CONSTITUTION

Australian Sonographer Accreditation Registry Limited

ACN 084 400 546

ABN 94 084 400 546

Public company limited by guarantee

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I. GENERAL

1. Name of the company

a) The name of the company is Australian Sonographer Accreditation Registry Limited.

2. Type of company

a) ASAR is a not-for-profit public company limited by guarantee.

b) Subject to this Constitution, each Member and each individual who was a Member within 1 year of them ceasing to be a Member undertakes to contribute on the winding up of ASAR to the property of ASAR for:

1) payment of debts and liabilities of ASAR provided that for each individual who was a Member the debts and liabilities were contracted before they ceased to be a Member;

2) payment of the costs, charges and expenses of winding up; and

3) any adjustment of the rights of the contributories among themselves.

c) The amount to be contributed under **rule 2.b)** is such amount as may be required up to $10.

3. Replaceable rules and application of the Act

a) This Constitution is to be interpreted subject to the Act, however, the rules that apply as replaceable rules to companies under the Act are displaced by this Constitution and do not apply to ASAR.

b) An expression used in a rule that is defined for the purposes of the Act has the same meaning as in the Act unless the contrary intention appears in the expression used in a rule in this Constitution.

4. Definitions and interpretation

a) In this Constitution unless it is inconsistent with the subject or context in which it is used:

Accredited Medical Sonographer means an individual who meets the requirements of **rule 10.b)2)** and has been included on the Registry.

Accredited Student Sonographer means an individual who meets the requirements of **rule 10.b)3)** and has been included on the Registry.

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

Appointed Director means a Director who may be but need not be a Member who is appointed in accordance with **rules 30.b), 31.a)&b) & 32.c)**.

ASAR means the company named Australian Sonographer Accreditation Registry Limited ACN 084 400 546.

Board means some or all of the Directors acting as the board of directors of ASAR.

Business Day means a day not being Saturday, Sunday or a public holiday on which the banks (as defined in the Banking Act 1959) are open for business in the Australian Capital Territory.

Chair means the Chair of the Board appointed under **rule 45.**

Constitution means this constitution as amended or supplemented from time to time.

Director means an individual elected or appointed from time to time to the office of director of ASAR in accordance with this Constitution.

Electronic Contact Address means an electronic destination such as an email address to which notices and other material from ASAR can be transmitted or made available with reasonable certainty that they will be delivered to or be accessible by the intended recipient.

Member means member of ASAR in accordance with **part III** of this Constitution.

Member Director means a Director who is subject to election by the Members, who must be a Member and who is appointed in accordance with **rules 30.b), 31.c)&d) & 32.a)&b)**.

Objects means the objects of ASAR specified in **rule 7**.

Officer has the same meaning as in the Act.

Person means an individual and any partnership, association, body or entity whether incorporated or not.

Register means the register of Members pursuant to the Act.

Registry means the register of accredited courses in medical sonography, Accredited Medical Sonographers and Accredited Student Sonographers in accordance with **part II**.

Secretary means any person appointed by the Board in accordance with **rule 50** to perform the duties of company secretary of ASAR.

Tax Act means the *Income Tax Assessment Act 1997(Cth).*

Year means the period between the close of 1 annual general meeting and the close of the next annual general meeting.

b) A Member is taken to be present at a general meeting if the Member is present in person or by proxy or by direct vote.

c) A reference in a rule in general terms to a person holding or occupying a particular position or office includes a reference to any person who occupies or performs the duties of that position or office for the time being.

d) In this Constitution, the following rules of interpretation apply unless the context requires otherwise:

1) a gender includes all genders;
2) singular includes plural and vice versa;
3) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
4) a reference to a rule or sub-rule is to a rule or sub-rule of this Constitution and includes any further embedded content;
5) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it; and
6) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form.

e) Cross references are for convenience only. A cross reference in a particular rule identifies another rule that impinges on the interpretation of the particular rule in a key way. Not all rules that may affect the interpretation of the particular rule are cross referenced.

f) Headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

5. Actions authorised under the Act

a) Where the Act authorises a company to do any matter or thing if so authorised by its constitution, ASAR is taken by this rule to be so authorised or permitted to do that matter or thing.

6. Exercise of powers

a) Where this Constitution uses the word 'may' in providing that a person or body may do a particular act or thing, then whether the act or thing is done or not is at the discretion of the person or body.

b) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken to include a power:
1) exercisable in the like manner and subject to any like conditions to repeal, rescind, revoke, amend or vary that act or thing; and
2) to do the act or thing from time to time.

c) Where this Constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to only some of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.

d) Other than in respect of Directors, where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:

1) to appoint a person to act in the office or position until a person is appointed to the office or position;

2) subject to any contract between ASAR and the relevant person and any applicable industrial law, to remove or suspend with or without cause any person appointed; and

3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.

e) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.

f) Where this Constitution confers a power on a person or body to delegate a function or a power:

1) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;

2) the delegation may be either general or limited in any manner provided in the terms of delegation;

3) the delegation may be to a specified person or may be to any unspecified person from time to time holding, occupying or performing the duties of a specified office or position;

4) the delegation may include the power to delegate;

5) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and

6) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body that delegated the function or power.

7. Objects

a) The objects of ASAR are:

1) to promote high standards of medical sonography in Australia, including:

i. to set uniform, minimum standards of sonographer training and education in Australia;

ii. to assess and to accredit programs of sonographer training and education;

iii. to accredit medical sonographers;

iv. to maintain the Registry;

v. to maintain a minimum standard of continuing professional development for sonographers;

vi. to advance recognition of sonography as a profession;

vii. to advise education, government and statutory bodies and professional and scientific societies on any aspect of accreditation of medical sonography; and

viii. to commission, to support and to facilitate relevant research.

8. Powers

a) ASAR may act in ways and matters consistent with the direct and indirect pursuit of its Objects in **rule 7** and in ways and matters incidental to its Objects and in ways that, under the Act, a public company limited by guarantee may exercise, take or engage in if authorised by its constitution. In pursuing the Objects, ASAR may, in any manner permitted by the Act:

1) exercise any power;

2) take any action; or

3) engage in any conduct or procedure.

b) ASAR has no power to allot or issue fully- or partly-paid shares in ASAR to any Person.

9. Income and property

a) The income and property of ASAR must be applied only towards promoting the Objects.

b) Subject to **rule 9.c)**, no income or property of ASAR shall be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to any Member of ASAR, any former Member of ASAR, any Director or any former Director or to any person claiming through such an individual.

c) Nothing in this Constitution shall prevent payment in good faith of:

1) reasonable and proper remuneration to any employee of ASAR;

2) subject to this Constitution, reasonable and proper amounts to any Member in return for any services they render to ASAR;

3) interest at a rate not exceeding interest at the rate for the time being payable to ASAR's bankers for money lent or that would be lent to ASAR;

4) reasonable and proper rent for premises leased by any Member to ASAR;

5) reimbursement in good faith of out-of-pocket expenses incurred on behalf of ASAR where such expenses have been appropriately authorised in accordance with processes as determined by the Board from time to time; and

6) any other sums payable under this Constitution.

