6 Members must at all times comply with the Code of Conduct and By-laws as determined by the Board, including undertaking such ongoing professional development training as the Board prescribe. Any Member who does not comply may, at the absolute discretion of the Directors:
- 3.6.1 have their membership terminated by the Directors; or
- 3.6.2 have their voting rights suspended.

## Discipline

- 3.7 The Board may by Simple Majority Vote:
- 3.7.1 admonish, reprimand, severely reprimand, suspend, or expel; and
- 3.7.2 fine, downgrade the category of membership of, and impose conditions as to the membership of,
- a Member for:
- 3.7.3 conduct prejudicial to the Company, or
- 3.7.4 failure to comply with the Code of Conduct or By-laws.



- 3.8 The Member must:
- 3.8.1 be informed in writing of the conduct or failure alleged, and
  - 3.8.2 be given an opportunity to be heard.

### **Resignation**

- 3.9 A Member may resign by notifying the Directors or Directors' Nominee in writing.
- 3.10 Members whose annual subscriptions are more than one year in arrears are deemed to have resigned.

### **Fees**

- 3.11 The Board must set the entrance fee and membership subscriptions.
- 3.12 The Board may set other membership fees.
- 3.13 The entrance fee, subscriptions and other membership fees may vary according to the category of membership.
- 3.14 The annual subscription is due on the anniversary of membership each year.
- 3.15 The voting and other rights of Members who have not paid the annual subscription within two months of the due date are suspended until the subscription is paid.

### **Categories of Members**

- 3.16 The Board may provide for different categories of membership.
- 3.17 The By-laws may include the criteria for admission to those categories.
- 3.18 The By-laws may prescribe the voting rights of members within those categories.

### **Ceasing to be a Member**

- 3.19 A person ceases to be a Member on the occurrence of any of the following:
- 3.19.1 resignation;
  - 3.19.2 death;
  - 3.19.3 becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
  - 3.19.4 becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
  - 3.19.5 the termination of their membership according to this Constitution.

### **No claim against the Company**

- 3.20 No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise.

### **Limited liability**

- 3.21 Members have no liability in their capacity as Members, except as set out in clause 20.

## **4 General meetings**

### **General meetings**

- 4.1 General meetings of the Company are to be held according to the Corporations Act.

### **Power to convene general meeting**

- 4.2 The Directors may convene a general meeting when they think fit and must do so if required under the Corporations Act.

### **Notice of general meeting**

- 4.3 Notice of a meeting of Members must be given according to clause 18; and, 249H of the Corporations Act.

### **Directors entitled to attend general meetings**

- 4.4 A Director is entitled to receive notice of and attend and speak at all general meetings.

### **Cancellation or postponement of general meeting**

- 4.5 Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine.

- 4.6 However, this clause does not apply to a meeting convened:

- 4.6.1 by Members according to the Corporations Act;
- 4.6.2 by the Directors at the request of Members; or
- 4.6.3 by a court.

### **Written notice of cancellation or postponement of general meeting**

- 4.7 Notice of cancellation or postponement of a general meeting must state the reason for doing so and be given to:
- 4.7.1 each Member individually; and
  - 4.7.2 each other person entitled to notice of a general meeting under the Corporations Act.

### **Contents of notice postponing general meeting**

- 4.8 A notice postponing a general meeting must specify:
- 4.8.1 the new date and time for the meeting;
  - 4.8.2 the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
  - 4.8.3 if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

### **Number of clear days for postponement of general meeting**

- 4.9 A general meeting may only be postponed by giving of at least 7 Business Days' notice.

### **Business at postponed general meeting**

- 4.10 The only business that may be transacted at a postponed general meeting is the business specified in the notice originally convening the meeting.

### **Proxy, attorney or Representative at postponed general meeting**

- 4.11 Where:
- 4.11.1 by the terms of an instrument appointing a proxy, attorney or Representative, they are authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
  - 4.11.2 the date for the meeting is postponed to a date later than the date specified in the instrument;

then that later date is substituted for the date specified in the instrument, unless the appointing Member notifies the Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

### **Non-receipt of notice**

- 4.12 The non-receipt of a notice convening, cancelling or postponing a general meeting by, or the accidental omission to give a notice of that kind to a person entitled to receive it, does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of the meeting.

## **5 Proceedings at general meetings**

### **Number for a quorum**

- 5.1 A minimum of 20 Members who are present and eligible to vote are a quorum at a general meeting.

### **Requirement for a quorum**

- 5.2 If a quorum is present at the beginning of a general meeting it is taken to be present throughout the meeting unless the chair of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.

### **Quorum and time**

- 5.3 If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting:
- 5.3.1 if convened by, or on requisition of Members eligible to vote, is dissolved; and
  - 5.3.2 in any other case, it must stand adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to those entitled to notice of the meeting.

### **Adjourned meeting**

- 5.4 If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

### **Chairman to preside over general meetings**

- 5.5 The Chairman is entitled to preside as chair at general meetings.
- 5.6 If a general meeting is convened and there is no Chairman, or the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside (in order of entitlement):
- 5.6.1 the Deputy Chairman
  - 5.6.2 the National President
  - 5.6.3 a Director chosen by a majority of the Directors present;
  - 5.6.4 the only Director present; or
  - 5.6.5 a Member eligible to vote chosen by a majority of the Members eligible to vote that are present.

### **Conduct of general meetings**

- 5.7 The chair of a general meeting:
- 5.7.1 has charge of the general conduct of the meeting and of the procedures to be adopted;
  - 5.7.2 may require the adoption of any procedure which is in their opinion necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - 5.7.3 may, having regard where necessary to the Corporations Act, terminate

discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.

