

SPORT INCLUSION AUSTRALIA

ABN 54 961 189 101



Sport Inclusion
AUSTRALIA

Drive Inclusion through Sport

CONSTITUTION

Date approved: 6 November 2020

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ACN 646 924 450
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1. NAME OF COMPANY

The name of the Company is Sport Inclusion Australia (**SIA**).

2. OBJECTS OF SIA

SIA is a charitable, community, service-based institution. The charitable purposes for which SIA is established are to:

- (a) support and promote the inclusion of people with an impairment in particular those with an intellectual impairment, into sporting, recreational and other programs, organisations and opportunities;
- (b) have regard to the public interest in its operations; and
- (c) do all such other things as may be incidental to the attainment of such object.

3. INTERPRETATION

- (a) In this Constitution unless the contrary intention appears:

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

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*.

Appointed Director means a Director appointed under **clause 19**.

Board means the body consisting of the Directors and the CEO under **clause 17**.

Chief Executive Officer or **CEO** means the Chief Executive Officer of SIA for the time being appointed under this Constitution.

Constitution means this Constitution of SIA.

Delegate means the authorised representative appointed by each Entity member, Affiliate member or Commercial member under **clause 11(a)** to represent that Member at General Meetings.

Elected Director means a Director elected under **clause 18**.

Financial year means the year ending 30 June in each year.

General Meeting means any general meeting including the annual or a special general meeting of SIA.

Individual Member means a natural person who joins SIA directly.

Intellectual Property means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to SIA, or any event, product, publication or activity developed, conducted, promoted or administered by SIA.

Member means a member for the time being of SIA under **clause 11**.

Objects means the objects of SIA set out in **clause 2**.

Regulations means any Regulations made by the Board under **clause 35**.

Seal means the common seal of SIA (if any) and includes any official seal of SIA.

Special Resolution has the same meaning as in the Act.

Voting Members means those Members under **clauses 11(a)(i) and (ii)**.

(b) Expressions referring to “writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

(c) In this Constitution:

(i) a reference to a function includes a reference to a power, authority and duty;

(ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

(iii) words importing the singular include the plural and vice versa;

(iv) words importing any gender include the other genders;

(v) references to persons include corporations and bodies politic;

(vi) references to a person include the legal personal representatives, successors and permitted assigns of that person; and

(vii) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

(d) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

(e) The specification of the Objects in **clause 2** are not in any particular order and are not to be construed so as to lead to the construction that any object is more important than any other object nor than any object which is specified in detail is more important than any object which has not been specified in detail.

(f) Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

(g) SIA is established solely for the Objects.

(h) The replaceable rules referred to in the Act are expressly displaced by this Constitution.

4. **POWERS OF SIA**

Solely for furthering the Objects, SIA has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Act.

5. APPLICATION OF INCOME

- (a) The income and property of SIA shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution:
 - (i) no portion of the income or property of SIA shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member or Director; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by SIA to any Member.
- (c) Nothing contained in **clauses 5(a)** or **5(b)** shall prevent payment in good faith of or to any Member or Director:
 - (i) for any services actually rendered to or on behalf of SIA whether as an employee or otherwise;
 - (ii) for goods supplied to SIA in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to SIA; or
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of SIA;
 provided that any such payment:
 - (vi) shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction; and
 - (vii) if to any Director is first approved by the Board.

6. ADDITION ALTERATION OR AMENDMENT

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by a Special Resolution.

7. LIABILITY OF MEMBERS

The liability of the Members of SIA is limited.

8. MEMBERS' CONTRIBUTIONS

Every Member undertakes to contribute to the assets of SIA if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of SIA contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar (\$1.00).

9. DISTRIBUTION OF PROPERTY ON WINDING UP

- (a) This clause applies if SIA is wound up under the Act and there are surplus assets.
- (b) The surplus assets of SIA must not be distributed among individual Members but may be distributed among Members which are organisations provided such organisations at the time of distribution:
 - (i) are charitable;
 - (ii) have objects similar to the Objects; and
 - (iii) have rules which:

- (A) require the application of the organisation's assets and income solely to promote the organisation's objects; and
 - (B) prohibit the distribution of income and assets to the members of the organisation; and
 - (C) prohibit paying fees to the organisation's directors; and
 - (D) require the organisation's directors to approve all other payments the organisation makes to its directors; and
- (iv) if SIA is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth taxation legislation, holds or is entitled to a similar approval.
- (c) In this clause, "surplus assets" means the assets of SIA after payment of:
- (i) the debts and liabilities remaining on its winding up; and
 - (ii) the costs, charges and expenses of the winding up.