II. REGISTRY

10. What the Registry covers

a) In accordance with **rule 7.a)1)iv)**, ASAR must maintain the Registry.

b) The Registry shall have 3 sections:

1) courses in sonography, including the names of the course providers, that meet specified standards and criteria required for the courses to be accredited by ASAR to be included on the Registry and to maintain their accreditation;

2) individuals who meet specified standards and criteria related to the use of medical sonography that are required for them to be accredited by ASAR as medical sonographers to be included on the Registry and to maintain their accreditation; and

3) individuals who meet specified standards and criteria related to training in the use of medical sonography that are required for them to be accredited by ASAR as student medical sonographers to be included on the Registry and to maintain their accreditation.

c) The Board shall determine the standards and criteria to apply for accreditation to the Registry and the policies and processes to be used in the administration of those standards and criteria. In reaching those determinations, the Board:

1) may seek advice from Members and other Persons interested in sonography; and

2) may establish advisory or executive or administrative panels or committees comprising Members and other Persons interested in sonography which may but need not be chaired by a Director and from which the Board may seek advice and to which the Board may delegate any specified tasks or functions.

d) The Board must make public any policies, processes, standards and criteria applicable to the Registry.

e) Courses and individuals that are included on the Registry shall have a right to be designated or to designate themselves as being accredited in ways determined by the Board from time to time.

f) The names of Accredited Medical Sonographers and Accredited Student Sonographers shall be accessible to the public.

g) The list of courses and qualifications that are included on the Registry shall be accessible to the public.

11. Ceasing to be accredited to the Registry

a) A course in sonography that has been accredited to the Registry in accordance with **rule 10.b)1)** shall cease to be accredited and shall be removed from the Registry:

   1) if the Person providing the course in sonography withdraws or ceases the course in sonography;

   2) if the Person providing the course has not paid moneys (including fees applicable under **rule 13.**) due and payable to ASAR within 30 days of a final request for payment of those moneys being sent to the Person; or

   3) if the course in sonography fails to meet the standards and criteria required under **rule 10.b)1)** as determined by any regular or periodic review of the course and as confirmed by a resolution of the Board.

b) An individual who has been accredited to the Registry in accordance with **rule 10.b)** shall cease to be accredited and shall be removed from Registry:

   1) if the individual resigns, by notice in writing, on the date the notice is received by the Secretary;

   2) if the individual dies;

   3) if the individual is an Accredited Student Sonographer and they cease their training in sonography for any reason;

   4) if the individual has not paid moneys (including fees applicable under **rule 13.**) due and payable to ASAR within 30 days of a final request for payment of those moneys being sent to the individual; or

   5) if the individual fails to meet the standards and criteria required to maintain their accreditation in accordance with rule **rule 10.b)2) or 3)** as confirmed by a resolution of the Board.

c) Any Person ceasing to be a accredited on the Registry:

   1) shall not be entitled to any refund, in full or part, of any fee paid in accordance with **rule 13**; and

   2) shall not be readmitted to the Registry until any unpaid moneys outstanding at the time they ceased to be on the Registry are paid including any interest or other charges levied on outstanding moneys.

12. Appeals against removal from the Registry

a) If the Board confirms that a course in sonography that has been accredited on the Registry in accordance with **rule 10.b)1)** has been determined in accordance with **rule 11.a)3)** as failing to meet the required standards and criteria or that an individual who has been accredited on the Registry in accordance with **rule 10.b)2) or 3)** has been determined in accordance with **rule 11.b)5)** as failing to meet the required standards and criteria then the Secretary must give written notice to the course provider or to the individual:

   1) setting out the resolution and the grounds upon which it was based; and

   2) stating that the course provider or the individual has 30 calendar days from the date of the notice to give written submissions to the Board in response to the resolution.

b) If the course provider or the individual gives written submissions in response to the resolution then the Board must consider those submissions at its next meeting and the Secretary must then give the course provider or the individual written notice:

   1) as to whether or not the Board still intends to proceed with the resolution; and

   2) if they do so intend, that the course provider or the individual has 21 calendar days from the date of the notice to advise the Directors that the course provider or the individual requires that the matter be referred to appeal under **rule 12.d)**.

c) If the course provider or the individual does not give written submissions within the time specified in **rule 12.a)2)** or advice in writing within the time specified in **rule 12.b)2)** in response to the resolution then the Board may proceed in accordance with **rule 12.e)**.

d) If the matter is referred to appeal under **rule12.b)2)** then the appeal must be conducted:

   1) subject to rule **12.d)2)**, by consideration by a panel of appropriate individuals as appointed by the Board and in such manner as the Board reasonably determines; and

   2) in accordance with the rules of natural justice.

e) Once the appeal under **rule 12.d)** is concluded or if the course provider or the individual gives no advice in writing under **rule 12.b)2)** or if the course provider or the individual makes no written submissions in accordance with **rule 12.a)2)** then the Board may decide whether or not to endorse the resolution under **rule 12.a)** and it is only at that time that any resolution under **rule 12.a)** will be effective.

13. Registry fees

a) The Board may determine from time to time to charge course providers and individuals on the Registry fees comprising joining fees, annual fees, specific purpose levies, fees and charges and appeal fees.

b) The Board may determine different fees for amounts charged to different categories on the Registry, if any, and as between Persons within a category on the Registry. The Board may determine that no fee is payable.

c) Any amounts charged are payable in such manner and at such times as are determined by the Board.

d) No part of any fee paid shall be refunded to a Person who ceases to be on the Registry in accordance with **rule 11**.

III. MEMBERSHIP

14. Members

a) The Members of ASAR are the individuals who are Accredited Medical Sonographers on the Registry in accordance with **rule 10.b)2)** who are interested in the Objects of ASAR who agree to become Members and who the Board in its absolute discretion admits to membership in accordance with this Constitution.

15. Rights of Members

a) A Member has a right:

1) to attend and to speak at general meetings;

2) to nominate, to be nominated and to be appointed a Director; and

3) to vote at general meetings and on resolutions put to the membership.

16. Application for membership

a) Any eligible Accredited Medical Sonographer may apply to become a Member of ASAR.

b) The application for membership must be in writing in the form the Board prescribes from time to time. Such form must provide for the Electronic Contact Address of the applicant.

c) The Board may delegate the consideration and determination of any membership application.

d) In no case shall the Directors be required to give a reason for the rejection of any application for membership.

e) Subject to **rule 16.d)**, when a decision regarding an applicant for membership has been made the Secretary or other person delegated by the Board shall send to the applicant written notice of that decision.

f) The acceptance of an applicant to be a Member is subject to payment of fees, if any, in accordance with **rule 20** and if such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of ASAR.

g) If the applicant has not previously been a Member and is not admitted to membership in due course then any moneys paid by them for membership must be returned to them in full.

h) Subject to **rule 14.a) & 16.f)**, an applicant becomes a Member and is entitled to exercise the rights and benefits of that membership when their name is entered in the Register.

17. Membership not transferable

a) A right, privilege or obligation which an individual has by reason of being a Member of ASAR:

1) is personal to the Member and not capable of being transferred to another Person by a Member's own act or by operation of law; and

2) terminates upon the cessation of membership whether by death, resignation or otherwise.