5.8 A decision by the chair under this clause is final.

#### **Adjournment of general meeting**

5.9 The chair of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

5.10 The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.

5.11 The chair may, but need not, seek any approval for the adjournment.

5.12 Unless required by the chair, a vote may not be taken or demanded in respect of any adjournment.

5.13 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

#### **Notice of adjourned meeting**

5.14 It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more.

5.15 In that case, the same period of notice as was originally given for the meeting must be given for the adjourned meeting.

#### **Questions decided by Simple Majority Vote**

5.16 Subject to the requirements of the Corporations Act, a resolution is valid if a Simple Majority Vote cast on the resolution is in favour of it.

#### **Casting vote for chair**

5.17 If there is an equality of votes, whether on a show of hands or on a poll, the chair of the meeting is entitled to a casting vote in addition to any votes to which the chair is otherwise entitled.

#### **Declaration of results**

5.18 At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

5.19 A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact.

5.20 Neither the chair nor the minutes need state and it is not necessary to prove, the number or proportion of the votes recorded for of or against the resolution.

## **Poll**

- 5.21 A poll may be demanded by either:
- 5.21.1 the chair; or
  - 5.21.2 at least 5 voting Members entitled to vote on the resolution.
- 5.22 If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chair and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 5.23 A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- 5.24 A demand for a poll may be withdrawn.
- 5.25 A demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which the poll has been demanded.

## **Objection to voting qualification**

- 5.26 An objection to the right of a person to attend or vote at the meeting or adjourned meeting:
- 5.26.1 may not be raised except at that meeting; and
  - 5.26.2 must be referred to the chair of the meeting, whose decision is final.
- 5.27 A vote not disallowed under the objection is valid for all purposes.

## **Chair to determine any poll dispute**

- 5.28 No objection may be raised to the qualification of a voter except at that meeting or adjourned meeting at which the vote objected to is given or tendered.
- 5.29 If there is a dispute as to the admission or rejection of a vote, the chair of the meeting must decide it and their decision made in good faith is final and conclusive.

## **6 Votes of Members**

### **Votes on show of hands**

- 6.1 On a show of hands each voting Member present at a general meeting has one vote.

### **Votes on a poll**

- 6.2 On a poll each voting Member present has one vote and each person present as a proxy, attorney or Representative of a voting Member has one vote for each Member that the person represents.

### **Suspension of voting rights**

- 6.3 The voting rights of a Member may be suspended while the payment of any amount due is in arrears.
- 6.4 No other rights of the Members are affected.

### **Right to appoint proxy**

- 6.5 Subject to the Corporations Act, a voting Member entitled to attend a meeting of the Company, is entitled to appoint another person as their proxy to attend the meeting in their place.

### **Appointment of proxies**

- 6.6 A voting Member may appoint another person as their proxy to attend and vote instead of the Member. A proxy need not be a Member.
- 6.7 A document appointing a proxy must be in writing, in any form permitted by the Corporations Act and signed by the voting Member making the appointment.

### **Authority of proxies**

- 6.8 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.
- 6.9 A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.

### **Verification of proxies**

- 6.10 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, both of the following documents must be deposited with the Company:
- 6.10.1 The document appointing the proxy.
- 6.10.2 If the appointment is signed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of that authority.
- 6.10.3 Those documents must be either:
- (a) received at the Registered Office, at a fax number at the Registered Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting; or
  - (b) produced to the chairperson of the meeting before the proxy votes.

- 6.11 If a general meeting has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

### **Validity of proxies**

- 6.12 A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this document.

### **Revocation of appointment of proxy**

- 6.13 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the document is used:

- 6.13.1 The previous death or unsoundness of mind of the principal.
- 6.13.2 The revocation of the instrument or of the authority under which the instrument was executed.

## **7 Directors**

### **Number and category of directors**

#### **7.1**

- 7.1.1 There shall be no more than eight and no less than three Directors comprised of no more than two State Directors and no more than six National Directors, including the National President, and the CEO who may be appointed as a National Director of the Company.
- 7.1.2 Subject to the provisions of this Constitution, the Company may appoint a person as a Director by resolution passed in general meeting.

### **Term of appointment**

#### **7.2.**

- 7.2.1 At every Annual General Meeting, at least one-quarter of the Directors or, if their number is not a multiple of four, then the number nearest to but not less than one-quarter must retire from office.
- 7.2.2 The Directors to retire from office by rotation at an Annual General Meeting are those Directors who have been longest in office since their last election.
- 7.2.3 The Directors retiring from office each year must be sufficient in number to ensure that at least one State Director and one National Director are available for either election or re-election each year at every Annual General Meeting.
- 7.2.4 A Director who is required to retire under Clause 7.2.1 retains office until the end of the meeting at which the Director retires.



- 7.2.5 The length of time a Director has been in office is calculated from the Director's last election or appointment. Subject to clauses 7.2.6, 7.2.7 and 7.2.8, a retiring Director is eligible for re-election.
- 7.2.6 A National Director must retire from office at the conclusion of the third Annual General Meeting after which the Director was elected or re-elected. A National Director's term of office is up to three years.
- 7.2.7 A State Director must retire from office at the conclusion of the second Annual General Meeting after which the Director was elected or re-elected. State Directors may serve up to two, two year terms after which he or she must retire as a State Director. Following retirement as a State Director, that State Director may then be elected as a National Director subject to the approval of a majority of the Board and the approval of the Council of State Presidents adopting the process in clause 7.4.4.
- 7.2.8 The Managing Director's term of office shall be subject to the same provisions as the other National Directors.

#### **Re-election of retiring Director or election of new Director**

- 7.3 At the meeting at which a Director retires under a provision of this Constitution, the Company may by ordinary resolution at an Annual General Meeting fill the office being vacated by electing to that office the retiring Director or some other person eligible for election.