10. ACCOUNTS

SIA shall keep true accounts of the:

- (a) sums of money received and expended by SIA and the manner in respect of which such receipt and expenditure takes place; and
- (b) property, assets and liabilities of SIA.

Once at least in every year the accounts of SIA shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the Act.

11. MEMBERS

- (a) Subject always to this Constitution the Members of SIA shall consist of:
 - (i) the current Directors who have the right to receive notice of and attend, debate and vote at general meetings of SIA;
 - (ii) Entity members being any Australian legal entity representing sport and recreation for persons with a disability and which supports the objects of, and is otherwise recognised by, SIA. SIA will generally only recognise one Entity member in each State or Territory of Australia but may recognise more than one if appropriate (subject always to this Constitution). Entity members have the right to receive notice of and attend, debate and vote through their Delegate, at General Meetings;
 - (iii) Affiliate members being organisations in sport and recreation providing services for persons with a disability and with similar objects to SIA. Affiliate members have the right to receive notice of and attend General Meetings through their Delegate but do not have the right to vote;
 - (iv) Commercial members being organisations or individuals having an interest in sport and recreation for persons with a disability and which support such activities by providing sponsorship or commercial support of SIA. Commercial members have the right to receive notice of and attend General Meetings through their Delegate but do not have the right to vote;
 - (v) Honorary Life members may be conferred upon any individual who has rendered outstanding service to SIA provided that:
 - (A) no more than two Honorary life members shall be elected in any one year;

- (B) notice to elect an Honorary Life member shall be given by not less than two Members of SIA and shall be given to SIA not less than thirty, (30) days prior to the annual General Meeting; and
- (C) the election of an Honorary Life member shall require the majority approval of the Members present and entitled to vote at the annual General Meeting. Honorary Life members have the right to receive notice of and attend general meetings of SIA but do not have the right to vote; and
- (D) Honorary Life membership may be revoked by resolution of a General Meeting;
- (vi) Ex-Officio members being any appropriate person as designated by the Board. Ex-Officio members have the right to receive notice of and attend General Meetings but do not have the right to vote;
- (vii) Individual members shall consist of individuals who support the Objects and who agree to be bound by this Constitution. Individual membership can be obtained by application in accordance with **clause 13**. Individual members do not have the right to notice of, or attend or vote at General Meetings; and
- (viii) such new categories of Members as may be created under **clause 11(b)**.
- (b) The Board has power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable even if the effect of creating a new category is to alter rights (other than voting rights), privileges or obligations of an existing category of membership. The rights, privileges and obligations of any new category of membership will be set out in Regulations. For the avoidance of doubt and notwithstanding anything in this Constitution, under no circumstances shall any new category of membership be given the right to vote.
- (c) SIA must establish and maintain a register of Members in accordance with the Act. Subject always to the Act, confidentiality and privacy considerations SIA may, but is not obliged to, give current Members access to the register of Members. Such access will only be given if the request for access is made in good faith and for a proper purpose.
- (d) Entity, Affiliate and Commercial members shall advise SIA of their authorised and appointed Delegate prior to any General Meeting and otherwise in accordance with this Constitution.

12. FEES

The annual membership subscription (if any) and any fees or levies payable by Members (or any category of Members) to SIA, the time for and manner of payment shall be as determined by the Board from time to time.

13. MEMBERSHIP APPLICATION AND RENEWAL

- (a) Persons can apply for membership subject to this Constitution. Members must renew their membership with SIA annually. To be eligible for membership (whether new or renewal) Entity and Affiliate members should be incorporated. The Board may waive this requirement in its discretion.
- (b) An application for membership or membership renewal by must be:
 - (i) in writing on the form prescribed by the Board from time to time (if any); and
 - (ii) accompanied by the appropriate fee, if any.
- (c) SIA may accept or reject an application whether the applicant has complied with the requirements in **clauses 13(a)** and **13(b)** or not, however SIA must act reasonably and in

good faith. Where SIA accepts an application and the Board ratifies such acceptance, the applicant will become or continue to be a Member. Membership of SIA by the applicant will commence however, upon acceptance of the application by SIA. Where SIA rejects an application SIA will refund any fees forwarded with the application. SIA is not obliged to accept any application nor is it obliged to give reasons if it rejects an application.

