



Constitution of Australian Information Industry Association Limited

ACN 008 568 036





1. INTERPRETATION

1.1 Replaceable Rules Inapplicable

The replaceable rules contained in the Corporations Law do not apply to AIIA unless repeated in this Constitution or specifically made applicable to AIIA by a provision of this Constitution.

1.2 Definitions

In this Constitution unless the context otherwise requires:

AGM means the annual general Meeting of AIIA. AIIA means the Australian Information Industry Association Limited.

Alternate means a senior executive of a Full Member who is approved by the Board to exercise some or all of the powers of the Director representing that Full Member for a specified period, in accordance with article 15.5. An Alternate does not have to be an Eligible Person.

Approved Person means a senior executive of a Full Member who, in the opinion of the Board, has appropriate standing in the technology industry in Australia to serve on the Board. An Eligible Person may be an Approved Person.

Associate Member means any Entity whose:

- (a) primary business function is not the supply of Technology Goods and Services;
- (b) interest in Technology Goods and Services is primarily as an internal user of Technology Goods and Services; and
- (c) application for membership under article 6.4 has been approved

Board means the whole or any number of the Directors for the time at a Board Meeting and not being less than a quorum specified in article 18.5.

Business Day means a weekday, excluding public holidays in Canberra, Australia.

Business Plan means a document setting out the policy goals, resources, personnel, financial plans, budgets, activities and plans for AIIA.

CEO means the chief executive officer of AIIA. The CEO is not a member of the Board.

Chair means an Eligible Person who is the Director of AIIA elected by the Board to chair the Board under article 16.3.

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

Corporations Law means the Corporations Act 2001 (Cth).

Deputy Chair means the Director of AIIA who is elected by the Board under article 16.3.

Director means:

- (a) an Eligible Person who is elected by Full Members to occupy one of the positions of a Director elected by the Full Members under article 16.1(a);
- (b) an Approved Person who is elected by the Board to:
 - (i) be a Director elected by the Board under article 16.1(b); or
 - (ii) fill a casual vacancy under article 16.7(a); or
- (c) the person who is appointed as a Director by virtue of being the past Chair under article 16.1(c).

Eligible Person means the chief executive officer or the most senior representative of a Full Member.

Entity means any type of corporation, partnership, trust, Federal, State, Territory or local government, association or other body or organisation, but excludes an individual.

Executive Committee means the committee set up by the Board under article 19.1.

Fee means the membership fees payable to AIIA by Full Members and Associate Members, as determined from time to time in accordance with article 9.

Financial Delegation means any document approved by the Board that determines any of the following:

- (a) which persons have authority, and the limits of each person's authority, to spend the funds of AIIA, hire personnel or otherwise make commitments on behalf of AIIA;
- (b) who has authority to sign cheques or other financial instruments;
- (c) who can authorise electronic funds transfers; and
- (d) other such things as determined by the Board, as may be amended from time to time by the Board.

Full Member is an Entity that:

- (a) has as its primary business purpose the commercial exploitation of Technology Goods and Services, or
- (b) plans to generate revenue from the commercial exploitation of Technology Goods and Services; and
- (c) has made an application for membership under article 6.4 that has been approved.

Meeting includes where persons are able to simultaneously communicate with each other using any technology that is widely available to the participants and gives the participants as a whole a reasonable opportunity to participate. If the Meeting is to be held via teleconference, videoconference or other instantaneous means, the technology and access details that will be used to facilitate the Meeting must be included in the Notice of the Meeting.

Member means any of a Full Member or an Associate Member.

Notice includes:

- (a) notice by letter to the address provided by the Member;
- (b) notice by email to the email address provided by the Member;
- (c) notice by any other form of technology that gives the Members as a whole a reasonable opportunity to participate and provides the recipient with the information in a form that can be seen, saved and printed.

Policy means the stated position of AllA on a particular issue, or any formal standard, code or practice, that will be generally applicable to some or all of the Full Members, that is approved by the Board in accordance with this Constitution.

Register means the register of Full Members and Associate Members to be kept in accordance with the Corporations Law.

Secretary means the company secretary of AllA as appointed by the Board from time to time.

State or Territory Council means a group that is established by the Board from time to time under article 19.7 to promote the objects of AllA primarily for the region which the State or Territory Council is established to represent.

Sub-Committee means a sub-committee set up by the Board from time to time under article 19.3. Submission means a formal document that is put forward to any government, company, body or other entity on behalf of AllA in which, in the opinion of the CEO, AllA expresses a significant position on a particular subject of Interest to Full Members.

Technology Goods and Services means hardware, software, services, information content and tools that facilitate communication, processing and transmission of information and the sharing of knowledge through electronic means including:

- (a) computer hardware, electronic goods and other equipment or devices that process or transfer electronic information;
- (b) office machines, communications equipment and devices, including satellites;
- (c) computer software and software development services;
- (d) technology consultancy services which are provided by personnel whose core skill is technology (and not for example legal services or accounting services);

- (e) services for the support, maintenance, installation, commissioning, integration and management of any of the Items (a) - (c) above;
- (f) telecommunications services, including all forms of electronic communication irrespective of technology;
- (g) services which provide or allow access to information in an electronic form, including through the web;
- (h) providing training and education in relation to any of the items (a) - (g) above.

Treasurer means the Director of AIIA who is elected by the Board under article 16.3.

Vote includes a vote cast using any technology that gives the participants as a whole a reasonable opportunity to participate and provides for a clear and instantaneous statement of the voter's opinion on the issue; agree, disagree or abstain.

1.3 Construction

In this Constitution unless the context otherwise requires:

- (a) 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 other legislative authority having jurisdiction);
- (b) references to "signatures" or "signed" include electronic signatures, being the result of a process applied to a document in electronic form by which a person authenticates the document and acknowledges that the document is being executed;
- (c) references to the "sending" of a document includes the sending of that document via electronic means, including electronic mail;
- (d) "including" and "includes" are not words of limitation; and
- (e) the singular includes the plural and vice-versa.

1.4 Headings

Headings do not affect the interpretation of this Constitution.