#### **Nomination of Directors for election**

##### 7.4.

- 7.4.1 No person (other than a retiring Director) is eligible for election to the office of Director at any general meeting unless:
- (a) a member nominates the person by giving notice in writing signed by the member to the Company;
  - (b) the person nominated has given notice in writing signed by the person of his or her willingness to be elected as a Director of the Company; and
  - (c) the nomination is approved by the Company Board and the Council of State Presidents in accordance with clause 7.4.4.
- 7.4.2 To be valid, such notice needs to be delivered to the Company's registered office not less than 35 business days before the date appointed for the meeting unless the nominee has been recommended by the Board for election in which case the notice is required to be delivered to the Company's registered office at least 28 days before the meeting.
- 7.4.3 A Director must be a Member at the date of the general meeting to qualify for appointment.

- 7.4.4 The Company Board and the Council of State Presidents will each determine the question of whether a particular nomination should be approved as follows:
- (a) by simple majority vote at a meeting of the Company Board, and of the Council of State Presidents respectively, conducted in accordance with the applicable rules of the Constitution
  - (b) if no consensus is reached under clause 7.4.4(a) the question is determined by simple majority vote at a combined meeting of the Company Board and the Council of State Presidents conducted in accordance with the applicable rules of the Constitution as if those Council members attending were Board members (with the Chairman to exercise the casting vote).

### **Remuneration of Directors**

#### 7.5

- 7.5.1 Directors remuneration will be benchmarked externally and commercially and shall be aligned to each Director's experience, the Directors' roles and responsibilities, and the structure of governance of the Company.
- 7.5.2 Having regard to such benchmarking in 7.5.1, Directors remuneration will be determined by the Board based on appropriate criteria.
- 7.5.3 With the approval of the Board, Directors may also be:
- 7.5.3.1 paid by the Company for services rendered to it; and
  - 7.5.3.2 reimbursed by the Company for any authorised travelling, accommodation and other expenses when travelling to or from meetings of the Directors, a Committee or the Company; or otherwise engaged on the affairs of the Company.

### **Vacation of office**

- 7.6 The office of a Director becomes vacant in accordance with the provisions of the Corporations Act 2001 (C'th) and also if the Director:
- 7.6.1 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
  - 7.6.2 resigns office by notice in writing to the Company;
  - 7.6.3 accepts appointment to, or becomes the holder of a disqualifying position;  
or
  - 7.6.4 is removed or replaced under clause 7.7.1.

## **Removal of Directors**

### **7.7**

- 7.7.1 The Company may remove any Director from office by ordinary resolution passed in general meeting and in accordance with the Corporations Act 2001 (C'th). The Company may do so notwithstanding any provision of this Constitution or any agreement between the Company and such Director and without prejudice to any claim he or she may have for damages for breach of any such agreement.
- 7.7.2 The Company may elect, by ordinary resolution passed in general meeting, another person to take the place of a Director removed from office under Clause 7.7.1 and that person will hold office for the remainder of the term for which the Director replaced would have held office if the Director had not been removed.

## **Chairman and Deputy Chairman**

- 7.8 The Directors and the Council of State Presidents may elect one person to hold the roles of Chairman and National President pursuant to clause 7.4.4. This clause does not apply to the Chairman where the Chairman also holds office as the National President.
  - 7.8.1 The Directors may elect from among their number, a Chairman and Deputy Chairman. Directors may also determine the period for which the Chairman and Deputy Chairman is elected to hold that office.
  - 7.8.2 However, a person may hold the office of Chairman and Deputy Chairman only for as long as they are a Director.
  - 7.8.3 A Chairman and Deputy Chairman may be removed from that office by the Directors at their absolute discretion.

## **8 National President and Chairman**

### **Appointment of National President**

- 8.1 The Council of State Presidents must appoint a National President after consultation with and gaining the concurrence of the Board. The National President is a National Director.

### **Powers, duties and authorities of National President**

- 8.2 Subject to this clause, the National President holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors. The exercise of those powers and authorities and the performance of those duties, by the National President is subject at all times to the control of the Directors.

### **Suspension or removal of National President**

- 8.3 In the event that the Council of State Presidents suspends or removes a National President and the National President vacates his or her office prior to completion of their term, then:
- 8.3.1 The Council of State Presidents, after consultation and gaining the concurrence of the Board, may appoint another person to be an interim National President, and
  - 8.3.2 That person holds office until a fixed term appointment is made.
  - 8.3.3 Alternatively, the Council of State Presidents, after consultation and gaining the concurrence of the Board, may make a fixed term appointment immediately, thereby precluding the need for an interim appointment.

### **National President entitled to attend Directors' meetings**

- 8.4 The National President is a Director and member of the Council of State Presidents and, is entitled to notice of, and to attend, all meetings of the Company, the Directors, Council of State Presidents, State Councils and any Committees and may speak and vote on any matter.

### **Chair**

- 8.5 The National President chairs, the Council of State Presidents and, subject to any decision of the Board and the Council of State Presidents to the contrary (which decision will be resolved adopting the process in clause 7.4.4), may also chair the Board of the Company.

## **9 Powers and duties of Directors**

### **Directors to manage Company**

- 9.1 The Directors are to manage the Company's business and may exercise those of the Company's powers that are not required by the Corporations Act or by this Constitution, to be exercised by the Company in general meeting.

### **Specific powers of Directors**

- 9.2 Without limiting clause 9.1 the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

### **Appointment of attorney**

- 9.3 The Directors may appoint any person to be the Company's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions that they think fit.

## **Provisions in power of attorney**

- 9.4 A power of attorney granted under clause 9.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

## **Minutes**

- 9.5 The Directors must cause minutes of meetings to be made and kept according to the Corporations Act.

## **10 Proceedings of Directors**

### **Directors meetings**

- 10.1 The National President may at any time convene a meeting of the Board.
- 10.2 Three Directors may at any time convene a meeting of the Board.
- 10.3 The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit. The Directors consent, by accepting nomination as a Director, to meetings being held using any technology that gives the Directors, as a whole, a reasonable opportunity to participate. To avoid doubt, this includes meetings held by telephone and/or video conferencing.