18. Ceasing to be a Member

a) A Member shall cease to be a Member:

1) if the Member resigns, by notice in writing, on the date the notice is received by the Secretary;

2) if the Member ceases to have an Electronic Contact Address on the date that the Board resolves to cease the membership unless the Board resolves otherwise;

3) if the Member dies;

4) if the Member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

5) if the Member is expelled under **rule 19.**;

6) in any other circumstances prescribed in the terms of membership applicable to the Member or in the failure to satisfy any undertaking given by the Member upon them being admitted as a Member;

7) if the Member is convicted of an indictable offence on the date that the Board resolves to cease the membership unless the Board resolves otherwise;

8) if the Member has not paid moneys (including fees applicable under **rule 20.**) due and payable to ASAR within 30 days of a final request for payment of those moneys being sent to the Member;

9) if the Member becomes bankrupt; or

10) if the Member ceases to be to be eligible to be a Member under **rule 14.a)** by ceasing to be on the Registry.

b) Any Member ceasing to be a Member:

1) shall not be entitled to any refund, in full or part, of any fee paid in accordance with **rule 20.**; and

2) shall not be readmitted as a Member until any unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on outstanding moneys.

19. Disciplining of Members

a) Subject to this rule the Board may resolve by a majority of at least 75% (rounded down when it is not a whole number) of Directors present and eligible to vote to expel any Member, or to suspend any Member from membership for a specified period, if the Member:

1) fails to comply with this Constitution;

2) fails to comply with the terms of membership applicable to the Member;

3) fails to satisfy any undertaking given by the Member upon their admission to membership; or

4) in the opinion of the Board, has acted in a manner that renders it undesirable that the Member continues to be a Member where such action could include that the Member has acted in a manner prejudicial to the interests of ASAR.

b) If the Board passes a resolution in accordance with **rule 19.a)** to expel or suspend a Member then the Secretary must give the Member written notice:

1) setting out the resolution and the grounds upon which it was based; and

2) stating that the Member has 30 calendar days from the date of the notice to give written submissions to the Directors in response to the resolution.

c) If the Member gives written submissions in response to the resolution then the Board must consider those submissions at its next meeting and the Secretary must then give the Member written notice:

1) as to whether or not the Board still intends to proceed with the resolution; and

2) if the Board does so intend, that the Member has 21 calendar days from the date of the notice to advise the Directors that the Member requires the matter be referred to mediation under **rule 19.e)**.

d) If the Member does not give written submissions within the time specified in **rule 19.b)2)** or advice in writing within the time specified in

rule 19.c)2) in response to the resolution then the Board may proceed in accordance with **rule 19.f)**.

e) If the matter is referred to mediation under **rule19.c)2)** then the mediation must be conducted:

   1) subject to rule **19.e)2)**, in such manner as the Board reasonably determines; and

   2) in accordance with the rules of natural justice.

f) Once the mediation under **rule 19.e)** is concluded or if the Member gives no advice in writing under **rule 19.c)2)** or if the Member makes no written submissions in accordance with **rule 19.b)2)** then the Board may decide whether or not to endorse the resolution under **rule 19.a)** and it is only at that time that any resolution under **rule 19.a)** will be effective.

20. Payments by Members

a) The Board may determine from time to time to charge Members fees comprising joining fees, annual subscriptions and specific purpose levies and charges.

b) The Board may determine different fees for amounts charged to Members as between different categories, if any, of Members and as between Members within a category of membership. The Board may determine that no fee is payable.

c) Any amounts charged to Members are payable in such manner and at such times as are determined by the Board.

d) No part of any fee paid shall be refunded to a Member who ceases to be a Member in accordance with **rule 18**.

IV. GENERAL MEETINGS

21. Convening of a general meeting

a) The Board may, whenever it thinks fit, call and arrange to hold a general meeting of ASAR.

b) Apart from as provided by this **rule 21.**, a general meeting of ASAR may be called and arranged to be held only as provided by the Act.

c) The Board may change the venue for, postpone or cancel a general meeting of ASAR unless the meeting is called and arranged to be held by the Members or the court under the Act. If a general meeting is called and arranged to be held under section 249D of the Act the Board may make changes or cancel the meeting in accordance with the Act.

d) A general meeting of ASAR may be convened to occur at 2 or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

22. Notice of a general meeting

a) Subject to this Constitution, at least 21 days notice (or such other minimum period as may be prescribed by the Act from time to time) of a general meeting must be given in the manner authorised by **rule 54.** to each person who is at the date of the notice:

   1) a Member;

   2) a Director; or

   3) an auditor of ASAR.

b) A notice of a general meeting must specify:

   1) the place, date and time of the meeting;

   2) subject to **rule 22.d)**, the general nature of any business to be conducted at the meeting;

   3) if a special resolution is to be proposed, the details of and intention to propose it; and

   4) if the meeting is to be held in 2 or more places then the technology that will be used to facilitate this.

c) Except as required by the Act or as provided in **rule 22.d)**, no business other than that specified in the notice convening a general meeting may be transacted at that general meeting.

d) It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the consideration of the annual financial report, Directors' report, any report from the auditor, the election of Directors, the declaration of the results of an election of Directors, the appointment of the auditor or the fixing of the auditor's remuneration.

e) A Member may waive notice of a general meeting by notice in writing to ASAR.

f) The accidental failure to give notice of any general meeting to, or the non-receipt of notice of, a meeting by any Person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

g) A Person's attendance at a general meeting waives any objection that that Person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the Person at the beginning of the meeting objects to the holding of the meeting.

23. Cancellation or postponement of a general meeting

a) Subject to the Act and this Constitution, the Board may cancel a general meeting of ASAR that:

   1) has been convened by the Board; or

2) has been convened at the requisition of a Member or Members pursuant to the Act upon receipt by ASAR of written notice withdrawing the requisition signed by that Member or those Members with the consequence that there are less than half the requisitioning Members remaining who still wish for the meeting to be convened.

b) The Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.

c) Where any general meeting is cancelled or postponed or the venue for the meeting is changed:

1) the Board must make a reasonable attempt to notify in writing each Person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; but

2) any failure to notify in writing any Person entitled to receive notice of the meeting or failure of a Person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

24. Quorum at a general meeting

a) No business may be transacted at any general meeting unless a quorum of Members entitled to vote is present at all times during the meeting.

b) Subject to **rule 4.b)**, a quorum shall be the lesser of:

1) the number of Directors at the time of the meeting plus 1; or

2) half the number of Members, rounded up if the number is not a whole number, plus 1.

c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:

1) the meeting, if convened upon the requisition of Members, shall be dissolved; and

2) in any other case:

i. the meeting stands adjourned to such day, and at such time and place, as the Chair determines or, if no determination is made by the Chair, to the same day in the next week at the same time and place; and

ii. if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

25. Chair of a general meeting

a) The Chair shall preside as chair at each general meeting unless:

   1) there is no Chair;

   2) the Chair is not present within 15 minutes after the time appointed for the meeting or the time at which a quorum is present, whichever is the later; or

   3) the Chair is present within that time but is not willing to act as chair of the meeting.

b) When the Chair does not preside in accordance with **rule 25.a)** then:

   1) the Directors present must elect as chair of the meeting another Director who is present and willing to act; or

   2) if no other Director willing to act is present at the meeting, the Members eligible to vote who are present in person at the meeting may elect as chair of the meeting a Member who is present and willing to act and who is entitled to vote at the meeting.

c) Despite anything in **rules 25.a) & b)**, if the Chair and/or any other Director or Directors later attend a general meeting, or are in attendance and willing to act, the most senior of them (elected if necessary as outlined in **rule 25.b)1)** where 2 or more Directors are later in attendance or willing to act) from time to time who is willing to act must take over as chair of the general meeting.

d) Subject to **rule 26**, the chair of a general meeting:

   1) shall ensure that all items on the agenda are dealt with, and in the sequence set out, unless the Members eligible to vote who are present in person consent to the order being changed;

   2) shall conduct the meeting in a manner designed to facilitate decision making and the transaction of business; and

   3) shall superintend and control the proceedings in accordance with the requirements of the relevant law, this Constitution and the broad conventions of debate.