OBJECTS

2.1 Principal Purposes

The principal purposes of AIIA are to:

- (a) act as a central advisory, consultative and co-ordinating body for the technology industry in Australia and its representation internationally;
- (b) represent the technology industry on all matters concerning the industry in discussions with governments, companies, other bodies or organisations, consumers and the public;
- (c) create a greater public awareness of the benefits and essential role of the technology industry and of those operating within it;
- (d) research and gain knowledge of any proposed Australian or international legislation or policy that may have an impact, relate to or affect the technology industry in Australia, including exports from the Australian technology industry;
- (e) take such steps as AIIA considers necessary to protect, promote and advance the technology industry in Australia and exports from the Australian technology industry;
- (f) encourage and promote the use of best practise and professional conduct in the technology industry, including by researching, adopting and promoting appropriate standards, codes, practices and policies that support Full Members' interests;
- (g) establish, maintain relations and/or affiliations with, and provide support to, bodies in other countries and/or industries where they have objects similar to AIIA;
- (h) collect, compile and distribute amongst Members, governments, companies, other bodies or organisations, consumers and the public, information and data which will be of assistance in carrying out the objects of AIIA;
- (i) support institutions, associations, professorships, lectureships, scholarships, funds or trusts for education, research or advancement of knowledge (whether solely concerned with the technology industry or not) which may be considered to advance or promote the work of AIIA;

- (j) provide information and educate Members, governments, companies, other bodies or organisations, consumers and the public in relation to the technology industry;
- (k) offer and provide (including for a fee) goods, services and tools which may assist Members, their employees and others to conduct their business and affairs;
- (l) promote these objects at a local and regional level, including through local representative State or Territory Councils and their respective working groups; and
- (m) raise from Full Members and Associate Members funds as may be necessary for any of the objects of AIIA, and to use and manage those funds accordingly.

3. NOT FOR PROFIT

The income and property of AIIA must be applied in promoting the objects of AIIA as set out in article 2.1 and no portion of it is to be paid or transferred directly or indirectly by way of profit to Full Members, Associate Members or Directors.

This does not prevent the payment in good faith:

- (a) for goods or services supplied in the ordinary and usual course of business;
- (b) of remuneration to any officers, employees, consultants or contractors of any of AIIA, Full Members, Associate Members or Directors in return for any services rendered to AIIA, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be a reasonable payment for the service;
- (c) of out-of-pocket expenses incurred by a Director in the performance of any duty as a Director where the amount payable does not exceed any amount previously approved by the Board; and
- (d) of remuneration to Directors, where the remuneration has the prior approval of the Board and where the amount payable is approved by ordinary resolution in a general Meeting.

For clarity, nothing in this article prevents AIIA operating a budget that is in surplus, rather it prevents any portion of any income or property being paid or transferred directly or indirectly by way of profit to Full Members, Associate Members or Directors.

4. LIMITED LIABILITY

The liability of the Members is limited to the amount of \$50.00 specified in article 5.1.

5. MEMBERS GUARANTEE

5.1 Contribution

Every Member undertakes to contribute an amount not exceeding \$50.00 to the property of AIIA in the event of its being wound up while that Entity is a Member or within one year afterwards for:

- (a) payment of the debts and liabilities of AIIA contracted before the time when that Member ceased to be a Member; and
- (b) the costs, charges and expenses of winding up.

5.2 Dealing with any surplus

If upon the winding-up or dissolution of AIIA there remains any property after the satisfaction of all its debts and liabilities, that property shall not be paid to or distributed among the Members of AIIA.

That property shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of AIIA provided that the other institution(s) shall also prohibit the distribution of its or their property among its or their members.

At or before the time of the dissolution, the Members of AIIA shall determine which institution or institutions such have any surplus property distributed to them.

If the AIIA Members do not make such determination, the determination shall be made by the Chief Judge of such court as may have or acquire jurisdiction in the matter.

6. MEMBERSHIP

6.1 Members

The Members of AIIA are those set out in the Register.

6.2 Classes of Members

AllA consists of the following classes of Members:

- (a) Full Members; and
- (b) Associate Members.

6.3 Rights of Each Class of Member

- (a) A Full Member is entitled to all the rights and privileges of membership of AllA.
- (b) An Associate Member is entitled to all the rights and privileges of a Full Member, except that an Associate Member:
 - (i) is not entitled to Vote at a general Meeting, including an AGM;
 - (ii) is not entitled to nominate a representative of the Associate Member to be a Director; and
 - (iii) is not entitled to be the chair of a State or Territory Council.

6.4 Application for Membership

- (a) An application for membership must be made by completing the application form (which may be an online or electronic form if so provided by AllA).
- (b) Each application must be signed on behalf of the applicant and contain at least:
 - (i) an undertaking on the part of the applicant to be bound by AllA's Constitution;
 - (ii) the full name, address, phone number and email address of the applicant;
 - (iii) details of the offices operated by the applicant in Australia;
 - (iv) the class of membership sought; and
 - (v) adequate particulars of the applicant's qualifications for that class of membership.
- (c) A membership application is deemed to be approved upon receipt and acceptance by AllA of the Fees applicable to the application, unless AllA makes a written request for further information under article 6.4(d) within 14 days of receipt of the application form and the membership fee.

- (d) If there is any doubt as to whether an applicant should be in a particular class of membership then AllA may request further information from the applicant, which must be provided within 14 days of request. AllA will advise the applicant which class of membership is appropriate for the applicant. If the applicant disputes the class of membership proposed the applicant may request that the Board determines the class of membership. Once the Board has determined the appropriate class of membership the applicant will be notified in writing of the Board's decision, and unless the applicant withdraws its application in writing within 7 days of being notified of the determination, the applicant will be granted membership in the class of membership determined by the Board.
- (e) AllA must cause the Member's name, and class of membership, to be entered in the Register within 7 days after the application is approved.
- (f) Any membership of any class of Member which is calculated on a periodic basis, for example annual membership, is automatically renewed at the end of the first period for the same period, (or such other period as is advised as part of the membership arrangements), unless:
 - (i) the Member advises AllA in writing that membership is not to be renewed, at least 45 days prior to the date when the next period of membership commences; or
 - (ii) membership is otherwise terminated under any other article of this Constitution.
- (g) AllA may pro rate any period of membership of any class of Member (and the related Fees) to enable memberships to commence on the same date.

6.5 Notification of Change in Qualifications

Each Member must promptly provide written notice to AllA of any change in the qualification of the Member to be a Member or to be in a particular class of membership. Each Member must promptly provide written notice to AllA of any change to the locations of its offices in Australia.

6.6 Change in Class of Membership

If the Board considers that a Member no longer qualifies to remain a Member in a particular class of membership, or if a particular class of membership is cancelled or abolished, the Board may by notice in writing to the Member, change the class of membership for that Member to a class of membership appropriate for that Member. The Secretary must make appropriate amendments to the Register to reflect the change.

7. REGISTER OF MEMBERS

The Secretary will maintain the Register and will enter in it the full name, address, and email address of each Member, the date upon which the applicant became a Member, the class of membership of the Member, the date upon which each Member ceased to be a Member and any other details required by AIIA.

8. DUTIES OF MEMBERS

8.1 Membership not Transferable

Membership of AIIA is not transferable whether by operation of law or otherwise except by the written permission of AIIA.

8.2 Prohibition on Voting Agreements

A Member must not enter into or give effect to any contract, arrangement or understanding under which the Member (or any associate of the Member) has or will receive any material benefit in consideration for Voting in a particular way (including not Voting) on any matter before a general Meeting, including any election, or at any other Meeting.

9. FEES AND LEVIES

9.1 Membership Fees

The Board may from time to time determine the membership Fees payable in respect of each Member, each class of membership and the period of membership.