### **Notice**

- 10.4 At least 21 clear days' notice in writing of meetings must be given to each director.
- 10.5 In cases of urgency a meeting may be held without the notice required by clause 10.4 provided that:
- 10.5.1 as much notice as practicable is given by whatever means will reach each director soonest; and
  - 10.5.2 no resolution may be passed at the meeting except by Special Majority Vote.

### **Questions decided by Simple Majority Vote**

- 10.6 Unless otherwise specified in this Constitution or by the Corporations Act, a question arising at a Directors' meeting is to be decided by Simple Majority Vote.

### **Proxy and voting**

- 10.7 A person who is present at a Directors' meeting as a proxy for another Director has, in addition to their own vote, one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is a proxy.

### **Quorum**

- 10.8 Until otherwise determined by the Directors, 3 Directors present in person, or by proxy, are a quorum.

#### **Effect of vacancy**

- 10.9 The continuing Directors may act despite a vacancy in their number.
- 10.10 However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the number required for a quorum or to convene a general meeting.

#### **Director attending and voting by proxy**

- 10.11 A Director may attend and vote by proxy at a Directors' meeting if the proxy:
- 10.11.1 is another Director; and
  - 10.11.2 has been appointed in writing signed by the appointer.
- 10.12 The appointment must be for a particular meeting.

#### **Chairman to preside at Directors' meeting**

- 10.13 The Chairman is entitled to preside as chair at Directors' meetings.
- 10.14 If the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):
- 10.14.1 the Deputy Chairman; or
  - 10.14.2 a Director chosen by a majority of the Directors present.

#### **Committees**

- 10.15 The Directors may delegate any of their powers to Committees consisting of those persons they think fit, and may revoke that delegation.

#### **Powers delegated to committees**

- 10.16 A Committee must exercise the powers delegated to it according to the terms of the delegation and to any directions of the Directors.
- 10.17 Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

#### **Committee meetings**

- 10.18 Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

### **Circulating resolutions**

- 10.19 The Directors may pass a resolution without a Directors' meeting being held if at least two of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 10.20 Separate copies of the document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 10.21 The resolution is passed when the last Director signs.

### **Validity of acts of Directors**

- 10.22 Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

## **11 Council of State Presidents**

### **Formation**

- 11.1 On 25 October 2007, the Company formed a Council of State Presidents.

### **Composition**

- 11.2 The Council of State Presidents will comprise:
- 11.2.1 The eight State Presidents; and
  - 11.2.2 The National President.

### **Functions**

- 11.3 The functions of the Council of State Presidents are to:
- 11.3.1 Appoint the National President (in accordance with clause 8.1) and National Directors and State Directors (in accordance with clause 7.4);
  - 11.3.2 Advise the Board on issues affecting the development of the profession and Members within their respective States;
  - 11.3.3 Foster development of human resources professional knowledge and skills of the Members, and enhance the profile of the profession within their respective States;
  - 11.3.4 Promote the objects of the Company as set out in clause 1;
  - 11.3.5 Develop State organised activities and submit budgets for approval by the Company; and
  - 11.3.6 Uphold and enforce the Constitution's rules, regulations and By- laws.

## Meetings

- 11.4 The Council of State Presidents will meet:
- 11.4.1 Face to face, twice annually, and such meetings are expected to coincide with Major AHRI Events; and,
  - 11.4.2 By teleconference, twice annually or as required.
- 11.5 The National President will chair meetings of the Council of State Presidents.
- 11.6 Having regard to consultation with the Council of State Presidents, meetings will be called pursuant to this clause, by the National President.
- 11.7 Unless otherwise determined by the Council of State Presidents, 4 members from among them present in person or by proxy are a quorum.
- 11.8 Proxies may be given only to another member of the Council of State Presidents and only in respect to a particular meeting.
- 11.9 No persons other than members of the Council of State Presidents may attend meetings of the Council of State Presidents without the concurrence of the National President; and such persons will not be entitled to vote on resolutions.
- 11.10 Minutes of meetings must be maintained.
- 11.11 A meeting of the Council of State Presidents may be called or held using teleconferencing or video conferencing facilities or any other technology agreed to by all its members. The agreement may be a standing one.
- 11.12 The Council of State Presidents may pass a resolution without a meeting being held if all of the members of the Council of State Presidents who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of the document may be used for signing, if the wording of the resolution is identical in each copy. The resolution is passed when the last member of the Council of State Presidents has signed it.

## Operation and Assistance

- 11.13 Subject to limitations prescribed in the Constitution, the Council of State Presidents may manage their affairs in a manner they consider will best enable them to perform the functions specified at clause 11.3. Only the National President (or another person delegated by the Board) may engage any employee (whether full time, part time or casual) or authorise payment of any honoraria to any volunteer.
- 11.14 The Council of State Presidents may seek the assistance of the Company:
- 11.14.1 When selecting and appointing the National President, National Directors and State Directors; and
  - 11.14.2 With costs associated with their functions, at clause 11.3; and, meetings at clause 11.4



## National Vice-Presidents

- 11.15 Members of the Council of State Presidents may elect from their number, 2 National Vice Presidents and determine the period for which they will hold that office. However, such a period is limited to the current term for which those National Vice-Presidents will be part of the Council of State Presidents.

## 12 State Councils

### State Councils

- 12.1 Each State will have a State Council comprised of a minimum of 4 and a maximum of 10 persons elected by eligible voting Members who ordinarily reside in the relevant State. A State Council cannot consist of more than one person who have a significant interest or association with the same organisation, unless sanctioned by the Board. Clauses 13.4 and 13.5 apply in the event that the minimum falls below 4 persons.
- 12.2 State Councillors may not engage in any business relationship where there is a Conflict of Interest with AHRI defined by 12.20.