26. Conduct of a general meeting

a) A Member is entitled to attend and to speak at general meetings.

b) The chair of a general meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting, subject to the Act:

   1) impose a limit on the time that a person may speak on each motion or other item of business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present (see **rule 4.b)**) and entitled to vote; and

2) adopt any procedures for casting or recording votes at the meeting whether on a show of hands or a poll, including the appointment of scrutineers.

c) Any question arising at a general meeting relating to the order of business, subject to **rules 25.d)1) & 26.f)**, procedure or conduct of the meeting must be referred to the chair of the meeting whose decision is final.

d) The chair of a general meeting may take any action that they consider appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person:

1) in possession of a visual and/or sound recording device which in the opinion of the chair of the meeting may or does cause inconvenience or disruption to the meeting;

2) in possession of a placard or banner;

3) in possession of an article considered by the chair of the meeting to be dangerous, offensive or liable to cause disruption;

4) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;

5) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or

6) who is not entitled to receive notice of the general meeting if they are not the proxy or representative of a Person entitled to receive notice of the general meeting.

e) The chair of the meeting may delegate powers conferred by **rule 26.d)** to any person they think fit.

f) The chair of a general meeting may at any time during the course of a general meeting, and must if so directed by the meeting, adjourn from time to time and from place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting as determined by the chair of the meeting.

g) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.

h) A resolution passed at a general meeting resumed after an adjournment is passed on the day that it is passed.

i) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

j) Except as provided by **rule 26.i)**, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, subject to **rule 23.c)**.

k) Where a meeting is adjourned, the Board may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act then the Board may not postpone it beyond the date by which the Act requires it to be held and may not cancel it without the consent of the requisitioning Members.

l) Nothing in this **rule 26.** is to be taken to limit the powers conferred on the chair of a general meeting by law.

27. Decisions at a general meeting

a) Questions arising at a general meeting are to be decided by a majority of votes cast by the Members present (see **rule 4.b)**) at the meeting who are eligible to vote and any such decision is for all purposes a decision of the Members, except in the case of any resolution which under this Constitution or as a matter of law requires a special majority.

b) At any time before a vote on a motion is taken at a general meeting, a summary of the proxy position and, if applicable, direct votes received in relation to the motion must be disclosed to the meeting.

c) In the case of an equality of votes upon any proposed resolution the chair of the meeting, in addition to their deliberative vote, has a casting vote.

d) A resolution put to the vote of a general meeting must be decided on a show of hands of the Members present in person and eligible to vote unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands.

e) Under **rule 27.d)** a poll may be demanded:

   1) by the chair of the meeting; or

   2) by at least 3 Members present (see **rule 4.b)**) and having the right to vote on the resolution or Members with at least 5% of the votes that may be cast on the resolution on a poll.

f) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.

g) At any general meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the minutes of the proceedings of ASAR which has been signed by the chair of the relevant general meeting or of the next succeeding general meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

h) If a poll is demanded at a general meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded, and an entry to that effect in the minutes of the proceedings of general meetings of ASAR which has been signed by the chair of the relevant general meeting or of the next succeeding general meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

i) A poll demanded at a general meeting on the election of a chair of the meeting pursuant to **rule 25.b)2)** or on an adjournment pursuant to **rule 26.f)** must be taken immediately.

j) The demand for a poll may be withdrawn.

28. Voting rights at a general meeting

a) Subject to this Constitution and to any rights or restrictions attached to any category of membership, at a general meeting every Member who is entitled to vote and who is present (see **rule 4.b)**) has 1 vote.

   1) Where the Board has allowed direct voting by postal or electronic means on a matter the voting must be done in a way that identifies that a Member has voted but with the actual way in which the vote is cast secret. Subject to **rules 28.a) & 29.L)**, the Board may put a matter that has been voted on by direct vote to a general meeting.

b) An Appointed Director who is not a Member has a right to attend and to speak at a general meeting but has no right to a vote at a general meeting.

c) A proxy is entitled to a separate vote for each Member the person represents, in addition to any vote they may have as a Member in their own right.

d) An objection to the qualification of a person to vote at a general meeting:

   1) must be raised before or at the meeting at which the vote objected to is given or tendered; and

   2) must be referred to the chair of the meeting whose decision on the qualification to vote is final.

e) A vote not disallowed by the chair of the meeting under **rule 28.d)2)** is valid for all purposes.

29. Representation at a general meeting

a) Subject to this Constitution, each Member entitled to vote at a general meeting may vote:

   1) in person;

   2) by direct vote where this option is offered by the Board; or

   3) by proxy.

b) A proxy may, but need not, be a Member or a Member who is entitled to vote.

c) A proxy may be appointed for all general meetings, or any number of general meetings, or for a particular general meeting.

d) Unless otherwise provided in the instrument, but subject to the Act, an instrument appointing a proxy will be taken:

   1) to confer authority to agree to a meeting being convened by shorter notice than is required by the Act or by this Constitution;

   2) to confer authority to speak to any proposed resolution on which the proxy may vote;

   3) to confer authority to demand, or join in demanding, a poll on any resolution on which the proxy may vote;

   4) to appoint the chair of the general meeting as the proxy unless the Member clearly specifies another person as proxy and that person attends the general meeting;

   5) even though the instrument may refer to specific resolutions and may direct the proxy how to vote on those resolutions:

      i. to vote, in a way that is consistent with any direction given by the Member on the proxy form, on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

      ii. to vote on any procedural motion, including any motion to elect the chair, to vacate (only in the case of a chair elected under **rule 25.b)2)**) the chair or to adjourn the meeting; and

      iii. to act generally at the meeting; and

   6) even though the instrument may refer to a specific meeting, to be held at a specific time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the rescheduled or adjourned meeting or at the new venue.

e) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.

   1) Where the instrument so directs the proxy how to vote and the person appointed as proxy is not the chair of the meeting and the proxy does not exercise the vote when a poll is called then the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

f) Subject to **rule 29.g)**, an instrument appointing a proxy need not be in any particular form provided it is in writing, contains the Member's name

and address, ASAR's name, the proxy's name or the office held by the proxy, the meeting or meetings at which the appointment may be used and either:

1) be signed by the appointer or the appointer's attorney; or
2) be authenticated in such manner as the Board may determine.

g) A proxy may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, and the authority under which the instrument is signed or a certified copy of the authority, are received in or at the places, fax numbers or electronic addresses specified at least:

1) 48 hours (or such other minimum period as may be prescribed by the Act from time to time); or
2) such lesser period specified for this purpose in the notice calling the meeting.

h) For the purposes of **rule 29.g)**:

1) the place may be ASAR's registered office or other place specified in the notice and a fax number or electronic address may be the fax number or electronic address at ASAR's registered office or the fax number or electronic address specified in the notice; and
2) the lesser period may be any time before the time set for holding the meeting or adjourned meeting.

i) The Directors may waive all or any of the requirements of **rules 29.f)g) & h)** and in particular may, upon the production of such other evidence as the Directors require to prove the validity of the appointment of a proxy accept:

1) an oral appointment of a proxy;
2) an appointment of a proxy which is not signed and executed in the manner required by **rule 29.f)**; and
3) the deposit, tabling or production of a copy, including a copy sent by facsimile or by electronic transfer, of an instrument appointing a proxy or of the power of attorney or other authority under which the instrument is signed.

j) A vote given in accordance with the terms of an instrument appointing a proxy is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by ASAR by the time and at 1 of the places at which the instrument appointing the proxy is required to be received under **rules 29.g) & h)**.

k) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any

resolution, the proxy is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

l) If a Member has cast a direct vote by postal or electronic means on a matter and the Board puts that matter to a general meeting for a vote then if a Member who has already cast a direct vote or their Representative or their proxy is at the general meeting they are not entitled to vote and must not vote on the matter at the general meeting. Their direct vote will be counted if a poll is taken on the matter.

m) The chair of a general meeting may require any person acting as a proxy to establish to the satisfaction of the chair of the meeting that the person is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish their identity, they may be excluded from voting in which case **rule 29.d)4)** applies unless the form of proxy indicated otherwise.