Each Member is obliged to pay its membership Fee:

- (a) prior to the start of the membership for the first period of membership; and
- (b) on the first day of the next period of membership; or
- (c) as otherwise provided by AIIA.

9.2 Unpaid Membership Fees

A Member will cease to be entitled to any of the rights and privileges of membership If:

- (a) the Fee, special levy or other fees, where applicable, of that Member remains unpaid for more than 30 days after it becomes payable; and
- (b) a notice of default is given to the Member, but those rights and privileges will be reinstated on payment by the Member of all Fees, special levies or other fees in arrears, provided that the Member's membership has not been terminated under any other article of this Constitution.

9.3 Special Levy - General

The Board may determine that a special levy is raised for a special purpose which may be assessed proportionately against the Members according to such class or classes of business or otherwise as they may consider appropriate having regard to the objects. Any special levy must be approved by a general Meeting of AIIA.

9.4 Special Levy - Special Activities

A Full Member, or a group of Full Members, may request that AIIA undertakes a particular activity that is consistent with the objects of AIIA, but is not within the current Business Plan, at the cost and expense of the Full Member or group of Full Members.

This request must be made in writing and set out the details of the tasks to be performed, how the tasks are consistent with the objects, the proposed funding arrangements and such other details as may be required by the Board.

Any such request must be approved by the Board, who may accept or reject the request in its discretion. If the request is accepted, the Board may raise a levy directly against the requesting Full Member, or group of Full Members, in accordance with the request put forward by the Full Member or group of Full Members.

10. CESSATION OF MEMBERSHIP

10.1 Cessation of Membership

Membership of AIIA ceases if the Member:

- (a) does not pay the Fee, special levy or other fee within 30 days after the Fees becomes payable (or such longer period as the Board may determine);
- (b) becomes insolvent, has a receiver, receiver and manager, administrator or liquidator appointed, or is wound up (except for the purposes of reconstruction or amalgamation);
- (c) ceases to satisfy the criteria for admission to membership of AIIA; or
- (d) chooses to resign as a Member by giving 45 days written notice to that effect in writing to the CEO. The Board may in its absolute discretion resolve to accept the resignation of a Member notwithstanding such notice has not been given.

10.2 Expulsion of Members for Conduct Detrimental to the Objects

The membership of a Member may be terminated by a resolution of more than 75% of the Votes at a Board Meeting if:

- (a) the Board has resolved that, in the opinion of the Board, the Member may have been guilty of conduct detrimental to the interests of AIIA or to the objects of AIIA;
- (b) the Notice of the Board Meeting specifies the purpose of the Board Meeting and the general nature of conduct referred to in the resolution; and
- (c) the Member is given the opportunity to be heard at that part of the Board Meeting at which the resolution is considered.

10.3 Removal from the Register

Upon the cessation of membership of a Member for any reason, the name of the Member must be removed from the Register.

10.4 Continuing Obligations

- (a) Upon ceasing to be a Member of AIIA, the Member will not be entitled to:
 - (i) any further rights or privileges of membership;
 - (ii) any rights against or any claim against AIIA or the funds of AIIA, except rights or claims as a creditor (if any), and any right or claim arising from acts or omissions during the period of membership; or

- (iii) have access to any premises, or receive any materials, information or services, which are provided by AllA only to Members.
- (b) The termination of membership for any reason does not in any way prejudice, lessen or otherwise affect the liabilities and obligations of a Member (whether they arise under this Constitution or otherwise) existing at the date of termination or which arise or crystallise after that date out of, or by reason of, facts or circumstances occurring or in existence at or before that date.
- (c) The termination of membership for any reason does not relieve a Member from any obligation to pay any Fees, special levy or other fees that were due on or before the date of termination and does not entitle the Member to any refund of any Fees, special levy or other fees in part or in whole.

11. GENERAL MEETINGS

11.1 Annual General Meeting

Each AGM of AllA must be held in accordance with the Corporations Law.

11.2 Holding of General Meetings

General Meetings are to be held at the times and places prescribed by a general Meeting or if no time or place is so prescribed then the time and place of the Meeting will be determined by the Board.

11.3 Convening of General Meetings

- (a) The Board may whenever it thinks fit, and must upon a request made in accordance with section 249O of the Corporations Law, convene a general Meeting of AllA.
- (b) In accordance with section 249F of the Corporations Law, Full Members with at least 5% of the Votes that can be cast at a general Meeting, may call, and arrange to hold a general Meeting. The Full Members calling the Meeting must pay the expenses of calling and holding the Meeting.

11.4 Notice of Meetings

At least 21 days Notice of a general Meeting must be given unless the Corporations Law otherwise allows.

11.5 Content of Notice of General Meeting

A Notice of a general Meeting must be sent to all Members and must:

- (a) set out the place, date and time for the Meeting;
- (b) state the general nature of the Meeting's business;
- (c) if a special resolution is to be proposed at the Meeting:
 - (i) set out an intention to propose the resolution as a special resolution, and
 - (ii) state that resolution; and
- (d) in the case of an election of Directors, state the names of the candidates for election. This Notice may also include the election material described in article 17.10; and
- (e) contain a statement setting out the following information:
 - (i) that the Member has the right to appoint a proxy; and
 - (ii) that the proxy must be a Member.

11.6 Omission to Give Notice

The accidental omission to give Notice of a Meeting to, or the non-receipt of Notice of a Meeting by, any person entitled to receive Notice does not invalidate the proceedings at the Meeting.

11.7 Cancellation or Postponement of General Meeting

Except in the case of a general Meeting convened by the Board under section 249D of the Corporations Law, the Board may at any time cancel or postpone a general Meeting by posting a notice on the AIIA website before the time for holding the general Meeting. The Board must also endeavour to send Notice of the cancellation or postponement to each Member using the same form of Notice as the original Notice, but failure of a Member to receive that Notice does not affect the validity of the cancellation or postponement.

12. PROCEEDINGS AT MEMBERS' MEETINGS

12.1 Quorum

Seven Full Members present in person or by proxy or representative and entitled to Vote are a quorum for all general Meetings. No business is to be transacted at any general Meeting unless a quorum is present at the time the Meeting proceeds to business.

12.2 Lack of Quorum

If within 30 minutes after the time appointed for the general Meeting a quorum is not present, the general Meeting will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board determines.

12.3 Chair

The Chair of the Board or in the Chair's absence the Deputy Chair may preside as chairman at every general Meeting. If there is no Chair or Deputy Chair or if neither is present within 15 minutes after the time appointed for the general Meeting or if they are both unwilling to act as chairman of the general Meeting, the Board must choose another Director as chairman. If no Director is so chosen or if all Directors present decline to take the chair, the Full Members present must choose one of their own number to be chairman.

12.4 Adjournment

The chairman of a general Meeting may with the consent of the general Meeting at which a quorum is present (and must if directed by the Meeting) adjourn the general Meeting from time to time and place to place but no business is to be transacted at an adjourned general Meeting other than the business left unfinished at the general Meeting from which the adjournment took place.