### Eligibility for election

- 12.2 A person is eligible to be a State Councillor if they are:
- 12.2.1 a Professional Member;
  - 12.2.2 a certified HR practitioner (CPHR, CAHR, FCPHR or FCAHR), or enrolled and continuing in an AHRI certification program.
  - 12.2.3 18 years of age or over; and
  - 12.2.4 nominated according to clauses 13.11 to 13.13.
- 12.3 A person who has been elected as a State Councillor prior to May 2017 but does not comply with eligibility requirement 12.2.2 will not cease to become a State Councillor due to their non-compliance with this requirement. However, that person will be ineligible to be re-elected as a State Councillor at subsequent elections if they do not comply with the eligibility requirements.
- 12.4 A State Councillor who, after being elected as a State Councillor, ceases to be a certified HR practitioner or ceases to remain enrolled in an AHRI certification program (except if that person ceases to remain enrolled by virtue of having received certification), the person will be taken to have resigned from his/her position as State Councillor, effective from the date on which that person's certification ceased or the date he/she ceased to be enrolled in the AHRI certification program.

### Functions

- 12.5 The functions of State Councillors are to:
- 12.5.1 Advise the Board, through the Council of State Presidents, on issues affecting the development of the profession and Members within its State;
  - 12.5.2 Foster development of human resources professional knowledge and skills

of the Members, and enhance the profile of the profession within its State;

- 12.5.3 Promote the objects of the Company as set out in clause 1;
- 12.5.4 Develop State organised activities and submit budgets for approval by the Company; and
- 12.5.5 Uphold and enforce the Constitution's rules, regulations and By-laws.

### **Operation**

- 12.6 Subject to limitations prescribed in the Constitution, State Councillors may manage their State in the manner they consider will best enable them to perform the functions specified above. Only the National President (or another person delegated by the Board may engage any employee (whether full time, part time or casual) or authorise payment of any honoraria to any volunteer.

### **Meetings**

- 12.7 The members of a State Council may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- 12.8 A State Council must meet regularly throughout the course of each year.
- 12.9 Except with a Simple Majority Vote in the affirmative, no persons other than State Councillors of the relevant State or officers or delegates of the Company are entitled to attend meetings of a State Council. Observers cannot vote on any matter before the State Council, but may participate in any discussions if they are invited to do so.

### **State President**

- 12.10 The members of a State Council must elect one of their number as State President; and, subject to their term as an elected State Councillor, may hold office for three years unless the relevant State Council decides to remove or replace that person from office for cause.
- 12.11 The State President becomes a member of the Council of State Presidents in terms of clause 11.2 for the term appointed as State President.
- 12.12 Consecutive appointments as State President are limited to six years.
- 12.13 If a State President has served consecutive terms up to six years, they may not be appointed as a State President again until the second annual general meeting after the end of their term of office.

### **State Vice-Presidents**

- 12.14 The members of a State Council must elect at least one of their number as a State Vice-President and may determine the period for which that person is to hold office.

### **Absence of State President at a State Council meeting**

- 12.15 The State President is entitled to preside at meetings of a State Council.
- 12.16 If the State President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has indicated their intention not to be present and able and willing to act, the following may preside (in order of entitlement):
- 12.16.1 a State Vice-President;
  - 12.16.2 a member of the State Council chosen by a Simple Majority Vote of the members present.

### **Use of technology**

- 12.17 A meeting of a State Council may be called or held using teleconferencing or video conferencing facilities or any other technology agreed to by all its members. The agreement may be a standing one. A State Councillor may only withdraw the agreement within a reasonable period before the meeting.

### **Dissolution of State Council**

- 12.18 If in the reasonable opinion of the Board a State Council is unable to operate such that the functions in clause 12.5 cannot be satisfactorily discharged, the Board can, by Simply Majority Vote, resolve that members of the State Council cease to hold office.
- 12.19 If a State Council is dissolved in the manner described by clause 12.18, the Board can appoint between 4 and 10 persons who ordinarily reside in the relevant State to constitute an interim State Council until the next State Council election.

### **Conflicts of interest**

- 12.20 For the purposes of clauses 12.1 and 12.21, a Conflict of Interest means a situation in which the interests of a person or persons associated with that person (other than the Company) are or may be incompatible with the interests of the Company, the State Council and/or the proper discharge of the functions, duties and responsibilities of the State Council or the Company. The Conflict of Interest exists even when it is likely to be perceived in the circumstances or is potential.
- 12.21 A State Councillor must disclose to the Board, as soon as practicable after it arises, any Conflict of Interest. The Board must make a determination on the Conflict of Interest and resolve the conflict in any manner it deems necessary, including but not limited to:
- 12.21.1 taking no action;
  - 12.21.2 requiring the State Councillor abstain from voting or deciding on any proposal involving the subject matter of the Conflict of Interest;

12.21.3 removing the State Councillor from the State Council.

12.22 The determination of the Board on matters relating to Conflicts of Interest shall be final.

## **13 Elections for State Councils**

### **Term of office**

- 13.1 Subject to the overriding intent of clauses 13.10-13.13, each member of a State Council will serve a 3 year term.
- 13.2 At the expiry of the 3 year term referred to in clause 13.1, each member, subject to clause 13.3, is eligible for re-election or re-appointment.
- 13.3 A State Councillor may serve as a member of a State Council for terms totalling:
- a) for existing State Councillors not affected by the 2016-17 transition arrangements, 10 years;
  - b) for existing State Councillors affected by the 2016-17 transition arrangements, 10 years and 8 months;
  - c) for State Councillors elected in 2019 and thereafter, 9 years.