- (d) All members which or who are currently members of SIA shall be deemed to be or shall continue as Members in the appropriate new membership category as determined by the Board from the time of adoption of this Constitution.

14. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and SIA and that they are bound by the Constitution and any Regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination or resolution which may be made or passed by the Board or any duly authorised committee of the Board, however named;
- (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of SIA;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects;
- (e) neither membership of SIA nor this Constitution gives rise to:
- (i) any proprietary right of Members in, to or over SIA or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of SIA; or
 - (iii) subject to the Act and SIA acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
- (f) they are entitled to all benefits, advantages, privileges and services of SIA membership.

15. DISCONTINUANCE OF MEMBERSHIP

- (a) Subject to this Constitution a Member having paid all arrears of fees payable by it or them to SIA, may withdraw from membership by giving notice in writing of such withdrawal to SIA.
- (b) Notwithstanding anything in this Constitution or the Regulations, membership of SIA may be discontinued by the Board upon breach of any clause of this Constitution, including, but not limited to the failure to pay any monies owed to SIA, the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee of the Board (however named).
- (c) Membership shall not be discontinued under **clause 15(b)** without the accused Member first having the opportunity to explain the breach and/or remedy the breach.
- (d) Where a Member fails to adequately explain or remedy the breach, that Member's membership shall be discontinued under **clause 15(b)** by SIA giving written notice of the discontinuance to the Member. There is no appeal against a decision to discontinue membership under this **clause 15**.
- (e) A Member who ceases to be a Member shall forfeit all right in and claim upon SIA and its property, including Intellectual Property.

- (f) Membership fees or subscriptions paid by the discontinued Member for the relevant year may be refunded on a pro-rata basis to the Member upon discontinuance. The name of such Member shall be removed from the Register of Members.
- (g) A Member who's membership has been discontinued under this **clause 15**:
 - (i) must reapply for membership in accordance with this Constitution; but
 - (ii) may be readmitted at the discretion of the Board.

16. **DISCIPLINE OF MEMBERS**

- (a) Where the Board is advised or considers that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the Objects and/or interests of SIA; or
 - (iii) brought SIA, themselves, any other Member into disrepute;

the Board may commence or cause to be commenced, investigatory or disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms set out in the Regulations.
- (b) The Board may appoint a Judiciary Committee, which need not be comprised of Members, to deal with any matter referred to it. The Judiciary Committee shall operate under the principles expressed in, and in accordance with, the Regulations or as otherwise determined by that Judiciary Committee.
- (c) If a Director is subject to proceedings under this clause the Board must appoint an independent Judiciary Committee to deal with the matter referred to it

17. **BOARD COMPOSITION**

- (a) The Board shall comprise at least five and no more than nine Directors. Of the nine Directors:
 - (i) five Elected Directors shall be elected all of whom are elected under **clause 18**; and
 - (ii) up to four Directors who may be appointed by the Elected Directors under **clause 199**.

The CEO shall be a non-voting member of the Board but will not be a Director.
- (b) Gender and diversity equity will be given due consideration in the election and/or appointment of all Directors.
- (c) Subject always to this Constitution, no Director is entitled to be paid fees by the Company.

18. **BOARD ELECTION PROCESS**

- (a) The initial Directors are the people who have agreed to act as Directors and who are named as proposed directors in the application for registration of SIA.
- (b) Apart from the initial Directors and Directors appointed under **clause 19**, the Voting Members may elect an Elected Director by a resolution passed in a General Meeting.
- (c) Each Elected Director must be elected by a separate resolution, unless:

- (i) the Voting Members present have first passed a resolution that the appointments may be voted on together, and
 - (ii) no votes were cast against that resolution.
- (d) A person is eligible for election as an Elected Director if they:
- (i) are not an employee or director or officer of an Entity or Affiliate member;
 - (ii) are nominated in writing by two Members or representatives of Members (unless the person was previously elected as a Director at a general meeting and has been a Director since that meeting);
 - (iii) give SIA their signed consent to act as a Director; and
 - (iv) are eligible to be a director under the Act and/or the ACNC Act.
- (e) The election of Elected Directors shall be by such ballot system as is determined by the General Meeting and shall be by secret ballot. All Elected Directors must be elected by a majority of votes even if they are the only nominee for an Elected Director's position.
- (f) Subject to **clause** Error! Reference source not found. all Directors can only hold office for three consecutive terms of three years (for a total of nine consecutive years). A person who has served nine consecutive years as a Director and who becomes ineligible to continue to serve a further term becomes eligible again after the expiry of two years from the end of their term.
- (g) Should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with the Constitution, this shall be determined by the Board by lot. Elections to subsequent Boards shall then proceed in accordance with the procedures in these Rules with approximately half the elected Board members retiring each year.
- (h) The Directors will establish a Nominations Committee to consider and determine appropriate candidates to be put forward for:
- (i) election and/or appointment as a Director under the SIA Constitution; or
 - (ii) appointment of the Board appointed chairs of SIA advisory committees.