V. BOARD OF DIRECTORS

30. Number and nature of Directors

a) There must be not less than 3 (or such other minimum number as determined by the Act) and not more than 10 Directors.

b) Of the Directors at any time, up to 7 may be Member Directors and up to 3 may be Appointed Directors.

31. Terms of Directors

a) Subject to **rule 31.b)**, the term for an Appointed Director shall be such time up to 48 months as the Board determines at the time of appointment. At the conclusion of the Appointed Director's first term the Board may determine:

1) not to re-appoint the Appointed Director; or

2) to re-appoint the Appointed Director for a second term of up to 48 months.

i. If the Appointed Director is appointed for a second consecutive term then at the conclusion of that second term they may not be re-appointed until at least 24 months after the conclusion of the second term.

b) Terms for Appointed Directors shall commence on the date determined by the Board and terminate on the date determined by the Board that is up to but not exceeding 48 months from the date of appointment.

c) Subject to **rule 33**, the term for a Member Director shall be up to 4 Years but no Member Director shall hold office for more than 3 consecutive terms. For the purpose of calculating a Member Director's consecutive terms, any periods the Member Director has served in a casual vacancy under **rule 33** are to be disregarded. For the avoidance of

doubt, reference to a term in this **rule 31.c)** includes a term of less than 4 Years determined in accordance with **rule 31.e).**

d) Terms for Member Directors shall commence at the conclusion of the annual general meeting at which the Director's election was declared and, subject to **rule 31.e)**, terminate at the conclusion of the fourth annual general meeting following the annual general meeting at which the Director's election was declared. If eligible and they wish to and they are nominated, a Member Director may stand for re-election.

e) If an individual is elected to a Member Director position that has been the subject of a casual vacancy under **rule 33.a)**, the first term for the Member Director occupying that position will be four Years less any Years in which there was a casual vacancy in the position. The terms for Member Directors elected to such positions will commence at the conclusion of the annual general meeting at which the Director's election was declared and terminate at the conclusion of the fourth annual general meeting following the annual general meeting at which the position was originally declared not filled (and which gave rise to the casual vacancy under **rule 33.a)**). If eligible and they wish to and they are nominated, a Member Director may stand for re-election.

32. Eligibility of Directors

a) Member Directors shall be Members who have completed a familiarisation program, as determined from time to time by the Board, on the role and work of a Director prior to them nominating.

b) Members who have served as Member Directors for the maximum period in accordance with **rule 31.c)** shall be eligible for reappointment as a Director after a lapse of 2 full Years from the date at which they last held office as a Member Director but shall be eligible to be appointed to committees established by the Board in accordance with **rule 48**.

c) Appointed Directors may be Members or other individuals with skills, experience or capabilities that the Directors determine from time to time are important for the Board but which are not available to the Board from the Directors at that time.

d) Members who are serving or have served as Appointed Directors shall be eligible to stand for election and appointment as Member Directors.

33. Casual vacancies on the Board

a) If a casual vacancy in the position of a Member Director occurs because the position was not filled at the last annual general meeting, the Board may appoint any eligible Member to that position, and such appointee holds office until the end of the next annual general meeting but if otherwise eligible, may stand for election at that annual general meeting.

b) If a casual vacancy in the position of a Member Director occurs because a Director elected by the Members has vacated the position then the Board

may appoint any eligible Member to that position, and such appointee holds office until the end of the annual general meeting at which the term of the Director they have replaced would have terminated under **rule 31.d)** but if otherwise eligible, the retiring appointee may be nominated and stand for election to fill the vacant Member Director position.

34. Not Used

35. Election of Directors

a) ASAR may, prior to an annual general meeting at which a Director retires, by direct vote determine a Member to fill the vacated position by electing an individual to that office in accordance with procedures determined by the Board for the conduct of direct voting by post and/or by electronic or other direct means of voting.

b) Subject to **rule 32.** any eligible Member who wishes to stand for election as a Director must be nominated by 2 Members.

c) The nomination form shall be in writing, contain the consent of the Member to be a Director of ASAR and be signed by the nominated Member and the nominating Members.

d) Nominations for the position of Director shall be lodged with the Secretary not more than 12 weeks and not less than 8 weeks before the date of the annual general meeting.

e) A Member may submit with their nomination form a resume of not more than 250 words. A resume:

   1) may only include details in relation to:

      i. the candidate's qualifications and relevant experience;

      ii. the candidate's contribution to ASAR and sonography to date; and

      iii. key issues the candidate sees as facing ASAR;

   2) must not endorse, disparage or otherwise refer to any other candidate or any other Director;

   3) must not contain anything that is defamatory; and

   4) must comply with any applicable by-laws or regulations set by the Board.

f) The Secretary may in good faith edit any resume in such manner as they see fit to ensure compliance with **rule 35.e)**.

g) The information provided in the resume will be included as the only information from the candidate in ballot material made available by ASAR to Members not less than 6 weeks before the date of the annual general meeting.

h) The Board shall determine the voting instructions and processes and, by lot, determine the order in which names of candidates appear on the election material.

i) The ballot will close at the close of business on the Business Day nominated in the election material. Such date will be not more than 4 weeks and not less than 3 weeks before the annual general meeting.

j) Only valid ballots received at the Registered Office, or any other address including a web address indicated on the election material, by the close of the ballot as determined under **rule 35.i)** shall be counted.

k) The Secretary shall be returning officer for the ballot and ASAR's auditor shall scrutineer the ballot.

l) The successful candidates shall be determined by the number of valid votes cast in favour of the candidates. The candidate with the highest number of votes will fill the first available position. The candidate with the next highest number of votes will fill the next available position until all positions are filled.

m) If at the close of nominations there are fewer candidates for election than there are vacant Member Director positions to be filled then all nominations shall be deemed to have been elected and no ballot shall be held. Any resulting vacancies in the position of Member Directors shall be casual vacancies to which **rule 33.a)** applies.

n) All candidates will be notified of the results of the election process by not less than 2 weeks before the annual general meeting.

o) The result of the election process shall be declared at the annual general meeting.

36. Vacation of office

a) Subject to **rules 36.b) & c)**, a person vacates their office of Director at the conclusion of the annual general meeting at which their term of office expires subject to them being re-elected or re-appointed a Director in accordance with this Constitution.

b) Any Director may resign by giving written notice to ASAR through the Secretary of their intention to resign and the resignation will take effect at the time expressed in the notice provided that the time is not earlier than the date of delivery of the written notice to the Secretary.

c) The office of a Director becomes vacant if the Director:

   1) is subject to any of the circumstances prescribed by the Act;

   2) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

   3) becomes bankrupt or makes any arrangement or composition with their creditors generally;

4) is convicted on indictment of an offence and the Board does not within 2 months after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director;

5) is absent from 3 consecutive meetings of the Board, with or without the consent of the Board, unless at the next meeting of the Board, the Board resolves otherwise;

6) has failed to disclose a material personal interest in breach of the law; unless at the next meeting of the Board, the Board resolves otherwise;

7) ceases to be a Member, if a Member Director;

8) is removed as a Director by a simple majority resolution of ASAR in general meeting;

9) becomes an employee of ASAR; or

10) dies.