### **Casual vacancy or other shortfall in members**

- 13.4 If a State Councillor resigns within 12 months of being elected, their vacancy is to be filled by the unsuccessful candidate who otherwise received the most amount of votes at the election. If this candidate declines, the candidate with the next highest number of votes will be offered the position. This process continues until such time as an unsuccessful candidate has accepted the offer, or there are no remaining unsuccessful candidates from the most recent State Council election. In this case, the State Councillors may appoint another person. A State Councillor appointed under this clause is ineligible to be appointed to the role of State President, Vice President or any other substantial role in the State Council until they are validly elected at a State Council election.
- 13.5 Subject to clause 13.4, the State Councillors may appoint or co-opt (until the next state council election), persons to be State Councillors if, at any time, the State Council has less than the maximum number of State Councillors.
- 13.6 In the event that a State Council has less than the minimum number of State Councillors and there is any delay in the appointment of State Councillors to fill those vacancies under clause 13.5, the Directors may appoint (until the next state council election) any number of Members they deem appropriate, provided that the State Council does not as a result have greater than the maximum number of members permitted by the Constitution.

### **Timing of election for State Councillors**

- 13.7 Elections for one third (rounded to the nearest whole number) of State Councillors are to be held every year in about April.

- 13.8 Prior to the elections referred to in clause 13.7, one third (rounded to the nearest whole number) of the State Council members must, in accordance with clauses 13.10-13.13, resign and submit themselves for re-election to the State Council.
- 13.9 Other than with respect to appointees filling casual vacancies, a State Councillor's term commences at the Relevant Time in the year of their election.

### **Third election of State Councillors**

- 13.10 Subject to clause 13.8, the third of State Council members that will be required to resign and submit themselves for re-election each year will be the longest standing State Council members (not counting any previous terms served as a State Councillor) including, but not limited to, those who are at the end of their term at election time that year.
- 13.11 In the event that less than a third of State Council members (rounded to the nearest whole number) are at the end of their term at election time in any year, the Council will adopt the requirement that the longest-serving member of the State Council (excluding from this determination any previous terms served as a State Councillor) be required to renominate.
- 13.12 In the event that more than a third of State Council members (rounded to the nearest whole number) are at the end of their term at election time in any year, the Council will adopt the requirement that the term of the shortest-serving member of the State Council (excluding from this determination any previous terms served as a State Councillor) be extended by one year.
- 13.13 For the purposes of clauses 13.11 and 13.12, in the event that the Council is required to select between members who have an equal length of service, then an individual will be selected from those members by the President drawing their names indiscriminately from a hat

### **No right to multiple votes**

- 13.14 Despite any other provision of this clause, at a State Council election an eligible voter may not exercise more than one vote for State Councillors.

### *Nominations*

- 13.15 A non-certified HR practitioner who is eligible for election must be nominated for election by two persons eligible to vote at the relevant election
- 13.16 A nomination must be:
- 13.16.1 in writing, (including email);
  - 13.16.2 signed by the nominators and the nominee (if required);
  - 13.16.3 specify the State Council in respect of which the nominee is standing for election; and
  - 13.16.4 be lodged at the Registered Office by the time and date specified in the notice calling for nominations.

- 13.17 An eligible voter may only nominate one candidate that they are eligible to vote for. That nomination shall be on a State basis, with each eligible voter restricted to nominating a candidate for the State to which they are assigned.

**Statements by candidates**

- 13.18 Each candidate may provide the Directors or Directors' Nominee, with a statement supporting their candidacy.
- 13.19 Statements are to be received at the Registered Office by the date for the close of nominations.

- 13.20 Statements which are received within time are to be made available to Members in the same way as ballot papers are made available. The Directors or Directors' Nominee need only make available the first 100 words of the submitted candidate statement and may choose not to make available a statement under this paragraph if it is, in the opinion of the Directors or Directors' Nominee, defamatory.

### **Need for a poll**

- 13.21 If the number of candidates for election is equal to the number required to be elected, those candidates are taken to be elected and a declaration by the Directors or Directors' Nominee to that effect is final.
- 13.22 If the number of candidates for election is less than the number required to be elected:
- 13.22.1 those candidates are taken to be elected and a declaration by the Directors or Directors' Nominee to that effect is final; and
  - 13.22.2 any vacant positions are to be filled according to clauses 13.4 and 13.5, as casual vacancies.
- 13.23 If the number of candidates for election is greater than the number required to be elected, a poll will be held according to clause 13.24.

### **Ballot papers**

- 13.24 The Directors or Directors' Nominee must arrange for ballot papers to be published for each State Council in respect of which an election is required.
- 13.25 Ballot papers will be in the form and contain the information the Directors or Directors' Nominee think fit.

### **Distribution of ballot papers**

- 13.26 Voting is conducted electronically with hard copy ballot papers only provided to eligible voting members with no email addresses.
- 13.27 Eligible voting Members with valid email addresses are emailed a link which allows them to record their vote. Once a member's electronic vote is recorded they are unable to vote again.

### **Voting**

- 13.28 Eligible voters may only vote for the candidates offered in the State to which the voter is assigned.

### **Return of ballot papers**

- 13.29 Completed hard copy or electronic ballot papers must be returned to the Registered Office by the date stipulated on the ballot paper.

13.30 Any ballot paper which is received after that time will not be counted.

### **Scrutiny of ballot papers**

13.31 Except as provided in this paragraph, a ballot paper is formal and effect must be given to the elector's intention as far as that intention is clear.

13.32 A ballot paper is informal if, in the opinion of the Directors, or the Directors' Nominee, it is not authentic;

13.33 The Directors, or the Directors' Nominee, must examine each ballot paper and those ballot papers which are formal must be counted.

13.34 A decision by the Directors, or the Directors' Nominee, under this paragraph is final.

### **Counting votes**

13.35 One vote is to be allotted to a candidate for each vote recorded against that candidate's name.

13.36 After the allotment of votes, each candidate's total votes are to be calculated.

13.37 Candidates with the most votes fill vacant positions. For example if there are 4 vacant positions and 6 candidates the 4 candidates with the most votes are declared successful.