12.5 Notice of Adjourned Meeting

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general Meeting, unless the general Meeting is adjourned for 30 days or more in which case notice of the adjourned general Meeting is to be given as in the case of an original general Meeting.

12.6 Decision of Resolutions

At a general Meeting a resolution put to a Vote is to be decided by counting all forms of Votes.

12.7 Minutes as Evidence of Result

- (a) A declaration by the chairman of the meeting that a resolution has:
 - (i) been carried;
 - (ii) been carried unanimously;
 - (iii) been carried by a particular majority;
 - (iv) been lost; or
 - (v) not been carried by a particular majority, will be entered as a minute of the proceedings and signed by the chairman.
- (b) This minute will be conclusive evidence of the fact without proof of the number or proportion of the Votes recorded in favour of, or against, the resolution.

13. VOTES OF MEMBERS

13.1 Entitlement to Vote

- (a) Every Full Member is entitled to be sent a Notice of general Meetings, to participate in general Meetings and has one Vote at any general Meeting.
- (b) An Associate Member is entitled to receive Notice of general Meetings, to participate in general Meetings, but is not entitled to Vote at any general Meeting.

13.2 Resolutions

A resolution of Full Members will only be taken to be carried if the majority comprises the following:

- (a) in the case of an ordinary resolution of Full Members, there is an affirmative Vote of more than 50% of Full Members present and entitled to Vote (in person or by proxy); or
- (b) in the case of a special resolution of Full Members, there is an affirmative Vote of at least 75% of Full Members present and entitled to Vote (in person or by proxy).

13.3 Special Resolutions

The following matters will require a special resolution of Full Members in a general Meeting:

- (a) any business which the Corporations Law states requires a special resolution;
- (b) any alteration to AIIA's legal status;
- (c) voluntary winding up of AIIA;
- (d) changing the objects of AIIA;
- (e) any variation or amendment to, or repeal of, this Constitution; and
- (f) making, varying, or repealing AIIA's by-laws.

14. PROXIES

14.1 Appointment of Proxy

A Full Member may appoint one proxy only, and that proxy is entitled to Vote.

14.2 Instrument of Proxy

The document appointing a proxy must be in writing signed by the appointer or the appointer's attorney duly authorised in writing. Proxy documents are to be sent to the Secretary (and the returning officer appointed under article 17.3, if applicable).

14.3 Receipt of Proxies

The document appointing a proxy and the power of attorney or other authority (If any) under which it is signed must be received by the Secretary (and the returning officer appointed under article 17.3, if applicable) not less than 24 hours before the time for holding the Meeting or adjourned Meeting at which the person named in the document proposes to Vote.

14.4 Identification of Proxy

The Chair of a Meeting may require a person acting as a proxy to provide sufficient evidence to the Chair that the person is the person nominated as the proxy. If this person does not provide that evidence the Chair may exclude that person from Voting.

14.5 Power of Attorney

If a Full Member executes or proposes to sign a document or to act by or through an attorney, the Full Member must:

- (a) produce to AIIA for noting the document appointing the attorney; and
- (b) (If required) send to AIIA a copy of the document which is to be retained by AIIA. AIIA may on the first production of that document of appointment of an attorney and from time to time subsequently require any evidence as they think fit that the document of appointment of attorney is effective and current.

15. DIRECTORS

15.1 Eligibility

An Eligible Person, an Approved Person or the immediate past Chair (whether or not that person is Eligible Person or an Approved Person at the time) are the only persons who can be appointed as a Director.

15.2 Minimum Number

The number of Directors is to be 16 of which:

- (a) 10 will be elected in accordance with article 16.1(a);
- (b) 5 will be elected by the Board in accordance with article 16.1(b); and
- (c) 1 will be the immediate past Chair in accordance with article 16.1(c).

15.3 Resolution

AllA may from time to time by ordinary resolution passed at a general Meeting increase or reduce the number of Directors of any type.

15.4 No Remuneration

Except as provided for in article 3, no Director may receive any remuneration for services as a Director or as a Full Member. The Directors may be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from Board Meetings, Executive Committee Meetings, general Meetings or in connection with the business of AllA. Any expenses must be claimed within 30 days of them being incurred or the right to be reimbursed is forfeit.

15.5 Alternates

If a Director is unable to attend a Board Meeting on a particular occasion, then the Director may seek approval from the Board that a senior executive of the Member which that Director represents is appointed as the Director's Alternate. The Board may grant consent or deny in its absolute discretion, and may grant consent for a specific period.

When the Alternate exercises the Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Director. AllA must give the Alternate Notice of any Board Meetings. The Board may terminate the Alternate's appointment at any time. The appointment of an Alternate must be in writing, and a copy must be provided to AllA.

16. APPOINTMENT AND REMOVAL OF DIRECTORS

16.1 Appointment

(a) Eligible Person Directors

- (i) Ten of the Directors must be Eligible Persons and these Directors must be elected by the Full Members by the AGM in accordance with the process in article 17. The term of office of a Director elected by the AGM will commence with effect from the end of the AGM in the year of the Director's election, and expire at the AGM in the third year after the year of the Director's election.
- (ii) A casual vacancy is created if a Director who is elected by the AGM resigns or otherwise ceases to be a Director prior to the completion of the Director's term. The Board may elect to fill such casual vacancy in accordance with article 16.7 and the term of appointment of any such

casual vacancy shall end at the next AGM. If any such casual vacancy is filled with a person that is not a chief executive officer of a Full Member then the person that fills the casual vacancy may not be elected at the next AGM for appointment as a Director elected by the Full Members under this article.

(b) Approved Person Directors

- (i) Five of the Directors must be Approved Persons and these Directors must be elected by the Board. The term of office of each Director elected by the Board will commence at the same time as that of a Director elected under article 16.1 (a) (i) in the same year, and its duration may be determined by the Directors, but shall be no longer than 3 years.
- (ii) A casual vacancy is created if a Director who is elected by the Board resigns or otherwise ceases to be a Director prior to the completion of the Director's term. The Board may elect to fill such a casual vacancy in accordance with article 16.7 and the term of appointment of any such casual vacancy shall end at the next AGM. The Board may then elect the same or another Director for a three year term.

(c) One Director will be the past Chair.

- (i) The Director that is appointed by virtue of being the past Chair is appointed as a Director until the current Chair ceases to be the current Chair.
- (ii) As soon as the current Chair ceases to be the current Chair that Director is automatically offered the position as the Director by virtue of being the past Chair, and the Director that occupies the role of being the Director by virtue of being the past Chair ceases to be a Director.
- (iii) If the past Chair refuses to accept an appointment as the Director by virtue of being the past Chair, or that Director retires from, or otherwise ceases in, that role during the term of his/her appointment, this will create a casual vacancy. The Directors may elect to fill this casual vacancy in accordance with article 16.7 and the term of appointment of any such casual vacancy shall end at the next AGM.