37. No alternate Directors

a) Directors are not entitled to appoint alternate Directors.

38. Interested Directors

a) Subject to **rule 36.c)6) & 9)**, a Director may hold any other office (other than auditor) in ASAR or any related body corporate in conjunction with their directorship and may be appointed to that office upon such terms as to tenure of office and otherwise as the Directors think fit, except that the Director may not receive remuneration in that other capacity.

b) Subject to **rule 36.c)6)**, a Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by ASAR or in which ASAR may be interested as a shareholder or otherwise and is not accountable to ASAR for any other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

c) The Board may exercise the voting rights conferred by shares in any body corporate held or owned by ASAR in such manner in all respects as the Board thinks fit including voting in favour of any resolution appointing a Director as a director or other officer of that body corporate or voting for the payment of remuneration to the other officers of that body corporate and a Director may, if permitted by law, vote in favour of the exercise of those voting rights notwithstanding that they are, or may be about to be appointed, a director or other officer of that other body corporate and, as such, interested in the exercise of those voting rights.

d) A Director is not disqualified merely because of being a Director from contracting with ASAR in any respect including, without limitation, any of the following:

1) selling any property to, or purchasing any property from, ASAR;

2) guaranteeing the repayment of any money borrowed by ASAR for a commission or profit; or

3) acting in any professional capacity, other than auditor, on behalf of ASAR.

e) No contract made by a Director with ASAR and no contract or arrangement entered into by or on behalf of ASAR in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.

f) No Director contracting with or being interested in any arrangement involving ASAR is liable to account to ASAR for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.

g) Subject to **rule 38.h)**, a Director who is in any way interested in any contract or arrangement or proposed contract or arrangement may, despite that interest:

1) be counted, if they are present at the time of commencing to deal with the matter, in determining whether or not a quorum is present at any meeting of the Board that is considering that contract or arrangement or proposed contract or arrangement;

2) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and

3) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement that ASAR may execute.

h) **Rule 38.g)** does not apply if, and to the extent that, it would be contrary to the Act including without limitation provisions of the Act that regulate matters concerning material personal interests of directors.

i) The Board may make regulations requiring the disclosure of interests that a Director, and any Person deemed by the Board to be related to or associated with the Director, may have in any matter concerning ASAR or a related body corporate and any regulations made under this Constitution shall bind all Directors.

39. Payments to Directors

a) Having regard to **rule 9.c)** payments may be made to any Director for:

1) out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board;

2) the payment of fees for occupying the office of Director and carrying out the duties and obligations of that office, where the amounts

payable, if any, do not exceed reasonable amounts previously approved by the Board, provided;

i. the total amount that may be paid, if any, to all Directors combined for services as Directors under **rule 39.a)2)** is determined by the Members in general meeting; and

3) any service rendered to ASAR by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and is not more than an amount which commercially would be reasonable for the service.

40. Powers and duties of Directors

a) The Directors are responsible for the control, ultimate management and conduct of ASAR. The Board may exercise to the exclusion of ASAR in general meeting all the powers of a company that are not required by the Act or by this Constitution to be exercised by ASAR in general meeting.

b) Without limiting the generality of **rule 40.a)**, the Board may exercise all the powers of ASAR to borrow or otherwise raise money, to charge any property or business of ASAR and to issue debentures or give any other surety for a debt, liability or obligation of ASAR or of any other Person.

c) The Board may determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of ASAR.

d) The Board may from time to time confer upon any Director for the time being or any other person or office as they may select such of the powers exercisable under this Constitution by the Board as it may think fit from time to time and to be exercised for such purposes and on such terms and conditions and with such restrictions as it may think expedient.

1) Powers conferred under **rule 40.d)** may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any such powers with or without cause subject to any applicable contract between ASAR and the relevant person and subject to any applicable industrial law.

e) A power of attorney may contain such provisions for the protection and convenience of the attorney, or persons dealing with the attorney, as the Board thinks fit.

41. Proceedings of Directors

a) The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.

b) The contemporaneous linking together by telephone or other electronic means that allow reasonable interaction between all participating Directors constitutes a Board meeting provided the number of Directors

participating is at least sufficient to constitute a quorum. All provisions of this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of Directors by telephone or other electronic means.

c) A Director participating in a meeting by telephone or other electronic means is taken to be present in person at the meeting.

d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chair of the meeting provided that at least 1 of the Directors involved was at that place for the duration of the meeting.

42. Convening of a meeting of Directors

a) The Chair or any 2 or more Directors may, whenever they think fit, convene a meeting of the Directors.

b) A Secretary must, when requested by the Chair or on the requisition of any 2 or more Directors, convene a meeting of Directors.

43. Notice of a meeting of Directors

a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice a Director, other than a Director on leave of absence approved by the Board, or a Director outside of Australia who has notified the Secretary that they will not be contactable.

b) A notice of a meeting of Directors:

1) must specify the time and place of the meeting;

2) should were practicable state the nature of the business to be transacted at the meeting;

3) may be given immediately before the meeting;

4) may be given in person or by post or by telephone, fax, email or other electronic means; and

5) if telephone or electronic connection of Directors is to be involved must identify how that connection is to be made.

c) Unless special circumstances apply, at least 48 hours notice of a meeting of the Directors should be given.

d) A Director may waive notice of any meeting of Directors by notifying the Secretary to that effect in person or by post or by telephone, fax, email or other electronic means.

e) The non-receipt of notice of a meeting of Directors by, or failure to give notice of a meeting to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting:

1) if the non-receipt or failure occurred by accident or error;

2) if before or after the meeting, the Director;

   i. has waived or waives notice of that meeting under **rule 43.d)**; or

   ii. has notified or notifies ASAR of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax, email or other electronic means; or

3) the Director attended the meeting.

f) Attendance by a person at a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

44. Quorum at a meeting of Directors

a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present during the time the business is dealt with.

b) A quorum at a meeting of Directors is half the number of Directors entitled to attend the meeting, rounded down to the next whole number where the number is not a whole number, plus 1.

c) A Director who is present and is disqualified from voting on a matter pursuant to **rule 38.** shall be counted in the quorum despite that disqualification, even if they do not participate in that part of the meeting from which they are disqualified from voting.

d) If there is a vacancy in the office of a Director then, subject to **rule 44.e)** the remaining Director or Directors may act.

e) If the number of Directors in office at any time is less than the minimum number required by **rule 30.a)**, the remaining Directors must act as soon as possible:

   1) to increase the number of Directors to a number sufficient to satisfy the minimum number of Directors required under **rule 30.a)**; or

   2) to convene a general meeting of ASAR for that purpose.

f) Until the actions required by **rule 40.e)** have happened, the Directors must only act if and to the extent that there is an emergency requiring them to act.