13.38 In the case of an equal number of votes being received for a candidate filling the last vacant position, the vacant position will be filled using the following method:

13.38.1 the National President and applicable State President may reach agreement to select one of the tied candidates to fill the vacant position; or

13.38.2 if an agreement cannot be reached using the method in clause 13.35.1, a subsequent election will be held between the candidates with an equal number of votes. The candidate receiving the most votes in the subsequent election will fill the vacant position.

### **Declaration of results**

13.39 As soon as possible after results of an election are ascertained, the Directors will:

13.36.1 declare the successful candidates elected;

13.36.2 notify the candidates of the results of the election; and

13.36.3 publish the results in any manner they consider appropriate.

13.40 A declaration made by the Directors under this paragraph is final.



## **14 Company Secretary**

### **Appointment of Company Secretary**

- 14.1 There must be at least one Company Secretary who is to be appointed by the Directors.

### **Suspension and removal of Company Secretary**

- 14.2 The Directors may suspend or remove a Company Secretary from that office.

### **Powers, duties and authorities of Company Secretary**

- 14.3 A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

## **15 By-laws**

### **Making and amending By-laws**

- 15.1 The Directors may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs, the pursuit of the Company's objects, and the interests of the Members, and may amend, repeal and replace those By-laws. The By-laws may deal with the financial substance of the Company, and also educational, professional certification, accreditation and ethical obligations of Members and the imposition of disciplinary and accreditation regimes.
- 15.2 New, amended and repealed By Laws will be announced and posted on the Company's website, for access by Members
- 15.3 Subject to clause 15.1, the Company in general meeting, may amend, repeal and replace any By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that By-law.

### **Effect of By-law**

- 15.4 A By-law:
- 15.4.1 is subject to this Constitution;
  - 15.4.2 must be consistent with this Constitution, and if not, the Constitution prevails to the extent of the inconsistency; and
  - 15.4.3 when in force, is binding on all Members and has the same effect as a provision in this Constitution.

## **16 Seals**

### **Safe custody of common seals**

- 16.1 The Directors must provide for the safe custody of any seal of the Company.

## **Use of common seal**

- 16.2 If the Company has a common seal or duplicate common seal:
- 16.2.1 it may be used only by the authority of the Directors; and
  - 16.2.2 every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Company Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

## **17 Inspection of records**

### **Inspection by Members**

- 17.1 Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents will be open for inspection by the Members.

### **Right of a Member to inspect**

- 17.2 A Member does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

## **18 Service of documents**

### **Document includes notice**

- 18.1 In this clause 18, **document** includes a notice.

### **Methods of service**

- 18.2 The Company may give a document to a Member:
- 18.2.1 personally;
  - 18.2.2 by sending it by post to the address for the Member recorded in the Company's register or an alternative address nominated by the Member; or
  - 18.2.3 by sending it to a fax number or electronic address nominated by the Member.

### **Post**

- 18.3 A document sent by post:
- 18.3.1 if sent to an address in Australia, may be sent by ordinary post; and

- 18.3.2 if sent to an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the day after the date of its posting.

### **Fax or electronic transmission**

- 18.4 If a document is sent by fax or electronic transmission, delivery of the document is taken:
  - 18.4.1 to be effected by properly addressing and transmitting the fax or electronic transmission; and
  - 18.4.2 to have been delivered on the day following its transmission.

## **19 Indemnity**

### **Indemnity of officers**

- 19.1 Every person who is or has been:
  - 19.1.1 a Director;
  - 19.1.2 a Company Secretary,is entitled to be indemnified out of the property of the Company against:
  - 19.1.3 every liability incurred by the person in that capacity (except a liability for legal costs); and
  - 19.1.4 all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,unless:
  - 19.1.5 the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
  - 19.1.6 an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

### **Insurance**

- 19.2 The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Company Secretary or National President against liability incurred by the person in that capacity, including a liability for legal costs, unless:
  - 19.2.1 the Company is forbidden by statute to pay or agree to pay the premium; or

- 19.2.2 the contract would, if the Company paid the premium, be made void by statute.

## 20 Winding up

### Contributions of Members on winding up

- 20.1 Each Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.
- 20.2 This contribution is for:
- 20.2.1 payment of the Company's debts and liabilities contracted before their membership ceased;
  - 20.2.2 the costs of winding up; and
  - 20.2.3 adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$20.00.

### Excess property on winding up

- 20.3 If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to any "not for profit" educational or charitable institution determined by the Directors.

## 21 Accounts

- 21.1 The Directors must cause the accounts of the Company to be audited as required by the Corporations Act.

## 22 Definitions and interpretation

### Definitions

- 22.1 In this Constitution unless the contrary intention appears:

**Assets** mean all the assets of the Company.

**Business Days** means a day on which Banks are open for business in Melbourne, other than a Saturday, Sunday or a public holiday.

**Board** means the Board of the Company.

**By-law** means a by-law made under this Constitution, as it is varied from time to time.

**CEO** means the Chief Executive Officer of the Company.

**Chairman** means the person elected pursuant to clause 7.8 to be the chair of meetings of Directors or the chair of meetings of Members (as applicable).

**Code of Conduct** means the written code of conduct issued, by whatever name, by the Company.

**Committee** means a committee established under clause 10.15.

**Company** means Australian Human Resources Institute Limited ACN 120 687 149, a company limited by guarantee.

**Company Secretary** means a person appointed from time to time as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

**Constitution** means this constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

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

**Council of State Presidents** means the Council of State Presidents described at clause 11.

**Deputy Chairman** means the person described at clause 7.8.

**Director** means a director of the Company.

**Directors** mean all or some of the directors of the Company acting as a Board.

**Directors' Nominee** means a person, persons or department within the Company, nominated by the Directors or the Board to perform certain tasks that pertain to the Company or its Members.