At the end of the term of the casual vacancy the Board may elect the same or another Director to serve in this role until the next AGM. The Board may continue to elect the same or another Director in this role at the end of each such term until the then current Chair ceases to be the Chair and is entitled to be the Director by virtue of being the past Chair.

- (d) Any Director may stand for re-election or to be elected for a further term as a Director provided that at the time of re-election or election the person qualifies to be appointed as a Director in the relevant category of Director.

16.2 Power to appoint an Approved Person

The Directors will have the power to appoint an Approved Person to be a Director as an addition to the existing Directors, provided that the total number of Directors will not at any time exceed the number fixed in accordance with this Constitution. Any Director appointed under this article will hold office only until the next AGM, and will then be eligible for re-election.

16.3 There will be a Chair, Deputy Chair and Treasurer of AIIA who will be elected from among the Directors by the Board at its first Meeting after the AGM each year. The Chair must be elected from the Directors who were elected by the Full Members under article 16.1 (a). If a vacancy arises the position will be filled by the Board from among the Directors as soon as practicable.

16.4 Vacation of office

A Director will be deemed to have vacated their office if they:

- (a) resign from office by notice in writing to the Board;
- (b) are absent without the agreement of the Board from two consecutive Board meetings and an Alternate has not attended in place of the Director;
- (c) for a Director that is elected by the Full Members under article 16.1 (a), the Director ceases to be an Eligible Person of any Full Member (for clarity, if a Director ceases to be an Eligible Person of one Full Member, but within 2 months becomes an Eligible Person at another Full Member, the Director is not deemed to have vacated their office);
- (d) for a Director that is elected by the Board under article 16.1 (b), the Director ceases to be a senior executive of any Full Member (for clarity, if a Director ceases to be a senior executive of one Full

Member, but within 2 months becomes a senior executive at another Full Member, the Director is not deemed to have vacated their office); or

- (e) are directly or indirectly interested in any contract or proposed contract with AIIA and falls to declare the nature of their interest in the manner required by the Corporations Law.

16.5 Notwithstanding

Notwithstanding the provisions of article 16.4, a Director who has ceased to represent a Full Member may continue in office until the expiration of their term of office with the approval of the Board.

16.6 Removal of Directors

The Board may by ordinary resolution remove any Director before the expiration of his or her period of office, and may by an ordinary resolution appoint another person to be a Director provided that:

- (a) if the Director that is removed was elected by the Full Members then the replacement must be an Eligible Person; or
- (b) if the Director being replaced was elected by the Board, or was the past Chair, the replacement Director may be an Approved Person.

16.7 Casual Vacancies

- (a) If a vacancy on the Board arises whether from the Directors elected by the AGM, in Directors elected by the Board or by a vacancy in the past Chair position, the remaining Directors may appoint an Approved Person to fill the position within 3 calendar months of the vacancy occurring.
- (b) This appointment will be documented in writing by all of the surviving or continuing Board.
- (c) Should a Director resign, retire or be removed from the Board at any time and so create a casual vacancy, the Board need not replace him or her until the next AGM.

17. ELIGIBILITY TO VOTE

17.1 Process of appointed person

The process of Voting for Eligible Persons who wish to be appointed as a Director at an AGM is set out in this article 17.

17.2 Eligibility to vote

Eligibility to Vote at a general Meeting, including an AGM, is restricted to Full Members.

17.3 Appointment of Returning Officer

- (a) AllA will appoint an independent returning officer, who may appoint assistant returning officers, none of whom will be an officer or an employee of AllA or a Member.
- (b) The returning officer will have responsibility for:
 - (i) the nomination of candidates;
 - (ii) the candidate draw;
 - (iii) the vetting and publishing of candidate material;
 - (iv) the distribution of election material;
 - (v) the collection of Votes;
 - (vi) validation of voters' eligibility to Vote;
 - (vii) the counting of Votes;
 - (viii) the declaration of result; and
 - (ix) Member or candidate queries in relation to the election process.
- (c) AllA must prepare and give the returning officer a roll of the Full Members eligible to Vote in the election.

17.4 Election Timetable

The election timetable prior to the AGM will be as follows:

- (a) Appointment of the returning officer - at least 2 months prior to the date of the AGM;
- (b) Cut-off for the addition of new Full Members to the eligible Voter roll - 1 month before the date of the AGM;
- (c) Call for nominations - not less than 42 days before the date of the AGM;
- (d) Close nominations - not less than 28 days before the date of the AGM;
- (e) Distribution of election material to each Member who under the Constitution is entitled to Vote - not less than 21 days before the date of the AGM
- (f) Election opens - not less than 7 days before the date of the AGM; and
- (g) Election closes - not less than 24 hours before the date of the AGM.

17.5 Nomination of Candidates

The following details will be provided in the notice provided to Members calling for nominations:

- (a) notice of the election;
- (b) closing date of nominations and closing date for Voting;

- (c) call for nominations for candidates for the position of Director elected by the Members, and
- (d) how to obtain and lodge a nomination form.

17.6 Eligible Persons

Each Eligible Person who nominates must make a written declaration, before the close of nominations, that he or she:

- (a) is an Eligible Person;
- (b) is committed to devoting such time as is necessary to carry out the duties of a Director; and
- (c) will observe the requirements of the Constitution.

17.7 Nomination Process

- (a) The nomination form for an Eligible Person must be sent to the returning officer before the close of nominations.
- (b) No nomination will be rejected by reason of any formal defect or error in the nomination if the returning officer is satisfied that article 17.5 has been substantially complied with.
- (c) The returning officer will send the Eligible Person a written acknowledgement of receipt of the nomination form.
- (d) Nominations will remain confidential in the hands of the returning officer until after the close of nominations.
- (e) An Eligible Person may withdraw consent to nomination as an Eligible Person at any time before the close of nominations by sending to the returning officer a signed statement of withdrawal from nomination. A nomination may not be withdrawn after the close of nominations.

17.8 Content and Distribution of Election Material

- (a) As soon as practicable after the close of nominations, the returning officer will determine the order in which the names of Eligible Persons will appear on the election form by drawing lots.
- (b) Where in the opinion of the returning officer similarity in the names of 2 or more Eligible Persons is likely to cause confusion, the names of those Eligible Persons may be arranged with such description or addition which in the returning officer's opinion will distinguish them from one another.

17.9 Eligible Person Information

Information in relation to each nominated Eligible Person will be sent to Members. The election material will comprise a candidate biography which is subject to the rules set out below:

- (a) candidates may submit a biography of no more than 200 words. Words in excess of the 200 word limit will be excised at the discretion of the returning officer;
- (b) material, which in the opinion of the returning officer is defamatory, misleading or deceptive will not be published. If the returning officer rejects an Eligible Person's biography, the returning officer must promptly notify the candidate of the rejection and give reasons for the decision;
- (c) the returning officer may permit a candidate to amend a rejected Eligible Person's biography so that the Eligible Person's biography is acceptable, however, any amendment will be limited to the deletion of statements or materials from the Eligible Person's biography;
- (d) no amendments to biographies will be accepted after the close of nominations; and
- (e) an Eligible Person's nomination will not be invalid for the reason that they did not submit a biography.