45. Chair

a) The Directors:

   1) must elect 1 of the Member Directors to the office of Chair at least annually and in any event at the first meeting of the Board following an annual general meeting; and

   2) may, subject to **rule 45.a)1)** determine the period for which that Member Director is to be Chair.

b) If an election to the office of Chair is tied more than once then the successful candidate must be determined by lot unless at least 1 candidate withdraws.

c) If a Member Director is appointed Chair for 8 consecutive years and they remain a Member Director then they must not stand for election as Chair for the next 2 successive years other than under **rule 45.f)**.

d) The Chair has such powers and duties as are specified in this Constitution, as are required by law and as are determined by the Directors.

e) The Chair must if present within 15 minutes after the time appointed for the holding of the meeting, and if willing to act, preside as chair of each meeting of Directors.

f) The Directors present must elect 1 of themselves to chair the meeting if at a meeting of Directors:

   1) there is no Chair;

   2) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or

   3) the Chair is present but is not willing to act as chair of the meeting or of part of the meeting.

g) Despite anything in **rule 45.f)** if the Chair later attends a meeting of Directors or is later willing to act then they must take the role of chair of the meeting.

46. Decisions of Directors

a) A meeting of Directors at which a quorum is present is a meeting of the Board and is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.

b) Subject to **rule 19.a)**, questions arising at a meeting of the Board are to be decided by a majority of votes cast by the Directors present and entitled to vote and any such decision is for all purposes a determination of the Directors.

c) Other than for the election of the Chair under **rule 45.b)**, in the case of an equality of votes upon any proposed resolution the chair of the meeting, in addition to their deliberative vote, has a casting vote.

47. Written resolutions

a) The Board may pass a resolution without a Board meeting if the Directors entitled to vote on the resolution sign a document containing a statement of the resolution set out in the document. For this purpose signatures can be contained in more than 1 document and can include electronically transmitted signatures.

b) A resolution under **rule 47.a)** shall be deemed to have been passed if 1 week, or such other period as has been specified in the document accompanying the proposed resolution, has expired since the proposed resolution was circulated to the Directors and a majority of Directors who have responded has signed a document containing a statement that they are in favour of the resolution set out in the document provided that the number of Directors in favour is sufficient for a quorum at a Board meeting in accordance with **rule 44.b)**.

c) Resolutions passed in accordance with **rule 47.b)** are to be taken to have been passed at a meeting of the Directors held on the date 1 week after the resolution was distributed to Directors or such other date as may be specified in the document accompanying the proposed resolution or on the date the resolution was assented to by the last Director who constituted the quorum in favour, whichever is the sooner.

d) For **rule 47.a)** a Director may signify assent to a document by signing the document or by notifying the Secretary of the Director's assent in person or by post or by telephone, fax, email or other electronic means.

e) Where a Director signifies assent to a document other than by signing the document, the Director must by way of confirmation sign the document at the next meeting of Directors attended by that Director, but failure to do so does not invalidate the resolution to which the document relates.

48. Committees of the Board

a) Subject to **rule 10.c)**, the Board may form and delegate any of its powers to a Committee of the Board consisting of such Directors and other individuals as it thinks fit and may from time to time revoke such delegation. Subject to **rules 10.c) & 48.e)** all such Committees of the Board must be chaired by a Director.

b) A Committee of the Board must, in exercise of the powers delegated to it, conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised will be taken to be exercised by the Board.

c) Subject to **rule 48.b)** the meetings and proceedings of any Committee of the Board consisting of more than 1 individual will be governed, so far as they can and with such changes as are necessary, by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.

d) A minute of all the proceedings and decisions of every Committee of the Board shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act and this Constitution to be made, entered and signed. A copy of these Committee minutes shall be tabled at the next practical Board meeting.

e) If the Board establishes an audit-type Committee of the Board it will consist of at least 3 individuals including at least 1 Director.

Notwithstanding **rule 48.a)** the chair may be, but need not be, a Director. The Chair shall not be eligible to be a member of such an audit-type Committee of the Board.

f) The Board must determine each year the amount of money, if any, to be allocated to research in the following year or years and when the Board so allocates money for research it must establish a Committee of the Board to be called the Research Committee that:

   1) comprises at least 1 Director who, in accordance with **rule 48.a)**, will chair the Research Committee and at least 3 other individuals with relevant experience related to research and/or research grant administration;

   2) considers any guidelines regarding research and research grants issued by the Board from time to time;

   3) subject to **rule 48.f)2)** calls for and assesses applications for research grants;

   4) makes recommendations to the Board for grants to be offered;

   5) administers research grants approved by the Board; and

   6) provides a report on its activities, including any recommended changes to processes, to the Board at least annually.

g) Subject to **rule 48.e) & f)** the Board may delegate any of its powers to 1 Director.

   1) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board.

49. Validity of acts

a) All acts done at any meeting of the Board or by any person acting as a Director or a Committee of the Board or a committee or panel pursuant to the Registry attended by a person acting as a Director shall be valid even if it is later discovered that there was a defect in the appointment of the person as a Director or the person being disqualified to be a Director or having vacated office or the Director or person not being entitled to vote, provided the circumstance was not known by the Director or person or Committee of the Board when the act was done.

VI. ADMINISTRATION

50. Secretary

a) The Board must appoint at least 1 Secretary who may, but need not, be a Director or a Member.

b) The Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board determines. The Secretary may act in a honorary capacity.

c) The Board may remove any Secretary so appointed, subject to the terms of any contract and the law.

51. Minutes

a) The Directors must ensure that minutes of proceedings and resolutions of general meetings of ASAR and of meetings of the Directors (including Committees of the Board or committees or panels pursuant to the Registry) are recorded in books kept for that purpose within 1 month following the relevant meeting.

b) The Directors must ensure that minutes of resolutions passed by Directors and Committees of the Board without a meeting are recorded in books kept for the purpose within 1 month after the resolution is passed.

c) The minutes of a meeting must be signed within a reasonable time after the meeting by the chair of the meeting or the chair of the following meeting.

d) The minutes of a passing of a resolution without a meeting must be signed by a Director within a reasonable time after the resolution is passed.

e) A minute that is recorded and signed under **rule 51.** is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

52. Inspection of records

a) The Directors must ensure that the minute books for general meetings of ASAR are open for inspection by Members free of charge.

b) Subject to **rules 10.d)f)&g) & 52.a)**, the Board may determine whether and to what extent, and at what times and places and under what conditions, the minute books, financial records and other documents of ASAR or any of them will be open to inspection by Members other than Directors.

c) A Member other than a Director does not have the right to inspect any books, records or documents of ASAR except as provided by law, this Constitution or authorised by the Board.

d) Notwithstanding **rule 52.b)**, previous Directors have a right to inspect minute books for meetings of the Directors and Committees of the Board for the period covering when they were Directors.

53. Accounts and audit

a) ASAR must prepare and deal with such accounts as are required under the Act.

b) If required by the Act, the Directors must cause the financial records of ASAR to be audited in accordance with the Act.

c) The financial year shall be the period of 12 months ending on 31 December, unless the Board determines a different end date.