19. APPOINTED DIRECTORS

- (a) The Elected Directors may appoint up to four Appointed Directors.
- (b) The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition and SIA strategic direction. Appointed Directors do not need to be Individual Members, but should bring such skill sets to the Board that provide genuine, external independence and objectivity to, and for, the Board.
- (c) Appointed Directors may be appointed in accordance with this Constitution for a term of three years, the commencement and conclusion of which will be determined by the Board. Appointed Directors may re-appointed but, can only hold office for three consecutive terms of three years (so total nine consecutive years).

20. POWERS OF THE BOARD

Subject to the Act, the ACNC Act and the provisions of this Constitution the business of SIA shall be managed, and the powers of SIA shall be exercised, by the Board.

21. VACANCIES OF DIRECTORS

- (a) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
 - (i) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (iii) resigns his/her office in writing to SIA;
 - (iv) is absent without the consent of the Directors from Board meetings held during a period of six months;
 - (v) is or becomes:
 - (A) an employee of SIA or an Entity or Affiliate member; or
 - (B) elected or appointed as a director or officer of an Entity or Affiliate member;
 - (vi) is directly or indirectly interested in any contract or proposed contract with SIA and fails to declare the nature of his/her interest;
 - (vii) in the opinion of the Board:
 - (A) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of SIA; or
 - (B) has brought himself/herself or SIA into disrepute;
 - (viii) is otherwise prohibited from being a Director of a company under the Act or the ACNC Act; or
 - (ix) is removed from office in accordance with the Act.
- (b) Any vacancy occurring in membership of the Board may be filled by the Board from suitably qualified candidates. Such person shall hold office for the remainder of the term of the Director they are replacing.
- (c) In the event of a vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

22. MANAGEMENT

- (a) Subject to the policy directives of the Board, SIA shall be managed by the CEO who may exercise all powers of SIA which are not, under the Act or this Constitution required to be exercised by SIA in General Meeting, and subject further to any restriction contained in this Constitution or the provisions of the Act. No resolution passed by SIA in General Meeting shall invalidate any prior act of the CEO or the Board which would have been valid if that resolution had not been passed.
- (b) The CEO shall ensure that the resolutions of the Board and SIA are properly and efficiently carried out and shall transact all business of SIA between Board meetings and General Meetings. The CEO shall report to the Board at each Board meeting.

- (c) All cheques, promissory notes, bills of exchange and other negotiable instruments, and all receipts for money paid to SIA, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board determines from time to time.

23. MEETINGS OF THE BOARD

- (a) The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit. Any Director may on reasonable notice convene a meeting of the Board.
- (b) The Directors will appoint a Director as SIA's elected chairperson.
- (c) The chairperson will chair all Board meetings and General Meetings. If the chairperson is unwilling or unable to chair a meeting, the Board will appoint another Director to chair that meeting.
- (d) Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. Where voting is equal the motion is lost. An abstention is deemed a no vote.
- (e) Subject to all Directors receiving notice of the proposed resolution, a resolution in writing, signed or assented to by any form of visible electronic communication by the majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be called or held using any technology consented to by all the Directors provided that:
- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
 - (iii) if a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed, by virtue of the further provisions of this clause, to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.
- (g) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is a majority of Directors.
- (h) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than fourteen days written notice of the

meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than seven days prior to such meeting.

24. **DIRECTORS' INTERESTS**

- (a) A Director is ineligible to hold office and is also disqualified from office by:
 - (i) holding or assuming any place of profit or position of employment in SIA, in any Member or in any company or incorporated association in which SIA is a shareholder or otherwise interested; or
 - (ii) contracting with SIA either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of SIA, in which any Director is in any way interested, will be voided for such reason.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of SIA must declare that interest to the Board.
- (c) A Director who has an interest in a matter, may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of SIA at the time the notice is given.
- (d) The company secretary shall record in the minutes any declaration made or any general notice given by a Director under **clauses** Error! Reference source not found.and Error! Reference source not found. and the action decided upon by the Board in relation to that declaration.
- (e) A Director, notwithstanding the interest, may be counted in the quorum present at any meeting, but cannot remain in the meeting whilst the matter in which the Director is interested is being debated and cannot vote in respect of any matter in which the Director is interested. If the Director remains and votes in such matter, the vote shall not be counted.