**Liability** means any liability of the Company irrespective of how that liability arises and whether that liability is:

- (a) present or future;
- (b) actual, prospective or contingent; or
- (c) ascertained or unascertained.

**Major AHRI Event** means significant AHRI events such as the annual national convention and the annual awards night.

**Managing Director** means the CEO, appointed to the Board, as an executive Director.

**Member** means any member of the Company who has paid all fees required by this Constitution, or any person who has been a member in the previous 12 months.

**National Directors** means all Directors of the Company who are not State Directors. National Directors are required to have significant human resources professional experience and/or prior direct and material commercial experience in the governance of one or more corporations established under the Corporations Act 2001. National Directors must also be nominated by the Council of State Presidents and the Board to be Directors in accordance with clause 7.4.4.

**National President** means the National President from time to time of the Company.

**National Vice-President** means a person elected from time to time under clause 11.15.

**Profits** means the Assets minus Liabilities.

**Professional Member** means Members who are described at By Law 4 who are not student members or affiliate members, also described at By Law 4.

**Registered Office** means the registered office of the Company from time to time.

**Relevant Time** means noon on the first business day in July in any relevant year.

**Representative** means a person appointed to represent a corporate Member at a general meeting of the Company according to the Corporations Act.

**Simple Majority Vote** means:

- (a) In the case of a general meeting, a vote or resolution passed by 51% or more of Members present and entitled to vote, including proxies; and
- (b) In the case of a Directors meeting, a vote or resolution, passed by 51% or more of the Directors present and entitled to vote, including proxies; and
- (c) In the case of a State Council meeting, a vote or resolution passed by 51% or more of the State Councillors present.

**Special Majority Vote** means:

- (a) in the case of a general meeting, a vote or resolution passed by 75% or more of Members present and entitled to vote, including proxies; and
- (b) in the case of a Directors meeting, a vote or resolution passed by 75% or more of the Directors present and entitled to vote, including proxies;

**State** means a State or Territory of Australia.

**State Council** means a council of a State or Territory, or such other geographic area as the Board determines.

**State Councillor** means a member of a State Council.

**State Directors** means the two Directors appointed from within the Council of State Presidents

**State President** means the State President of a State Council from time to time.

**State Vice President** means a State Vice President of a State Council from time to time.

**Territory** means the Northern Territory and Australian Capital Territory.

## Interpretation

22.2 In this Constitution:

22.2.1 **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;

22.2.2 **(annual general meeting)** a reference to an annual general meeting in a calendar year (for example, in 2006), is a reference to the annual general meeting required to be held by the Company in that calendar year under the Corporations Act;

22.2.3 **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

22.2.4 the provisions applicable to a State Director apply equally to a person who, immediately before the amendments to the Constitution passed at the November 2015 general meeting of members took effect, held the office of Member Director; and

22.2.5 the provisions applicable to a National Director apply equally to a person who, immediately before the amendments to the Constitution passed at the November 2015 general meeting of members took effect, held the office of Non-Member Director.

22.3 In this Constitution unless the contrary intention appears:

22.3.1 **(gender)** words importing any gender include all other genders;

22.3.2 **(person)** the word 'person' includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

22.3.3 **(successors)** a reference to an organisation includes a reference to its successors;

22.3.4 **(singular includes plural)** the singular includes the plural and vice versa;

22.3.5 **(instruments)** a reference to a law includes regulations and instruments made under it;

22.3.6 **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;

22.3.7 **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and

- 22.3.8 **(writing)** 'writing' and 'written' includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

### **Corporations Act**

- 22.4 In this Constitution unless the contrary intention appears:
- 22.4.1 an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- 22.4.2 'section' means a section of the Corporations Act.
- 22.5 The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

### **Headings**

- 22.6 Headings are inserted for convenience and do not affect the interpretation of this Constitution.

### **'Include' etc**

- 22.7 In this Constitution the words 'include', 'includes', 'including' and 'for example' are not to be interpreted as words of limitation.

### **Powers**

- 22.8 A power, an authority or a discretion reposed in a Director, the Directors, a Directors' Nominee, a Committee, the Company in general meeting or a Member may be exercised at any time and from time to time.

### **23 Date of effect**

- 23.1 This Constitution is deemed to take effect in its entirety from 1 January 2011, and as amended by annual general or extraordinary meetings of members since that date.

### **24 Transitional Arrangements – State Council Elections 2016-2017**

#### **Purpose**

- 24.1 The purpose of clause 24 is to alter this Constitution so as to give effect to the resolution passed by Members of the Company at an extraordinary general meeting on 10 November 2015 to:
- 24.1.1 extend the term of State Director, Ian Hedges, until the conclusion of the Company's annual general meeting in 2017; and
- 24.1.2 defer State Council elections until about April 2017.



### **Operation and application of this clause**

- 24.2.1 This clause 24 takes effect on 10 November 2015 and will operate until the completion of the 2017 Annual General Meeting of the Company.
- 24.2.2 During its operation, this clause 24 will prevail over anything elsewhere contained in the Constitution, to the extent of any inconsistency.

### **Extension of term of State Director**

- 24.3 Despite clause 7.2.6 or any other clause of the Constitution to the contrary, if Ian Hedges holds the office of State Director immediately before the conclusion of the 2016 Annual General Meeting of the Company he is not required to retire from office at the conclusion of that meeting and may continue his term until the conclusion of the 2017 Annual General Meeting of the Company.

### **State Council elections**

- 24.4 Despite clauses 13.7 or 13.8 or any other clause of the Constitution to the contrary, no election for State Council will take place in 2016 and State Councillors elected in 2015 will not be required to resign and submit themselves for re-election to the State Council until the State Council elections to be held in about April 2017.