54. Notices

a) A notice may be given by ASAR to a Member:

1) by serving it on the Member personally;

2) by sending it by prepaid post to the Member's address as shown in the Register;

3) by sending it to the fax number, Electronic Contact Address or such other address the Member has supplied to ASAR for the giving of notices;

4) by making a copy of it accessible electronically on a website of, or related to, ASAR and informing the Member of its availability via their Electronic Contract Address; or

5) by publishing it in a regular newsletter publication of ASAR which publication may be printed or electronic or internet based.

b) The fact that a Member has supplied a fax number or email or other electronic address for the giving of notices:

1) does not require ASAR to give any notice to that person by fax or email or other electronic means; or

2) does not prevent ASAR from giving notice to that person in the manner envisaged by **rule 54.a)4)**.

c) A signature to any notice given by ASAR to a Member under **rule 54.a)** may be in writing or a facsimile printed or affixed by some mechanical, electronic or other means.

d) Any Member who has not provided to ASAR their place of address or Electronic Contact Address for inclusion in the Register as the place at or via which notices may be given to the Member shall not be entitled to receive any notice.

e) Subject to this Constitution, a notice may be given by ASAR to any Director either by serving it personally at, or by sending it by prepaid post to, the Director's usual residential or business address, or by sending it to the fax number, Electronic Contact Address, or such other address as the Director has supplied to ASAR for the giving of notices.

f) Subject to this Constitution, a notice may be given by a Member or a Director to ASAR by serving it on ASAR at, or by sending it by prepaid post to, the registered office of ASAR or by sending it to the principal fax number or principal electronic address of ASAR at its registered office or principal place of business, if any.

g) Where a Member does not have a registered address or an Electronic Contact Address or where ASAR has bona fide reason to believe that a Member is not known at the Member's registered address or Electronic

Contact Address, all future notices are deemed to be given to the Member if the notice is exhibited in the Registered Office, if any, for a period of 48 hours (and is deemed to be duly served at the commencement of that period) unless and until the Member informs ASAR of a registered address or Electronic Contact Address.

h) A reference in this Constitution to a notice or other communication in writing includes a notice given by fax or electronic means or other modes of reproducing words in a visual form.

55. Time of service of notices

a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:

   1) in the case of a notice of a general meeting – on the Business Day after the date of its posting; or

   2) in any other case – 3 Business Days after it is posted.

b) Where a notice is sent by fax or email or other electronic means, service of the notice is to be taken to be effected on the Business Day after the date it is sent.

c) Where ASAR gives a notice under **rule 54.a)4)**, service of the notice is to be taken to be effected when the notice was first so made accessible.

d) When ASAR gives notice under **rule 54.a)5)**, service of the notice is to be taken to be effected on the Business Day after the day on which the notice was first published.

56. Other communications and documents

a) **Rules 54. & 55.** apply, so far as they can and with such changes as are necessary as determined by the Board, to the service of any communication or document.

57. Execution of documents

a) Without limiting the manner in which ASAR may execute any approved contract, including as permitted under the Act, ASAR may execute any agreement, deed or other document by:

   1) 2 Directors signing the same; or

   2) 1 Director and 1 Secretary signing the same.

b) Nothing in this Constitution requires ASAR to execute any agreement, deed or other document under common seal for the same to be executed effectively by ASAR.

58. Indemnity and insurance

a) Subject to **rule 58.b)**, ASAR must indemnify each Officer on a full indemnity basis and to the full extent permitted by law against all

liabilities, including a loss, liability, cost, charge or expense, incurred by the Officer as an Officer, including without limitation:

1) a liability for negligence; and
2) a liability for reasonable legal costs.

b) The indemnity in **rule 58.a)** does not operate in relation to any liability, subject to **rule 58.c)**, which:

1) is a liability of ASAR or any of its related bodies corporate;
2) is a liability for a pecuniary penalty order under the Act or a compensation order under the Act; or
3) arises out of conduct of the Officer which was not in good faith, or which involved wilful misconduct, gross negligence, reckless misbehaviour or fraud.

c) **Rule 58.b)** does not apply to a liability for legal costs.

d) The indemnity in **rule 58.a)** does not operate in relation to legal costs incurred by the Officer in defending any action for a liability if the costs are incurred:

1) in defending or resisting proceedings in which the Officer is found to have a liability referred to in **rule 58.b)**;
2) in defending or resisting criminal proceedings in which the Officer is found guilty;
3) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established. This does not include costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order; or
4) in connection with proceedings for relief to the Officer under the Act where the court denies the relief.

e) If there is any appeal in relation to any proceedings referred to in **rule 58.d)**, it is the outcome of the final appeal that is relevant for the purposes of **rule 58.d)**.

f) The indemnity in **rule 58.a)**:

1) does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void, unenforceable or not permitted by law; and
2) does not operate in respect of any liability of the Officer to the extent that that liability is covered by insurance.

g) The indemnity in **rule 58.a)**:

1) is enforceable without the Officer having first to incur any expense or make any payment; and

2) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an Officer of ASAR or its related bodies corporate.

h) For each Officer against any liability incurred by the Officer as an Officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal, and whatever their outcome ASAR may, to the extent permitted by law:

1) purchase and maintain insurance; or

2) pay or agree to pay a premium for insurance.

i) Nothing in **rules 58.a) & h)**:

1) affects any other right or remedy that a person to whom those rules apply may have in respect of any liability referred to in those rules; or

2) limits the capacity of ASAR to indemnify or provide or pay for insurance for any person to whom those rules do not apply.

j) ASAR may enter into a deed with any Officer to give effect to the rights conferred by **rule 58.i)**, or the exercise of a discretion under **rule 58.i)** on such terms as the Board thinks fit which are not inconsistent with **rule 58.i)**.

59. Submission to jurisdiction

a) Each Member submits to the non-exclusive jurisdiction of the Supreme Court of New South Wales, the Federal Court of Australia and the Court which may hear appeals from those Courts.

60. Prohibition and enforceability

a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.

b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

61. Winding up

a) If any property remains following the winding up or dissolution of ASAR after satisfaction of all its debts and liabilities, this property will not be paid to or distributed amongst Members, but will be given or transferred to another institution or body corporate that has:

1) objects which are similar to the Objects;

2) a constitution which requires its income and property to be applied to promoting its objects; and

3) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on ASAR by **rule 9.b)**.

b) The identity of the institution or body corporate is to be determined by the Members at or before the time of dissolution and failing such determination being made, by the Directors at or before the time of dissolution and failing such determination by application to the court for determination.

c) If ASAR or a fund operated by ASAR is endorsed or duly authorised in any way as a deductible gift recipient in accordance with the Tax Act and ASAR maintains accounts or a gift fund pursuant to such endorsement or authorisation, ASAR must on the earlier of the winding up of such accounts or gift fund or of ASAR having its deductible gift recipient endorsement or authorisation revoked transfer any surplus assets of those accounts or gift fund to another institution or body corporate in Australia that has:

1) objects which are similar to the Objects or the objects of the fund, whichever is applicable;

2) a constitution which requires its income and property to be applied to promoting its objects;

3) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on ASAR by **rule 9.b)**; and

4) which satisfies specific requirements of the Tax Act related to the management of a gift fund or of accounts used for the handling of deductible gift recipient funds.

d) The identity of the institution or body corporate under **rule 61.c)** is to be determined by the Members and failing such determination being made, by the Directors.

62. Changes to this Constitution

a) ASAR may modify, add to or delete from this Constitution only in accordance with the Act.

63. Transitional provisions

a) From the Annual General Meeting on 27 May 2017, Member Directors in place at the end of that meeting are deemed to have been elected to four-Year terms at their last election.

b) For the avoidance of doubt, the table below sets out the Member Directors at the end of the Annual General Meeting on 27 May 2017, the year the current term expires for each position (determined in accordance with **rule 31.d)**), and the number of consecutive 4-Year terms remaining for the then current Member Directors (excluding their current term)**:**