25. **CHIEF EXECUTIVE OFFICER**

- (a) The CEO shall be appointed by the Board for such term and on such conditions as it thinks fit.
- (b) The CEO may be appointed by the Board, unless otherwise resolved by the Board, to act as a company secretary of SIA and shall administer and manage SIA in accordance with this Constitution.
- (c) The CEO as far as practicable shall attend all Board meetings and General Meetings.
- (d) If appointed as company secretary the CEO shall:
 - (i) prepare the agendas for all Board meetings and General Meetings; and
 - (ii) record and prepare minutes of the proceedings of all meetings of the Board and SIA; and
 - (iii) cause to be prepared and lodged any relevant statutory reports and or notifications.
- (e) Subject to this Constitution the CEO has power to perform all such things as appear necessary or desirable for the proper management and administration of SIA.
- (f) The CEO may employ such personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the CEO determines.

26. ANNUAL GENERAL MEETING

An annual General Meeting of SIA shall be held in accordance with the Act and on a date and at a venue to be determined by the Directors. All General Meetings other than the annual General Meeting shall be special General Meetings and shall be held in accordance with this Constitution.

27. NOTICE OF GENERAL MEETING

- (a) At least twenty-one days' notice of a General Meeting shall be given to the Directors and SIA's auditor, together with:
 - (i) any notice of motion received from any Member or any Director; and
 - (ii) the agenda for the meeting.
- (b) A notice of a General Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- (c) The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors and the appointment, and (if appropriate) fixing of the remuneration, of the auditors.
- (d) When it is proposed to pass a special resolution, twenty-one clear days' notice specifying the place and day and hour of meeting, and in the case of special business the general nature of that business shall be given to those Members set out under **clause 27(a)**.
- (e) Notice of every General Meeting shall be given to the Directors at the address appearing in the Register kept by SIA. Notice of every General Meeting may also be posted on SIA's website.
- (f) No other person is automatically entitled as of right to receive notices of General Meetings.

28. BUSINESS AT GENERAL MEETINGS

- (a) All business that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, the reports of the Board and auditors and the appointment of the auditors (if any) in the place of those retiring under this Constitution or otherwise, shall be special business.
- (b) No business other than that stated on the notice shall be transacted at that meeting.

29. NOTICES OF MOTION

- (a) Any Member can propose a notice of motion for inclusion as special business at a General Meeting.
- (b) All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the CEO not less than twenty-eight days (excluding receiving date and meeting date) prior to the General Meeting.
- (c) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve months.

30. SPECIAL GENERAL MEETINGS

Special General Meetings may be convened by resolution of the Board or otherwise in accordance with the Act.

31. PROCEEDINGS AT GENERAL MEETINGS

- (a) SIA may hold a General Meeting at two or more venues using any technology that gives the Voting Members a reasonable opportunity to participate.
- (b) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for any General Meeting shall be two-thirds of Voting Members present in person or electronically.
- (c) If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (d) The chairperson appointed by the Board shall, subject to this Constitution, preside as chairperson at every General Meeting.
- (e) The chairperson may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place, to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (f) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (g) Except as provided in **clause 31(e)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.
- (h) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by any Voting Member.
- (i) Unless a poll is so demanded, a declaration by the chairperson 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 book containing the minutes of the proceedings of SIA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.
- (j) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (k) No decision of SIA, the Board or any Board-authorized committee or other entity shall be invalid merely because of a failure to give proper notice under this Constitution or the Regulations or other irregularity in procedure required by this Constitution or the Regulations, unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.
- (l) SIA, the Board or other Board-authorized committee or entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

32. VOTING AT GENERAL MEETINGS

- (a) Each Director and each Entity Member shall have one vote at General Meetings. Entity Members shall exercise their vote through their duly appointed and authorised Delegate.

The Entity Member will notify SIA of its appointed Delegate at least 24 hours prior to any General Meeting.

- (b) No other Member is entitled to vote.
- (c) Where voting at General Meetings is equal, the motion shall be lost.