17.10 Distribution of Election Material

- (a) The returning officer will send to each Member who under the Constitution is entitled to Vote, election material that includes:
 - (i) information in respect of each nominated Eligible Person;
 - (ii) voting Instructions, consistent with the Constitution, indicating how to cast a valid Vote; and
 - (iii) an election form for recording Voting preferences.This election material may be included in the Notice for the AGM that is provided under article 11.4.
- (b) AIIA will not permit AIIA's database of Member details to be used for electioneering purposes on behalf of any Eligible Person.

17.11 Method Validation and Counting of Votes

- (a) Voting in the election may be by way of postal Voting, electronic Voting or both.
- (b) Full Members will validate their entitlement to Vote by use of their AIIA membership number in combination with the PIN number (or other form of identification) issued by the returning officer.

- (c) The counting of Votes may be undertaken electronically.
- (d) A “first-past-the-post” count of Votes will be used to determine which Eligible Persons are elected. The Eligible Persons with the highest number of Votes in accordance with the number of vacancies will be appointed as Directors.
- (e) If 2 or more Eligible Persons have the same number of Votes, the Eligible Person appointed as a Director will be determined by lot conducted by the returning officer.

17.12 Declaration of Result

- (a) As soon as practicable before the AGM the returning officer will report the results of the count to AIIA.
- (b) The results of the election will remain confidential until released by the Chair.
- (c) The Chair shall release the results of the election at the AGM.

18. PROCEEDINGS OF BOARD MEETINGS

18.1 Procedure Generally

The Directors may arrange Meetings, adjourn and otherwise regulate their Meetings and proceedings as they think fit.

18.2 Calling of Meetings

A Director may at any time, and the Secretary must on the request of a Director or the CEO, convene a Meeting by Notice sent to the other Directors.

18.3 Notice of Meetings

Reasonable notice is to be sent to all Directors specifying the time, place and general nature of the business of such Meeting. Where the Chair considers an emergency exists, the Chair may take such steps as the Chair considers necessary to notify Directors of the proposed Meeting which may take place as soon as a quorum is present.

18.4 Procedure of Meetings

- (a) A Director may not leave a Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that Director has previously notified the Chair of the Meeting.
- (b) A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a Meeting unless that Director has previously notified the Chair of the Director's intention to leave the Meeting.

18.5 Quorum

There will be a quorum at a Board Meeting if:

- (a) more than 50% of the potential Directors are present (for example, if there are 3 casual vacancies the number of potential Directors is 13 and the number of Directors required for a quorum is 7); and
- (b) the number of Directors present is 7 or more.

18.6 Chair of Meetings

The Chair of the Board, or in the Chair's absence the Deputy Chair, may preside as chairman at every Board Meeting. If at any Meeting neither the Chair nor the Deputy Chair is present within 15 minutes of the time appointed for the holding of the Meeting or is unable or unwilling or refuses to act, the Directors present shall elect the chair of their Meeting from among their number.

18.7 Decision on Questions

Questions arising at any board Meeting are to be decided by a majority of Votes. Each Director has one Vote and a determination by a majority of the Voting Directors will be deemed a determination of the board unless this Constitution or the law requires a larger majority. In the case of an equal number of Votes on a matter that requires a simple majority of Votes the Chair has a second or casting Vote.

18.8 Minutes

- (a) The Directors must cause minutes to be kept in accordance with the Corporations Law of:
 - (i) the names of the Directors present at each Board Meeting; and
 - (ii) all resolutions and proceedings of general Meetings and of Board Meetings.
- (b) The minutes are to be signed by the Chair of the Meeting at which the proceedings were held or by the Chair of the next succeeding Meeting.
- (c) A Director may require that his or her opposition to a motion to be recorded in the minutes.

18.9 Written Resolutions

- (a) A resolution in writing signed by all the Directors who are entitled to Vote (not being less than a quorum) is as valid and effectual as if it had been passed at a Board Meeting duly called and constituted and is deemed to constitute a minute of that Board Meeting.

- (b) That resolution in writing may consist of:
 - (i) several copies of a document each signed by one or more Directors and takes effect at the date and time on which the last Director necessary to form a quorum signs a copy of the resolution; or
 - (ii) the record of several Notices each indicating the identity of the sender, the text of the resolution and the sender's agreement or disagreement to the resolution, as the case may be, and such a resolution takes effect on the date on which the last Notice is received from a Director necessary to form a quorum.

18.10 Voting Authority

A Director who is unable to attend a Board Meeting may authorise another Director (who is not an Alternate) to Vote at that Meeting.

The attending Director will have a Vote for each absent Director by whom the attending Director is so authorised, in addition to the normal Vote of the attending Director.

Any such authority must be signed by absent Director and must be produced at the Board Meeting at which it is to be used and be retained by the Secretary in AIIA's records. Absent Directors (if any) are not to be counted as Directors present for the purposes of a quorum.

19. EXECUTIVE COMMITTEE, SUB-COMMITTEES, STATE OR TERRITORY COUNCILS, TASK FORCES, ADVISORY PANELS

19.1 Executive Committee

The Board shall establish an Executive Committee comprising the Chair, deputy Chair, Treasurer and 3 Directors together with other Board members as co-opted by the Board from time to time. If any position on the Executive Committee becomes vacant for any reason, the Board may elect another Director to that position for the unexpired portion of his or her predecessor's appointment.

19.2 Executive Committee

In absence of any determination by the Board to the contrary, the governance arrangements for the Executive Committee will be:

- (a) the term of membership shall be 3 years;
- (b) the chairman of the Executive Committee will be the Chair. If the Chair is not present at a Meeting, then the other members of the

- Executive Committee shall elect a chairman for that Meeting;
- (c) a quorum shall be at least 4 Directors;
 - (d) each person will have one Vote and decisions will be made by a majority Votes of the Directors present at the Meeting. The chairman will have a casting Vote;
 - (e) the secretariat to the Executive Committee will be provided by AIIA personnel; and
 - (f) the secretariat is responsible for taking minutes and reporting the minutes to the Board.

19.3 Sub-Committees

The Board may establish one or more Sub-Committees at any time. A Sub-Committee shall be established to assist the Board with particular activities of an on-going nature.

19.4 Sub-Committees

The Board will determine the charter for the Sub-Committee, how members become a member of the Sub-Committee, the term of membership, the rights to Vote, the number and type of persons required to make a quorum, the voting procedures and any other governance arrangements necessary or convenient for the good order and operation of the Sub-Committee.

19.5 Sub-Committees

Any Member is eligible to propose its representative to be a member of a Sub-Committee with entitlement to a Vote.

19.6 Sub-Committees

In absence of any determination by the Board to the contrary, the governance arrangements for a SubCommittee will be:

- (a) the term of membership will be three years;
- (b) the Board will appoint the members of the Sub-Committee;
- (c) the chairman of a Sub-Committee must be a Director and will be appointed by the Board;
- (d) a quorum shall be at least 3 members including 1 Director;
- (e) each person will have one Vote and decisions will be made by a majority of those present at the Meeting. The chairman will have a casting Vote;
- (f) the secretariat function to the Sub-Committee will be provided by AIIA personnel; and

- (g) the secretariat is responsible for taking minutes and reporting the minutes to the Board.

19.7 State or Territory Councils

The Board may establish one or more State or Territory Councils at any time.

19.8 State or Territory Councils

The Board will determine the charter for the State or Territory Council, how a person becomes a member of the State or Territory Council, the term of membership, the rights to Vote, the number and type of persons required to make a quorum, the voting procedures and any other governance arrangements necessary or convenient for the good order and operation of the State or Territory Council.

19.9 State or Territory Councils

Any Member (Full or otherwise) who, at the time of close of nominations for the election for the State or Territory Council, has a business or commercial interest in the State or Territory which the State or Territory Council represents is entitled to:

- (a) nominate a senior employee to be a member of a State or Territory Council;
- (b) Vote for the State or Territory Council; and
- (c) Vote at State or Territory Council Meetings.

19.10 State or Territory Councils

In the absence of any determination by the Board to the contrary, the governance arrangements for a State or Territory Council will be:

- (a) the members of the State or Territory Council will be voted for annually;
- (b) the number of persons on the State or Territory Council and their term and composition will be consistent with the processes for the Board;
- (c) each person will have one Vote and decisions will be made by a majority of those present at the Meeting. The chairman will have a casting Vote; and
- (d) the State or Territory Council is responsible for taking minutes and reporting the minutes to the CEO.

- Executive Committee shall elect a chairman for that Meeting;
- (c) a quorum shall be at least 4 Directors;
 - (d) each person will have one Vote and decisions will be made by a majority Votes of the Directors present at the Meeting. The chairman will have a casting Vote;
 - (e) the secretariat to the Executive Committee will be provided by AIIA personnel; and
 - (f) the secretariat is responsible for taking minutes and reporting the minutes to the Board.

19.11 A Sub-Task Forces/ Advisory Panels and other sub-groups

The Board may establish one or more task forces, advisory panels or other sub-group at any time.

19.12 Determine the charter for each task force

The Board will determine the charter for each task force, advisory panel or other sub-group, membership eligibility for the task force, advisory panel or other sub-group, the term of membership, the rights to Vote, the number and type of persons required to make a quorum, the voting procedures and any other governance arrangements necessary or convenient for the good order and operation of the task force, advisory panel or other sub-group.

19.13 Governance arrangements for a task force

In the absence of any determination by the Board to the contrary, the governance arrangements for a task force, advisory panel or other sub-group will be:

- (a) the term of appointment shall be one year;
- (b) the representative of any Member may be a member of the task force, advisory panel or other sub-group;
- (c) a quorum shall be at least 3 members of the task force, advisory panel or other sub-group (as the case may be);
- (d) the chairman will be elected from the persons present at the Meeting;
- (e) each person will have one Vote and decisions will be made by a majority of those present at the Meeting. The chairman will have a casting Vote; and
- (f) the task force, advisory panel or other sub-group is responsible for taking minutes and reporting the minutes to the CEO.

20. POWERS AND DUTIES OF THE BOARD

20.1 The management business of AIIA

The business of AIIA is managed by the Board who must ensure payment of all expenses incurred in promoting and registering AIIA and may exercise all powers of AIIA as are not prohibited by the Corporations Law or this Constitution required to be exercised by AIIA in general Meeting, provided that:

- (a) any rule, regulations or by-law of AIIA made by the Board may be disallowed by AIIA in general Meeting; and
- (b) no resolution passed by AIIA in general Meeting invalidates any prior act of the Board, which would have been valid if that resolution had not been passed.

20.2 Board responsibilities

The Board is responsible for the fulfilment of all corporate governance responsibilities, including the appointment and maintenance of:

- (a) a remuneration Sub-Committee; and
- (b) an audit Sub-Committee.

20.3 Accountability

The Board will determine and be accountable for the strategic direction of AIIA and for the production of the Business Plan.

20.4 Determining AIIA Policy priorities

The Board will, upon consideration of the CEO and any Sub-Committee, State or Territory Council, task force or advisory group, determine Policy.

20.5 Clarification

If requested by the CEO, the Board will consider for clarification the content of any Submission as being Policy.

20.6 Board responsibilities

The Board is responsible for:

- (a) determining the Fees under article 9.1 and special levy under articles 9.3 and 9.4;
- (b) ensuring that any Fees, levies or other funds received are used in accordance with the objects of AIIA and the law;

- (c) adopting and using generally accepted accounting practices and principles to ensure that the accounts are a true and fair representation of the financial performance of AllA;
- (d) promptly collecting all Fees, levies and other monies payable, and making payment of all amounts properly owed;
- (e) ensuring AllA has adequate controls and processes to ensure the proper use, payment and collection of AllA funds and assets, including an internal audit system;
- (f) preparing and approving each financial year, a financial report, Directors' report and an annual report; and
- (g) ensuring that all acts, documents and other things that are required by law to be done or provided are so done or provided in accordance with the law.

20.7 Approval of Business Plan

The Board will, after consultation with the CEO, approve the Business Plan each year.

20.8 Appointment and Removal of CEO

The Board will affect the appointment and removal of the CEO, and shall determine the remuneration of the CEO.

20.9 Entrust upon the CEO

The Board may entrust and confer upon the CEO any powers exercisable by the Board upon such terms and subject to such restrictions as it may think fit and may from time to time revoke, withdraw, alter or vary all of these powers.

20.10 Entrust upon the Executive Committee

The Board may appoint, entrust and confer upon the Executive Committee, any Sub-Committee, State or Territory Council, task force, advisory panel or other sub group any powers exercisable by the Board upon such terms and subject to such restrictions as it may think fit and may from time to time revoke, withdraw, alter or vary all of these powers.

20.11 Financial Delegation

The Board will determine the Financial Delegations.

20.12 Competency

The Board will ensure that professional competency is maintained among Directors and that due process is followed.

20.13 Regulation

The Board also has the authority to do any other act or thing that is set out in this Constitution or any regulation or by-law.

20. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE, SUB-COMMITTEES, STATE OR TERRITORY COUNCILS, TASK FORCES, ADVISORY PANELS

21.1 Executive Committee Responsibilities

The Executive Committee is responsible for working with the CEO to implement the Business Plan.

21.2 Executive Committee Action

The Executive Committee may make take any action to implement the Business Plan that is consistent with the Financial Delegations.

21.3 Sub-Committees duties

Each Sub-Committee has the powers and duties determined by the Board, and these will be set out in its charter.