33. **PROXY VOTING**

- (a) Proxy voting shall be permitted at all General Meetings provided an approved and executed proxy form (as may be prescribed by the Board from time to time) is lodged with the company secretary at or before the commencement of the meeting. No Member entitled to vote shall exercise more than one proxy vote at any one time.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Voting Member shall be entitled to instruct its proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

34. **DELEGATIONS**

- (a) The Board may by instrument in writing or resolution create or establish or appoint from among the Members of SIA or from other selected personnel as may be required, committees or individual officers and consultants to carry out such duties and functions and with such powers as the Board determines.
- (b) The Board may in the establishing instrument or resolution delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board or the CEO by the Act, or any other law, or this Constitution or by resolution of SIA in General Meeting.
- (c) Any delegation made under this clause is at all times subject to the authority of the Board.
- (d) A function, the exercise of which has been delegated under this clause may, whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (e) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.
- (f) Notwithstanding anything in this Constitution or any instrument of delegation, no decision of a committee officer or advisor appointed or elected under this clause is binding on, or deemed to be a decision of, the Board.
- (g) The Board may, by instrument in writing or resolution, revoke wholly or in part any delegation made under this clause.

35. **REGULATIONS**

- (a) The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, encouragement, management and administration of SIA and the advancement of the Objects as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and any policy directives of the Board.
- (b) All Regulations made under this clause shall be binding on SIA and Members.
- (c) All clauses, rules, by-laws, policies and regulations of SIA in force at the date of the adoption of this Constitution insofar as such clauses, rules, by-laws, policies and regulations

are not inconsistent with, or have been replaced by, the Constitution, shall be deemed to be Regulations under this clause.

- (d) Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members of SIA by means of Bulletins approved by the Board and prepared and issued by the CEO. Bulletins are binding upon all Members.

36. **RECORDS AND ACCOUNTS**

- (a) The company secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of SIA and the Board and shall produce these as appropriate at each Board or General Meeting.
- (b) Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the CEO.
- (c) SIA shall retain such records for seven years after the completion of the transactions or operations to which they relate.
- (d) The Board will submit to the Members at the Annual General Meeting the statements of account of SIA in accordance with this Constitution and the Act.
- (e) The statements of account when submitted to an Annual General Meeting shall be conclusive, except as regards any error discovered in them within three months after such approval or adoption.
- (f) The company secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of SIA in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required by law to be attached to the statements of account.

37. **AUDITOR**

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

38. **NOTICE**

- (a) Any notice required to be given under this Constitution may be given by the company secretary to any Member by:
 - (i) sending the notice by pre-paid post or any form of visible electronic communication, to the Member's registered address or electronic mail address; and/or
 - (ii) posting the notice on SIA's website.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three business days after posting.
- (c) Where a notice is sent by electronic communication, service of the notice shall be deemed to be effected unless a return email is received advising that the electronic message was not received at the electronic address to which it was sent.
- (d) When a notice is sent by posting on SIA's website, service of the notice shall be deemed to be effected when the notice goes live on the website.
- (e) Notice of every General Meeting shall be given in the manner authorised in this Constitution.

39. SEAL

- (a) If SIA has a seal, the CEO shall provide for safe custody of the Seal.
- (b) If SIA has a seal, the Seal shall only be used by authority of the Board and every document, to which the seal is affixed, shall be signed by two (2) Directors or one Director and the CEO or company secretary or in such other manner as by is determined by the Board.
- (c) A Director may not sign a document to which the seal of SIA is fixed where the Director is interested in the contract or arrangement to which the document relates.

40. INDEMNITY

- (a) Every Director, officer, auditor, manager, employee or agent of SIA shall be indemnified out of the property and assets of SIA against any liability incurred by him in his capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act granted to him by the Court.
- (b) SIA shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of:
 - (i) a Director or officer performed or made whilst acting on behalf of and with the authority, express or implied of SIA; and
 - (ii) an employee, performed or made in the course of, and within the scope of his employment by SIA.

41. STRATEGIC FORUM

- (a) SIA shall hold a strategic forum at least once per year. The object of the strategic forum is to:
 - (i) inform the Board of significant membership issues;
 - (ii) assist the Board to design or review SIA's strategic plan and direction;
 - (iii) discuss national issues; and
 - (iv) provide feedback to the Board on the results of its governance decisions in practice at Member level.
- (b) The following persons are entitled to attend strategic fora of SIA:
 - (i) one (1) representative from each Entity, Affiliate and Commercial member; and
 - (ii) the Directors; and
 - (iii) such other persons the Board considers should be invited.

42. DISSOLUTION

SIA can only be dissolved by Special Resolution.