21.4 Sub-Committees

The Sub-Committee may:

- (a) make recommendations to the Board in relation to Policy, the Business Plan and other matters within its charter; and
- (b) implement AIIA objects within its charter subject to complying with the Financial Delegations and operating within the Business Plan.

21.5 State or Territory Council Responsibilities

Each State or Territory Council is responsible for promoting AIIA's objects at a local and regional level, in the region set out in its charter.

21.6 State or Territory Councils

Each State or Territory Council may:

- (a) make recommendations to the CEO and the Board in relation to Policy, the Business Plan and other matters within its charter;

- (b) make Submissions, with the approval of the CEO;
- (c) implement AllA objects in its approved region subject to complying with the Financial Delegations and operating within the Business Plan; and
- (d) appoint working groups to assist in its work. The role of such working groups must be approved in advance by the CEO.

21.7 Task Forces, Advisory Panels and Other Subgroups

A task force, advisory panel or other subgroup has the powers and duties determined by the Board, and these will be set out in its charter.

21.8 Task Forces, Advisory Panels and Other Subgroups

The task force, advisory panel or other sub group may:

- (a) make recommendations to the CEO and the Board in relation to Policy, the Business Plan and other matters within its charter;
 - (b) make Submissions, with the approval of the CEO; and
 - (c) implement AllA objects in within its charter subject to complying with the Financial Delegations and operating within the Business Plan.
- Advisors

21.9 Task Forces, Advisory Panels and Other Subgroups

Any Executive Committee, Sub-Committees, State or Territory Councils, task forces, advisory panels or other subgroups may appoint any person, including a person that is not an AllA Member, to provide advice to it.

22. CHIEF EXECUTIVE OFFICER

22.1 Chief Executive Officer

The CEO will attend and be entitled to be heard at all Board Meetings and Meetings of AllA.

22.2 Chief Executive Officer

The CEO will not be a Director.

22.3 Chief Executive Officer

The CEO may, subject to any guidelines in the Business Plan, the Financial Delegations and any direction from the Board, appoint, engage, manage and remove such employees, agents, contractors or other persons as are deemed necessary or desirable for the objects of AllA.

22.4 Chief Executive Officer

Unless varied by the Board, the CEO is responsible for:

- (a) developing and recommending AIIA strategy to the Board.
- (b) recommending any Policy to the Board.
- (c) developing and recommending each year's rolling three year Business Plan to the Board.
- (d) recommending the establishment and charter of any State or Territory Councils, task forces, advisory groups or subgroups to the Board.
- (e) approving any Submission, or if the CEO reasonably believes that the Submission contains positions or information:
 - (i) that are material to Full Members;
 - (ii) that are material to AIIA's reputation; or
 - (iii) which conflicts with any Policy, the CEO shall approve such Submission only after obtaining the approval of the Chair, or at least 3 Directors if the Chair is unavailable in the time required prior to the date of Submission.
- (f) delivery of the activities in the Business Plan.
- (g) performance of the administrative functions of AIIA.
- (h) preparation of all reports to the Board.

23. COMPANY SECRETARY

23 Accordance with Corporations Law

One or more Secretaries must in accordance with the Corporations Law be appointed by the Board for such terms, at such remuneration and upon such conditions as the Board thinks fit. Any Secretary so appointed may be removed by the Board.

24. ACCOUNTS

24.1 Accounting and Other Records

The Directors must cause proper accounting and other records to be kept and distribute copies of balance sheets as required by the Corporations Law.

24.2 Time for Accounts

The interval between the close of a financial year of AIIA and the issue of the printed annual report and audited accounts relating to it must not exceed the period (if any) prescribed by the Corporations Law.

24.3 Access by Members

The Directors may from time to time determine whether and to what extent and at what times and places and under what conditions the accounting and other records of AIIA are to be open to the inspection of Members not being Directors, subject to the provisions of the Corporations Law.

25. PROCEEDINGS AND DOCUMENTS CONFIDENTIAL

Subject to the law all proceedings and documents of the Board are to be treated as strictly private and confidential.

26. VALIDATION OF IRREGULAR ACTS

All acts done by:

- (a) any Meeting of the Executive Committee, Sub-Committees, State or Territory Councils, task forces, advisory groups or sub groups;
- (b) the CEO, Director or other officer of AIIA that were invalid by reason of:
 - (i) the invalidity of any appointment;
 - (ii) lack of entitlement to Vote;
 - (iii) acting beyond power; or
 - (iv) any other reason (any one being an "Irregular Act"), may be ratified by the Board so that the act is as valid as it would have been without the Irregular Act, provided that such act if properly performed would not have been invalid under this Constitution or unlawful.

27. NOTICES

27.1 When Notice Deemed Given

A notice is deemed to be given:

- (a) if the Notice is given by post, within 3 Business Days of being sent;
- (b) if the Notice is given by email, at the time the email is sent (provided that the sender does not get a notice of failure to transmit within 2 hours of the time of sending); and
- (c) if the Notice is given by any other form of technology that gives the Members as a whole a reasonable opportunity to participate and provides the recipient with the information in a form that can be seen, saved and printed, within 1 Business Day of being sent.

27.2 Persons Entitled to Notice of General Meeting

Notice of every general Meeting must be given in the manner authorised to:

- (a) every Member;
- (b) the CEO;
- (c) the Secretary; and
- (d) the auditor for the time being (if any) of AIIA.

No other person is entitled to receive notices of general Meetings.

28. INDEMNITY OF OFFICERS

28.1 Mandatory Indemnity

AIIA will indemnify each Officer of AIIA out of the assets of AIIA against any liability incurred by the Officer to the extent incurred in or arising out of the conduct of the business of AIIA, or in or arising out of the discharge of the Duties of the Officer, unless the liability was incurred by the Officer through the Officer's own dishonesty, negligence, lack of good faith or breach of duty.

28.2 Discretionary Indemnity

In addition to article 28.1, if the Board considers it appropriate to do so, AIIA may indemnify an Officer of AIIA out of the assets of AIIA against any liability incurred by the Officer to the extent incurred in or arising out of the conduct of the business of AIIA, or in arising out of the discharge of the Duties of the Officer.

28.3 Insurance Against liability

To the extent permitted by law, if the Board considers it appropriate to do so, AIIA may pay amounts by way of premium in respect of any contract effecting insurance on behalf or in respect of an Officer of AIIA against liability incurred by the Officer in or arising out of the conduct of the activities of AIIA or of the subsidiary or in or arising out of the discharge of the duties of the Officer.

28.4 Interpretation

In this article 28:

- (a) “Officer” means:
 - (i) a Director, Secretary, CEO or employee of AllA; or
 - (ii) a person appointed as a trustee by, or acting as a trustee at the request of AllA, and includes a former officer;
- (b) “Duties of the Officer” includes, In any particular case where the Board considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an Officer by AllA;
- (c) “liability” means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

