

# **CONSTITUTION**

**The Australasian Concrete-Repair & Remedial-Building Association Ltd**

**(ABN 41 059 791 374)**

**PART A PRELIMINARY**

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**1. Definitions**

In this Constitution, the following definitions apply unless the context requires otherwise:

**ACRA** means the company governed by this Constitution, being a company limited by guarantee known as The Australasian Concrete-Repair & Remedial-Building Association Ltd (ABN 41 059 791 374);

**Auditor** means ACRA's auditor or auditors appointed in accordance with the Constitution;

**Board** means the board of Directors of ACRA;

**Business Day** means a day except a Saturday, Sunday or public holiday in Victoria;

**Chair** means the President as elected by the Directors in accordance with rule 36;

**Committee** means any of the committees established by the Board;

**Confidential Information** means information that is by its nature confidential or:

- (i) is designated by the person disclosing the information as confidential; or
- (ii) the person receiving the information knows or ought to know is confidential,

but does not include:

- (iii) information that is, or becomes, public knowledge otherwise by breach of this Constitution or any other confidentiality obligation; or
- (iv) information which is known to the person receiving the information other than through a breach of this Constitution or any other confidentiality obligation;

**Constitution** means the constitution of ACRA;

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

**Director** means any person occupying the position of director of ACRA;

**Executive Officer** means the Secretary;

**Financial Year** means a 12-month period ending on 30 June each year;

**General Meeting** means a general meeting of Members, and includes an annual general meeting and any extraordinary general meetings;

**Immediate Past President** means the person appointed as the immediate past president of ACRA;

**Insolvency Event**, in relation to an entity, means:

- (i) becoming insolvent or bankrupt, including the inability to pay its debts when they are due or inability to pay its debts within the meaning of the Corporations Act;
- (ii) the suspension of payment of its debts generally;
- (iii) being the subject of winding up proceedings;

- (iv) the appointment of any receiver, receiver and manager, administrator, trustee or similar official over any of the assets or undertaking of the entity, or appointment of an investigator to investigate its affairs;
- (v) steps taken by a mortgagee to take possession or dispose of the whole or any part of the entity's assets, operations or business;
- (vi) the entry into or resolution to enter into any arrangement, composition or compromise with, or assignment for the benefit of, its creditors or any class of them; or
- (vii) any application or order being made for liquidation of, or the appointment of a provisional liquidator to the entity or any resolution being passed or steps being taken to pass any resolution for the liquidation of the entity except for the purpose of any amalgamation or reconstruction;

**Member** means a person, firm, corporation, company, organisation or other entity admitted as a member of ACRA in accordance with this Constitution;

**Objects** means the objects of ACRA, as set out in rule 5;

**Office** means ACRA's registered office;

**Policies** means any policies, procedures, regulations, rules, terms and conditions, codes or by-laws of ACRA as may be prescribed from time to time;

**President** means any person appointed as president of ACRA;

**Representative** means a person appointed as a Member's representative in accordance with this Constitution, and who has the legal capacity to act for, and the authority to legally bind, the Member;

**Secretariat** means administrative and governance manager;

**Secretary** means any person appointed as company secretary;

**Treasurer** means any person appointed as the treasurer of ACRA;

**Vice President** means any person appointed as vice president of ACRA.

## 2. Interpretation

In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa, and words importing a general include other genders;
- (b) a reference to a person includes a natural person, a corporation, a charity, a company limited by guarantee, an authority, an association or a joint venture (whether incorporated or not);
- (c) headings are for convenience only and do not affect interpretation;
- (d) words or expressions defined in the Corporations Act have the same meaning when used in this Constitution;
- (e) a reference to a rule or schedule is to a rule or schedule of this Constitution;
- (f) a reference to a document, including this Constitution, is to that document as modified or repealed;
- (g) a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances,

policies, regulations, rules and statutory instruments (however described) issued under it; and

- (h) the Corporations Act override any rules in this Constitution which are inconsistent with the Act.

## **PART B THE COMPANY**

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### **3. Company limited by guarantee**

- 3.1. The name of the company is the Australasian Concrete-Repair & Remedial-Building Association Ltd (ACRA).
- 3.2. ACRA is incorporated as a company limited by guarantee, and:
  - (a) operates for the promotion, development and attainment of the Objects;
  - (b) applies any profits or income in promoting the Objects; and
  - (c) is not carried on for the purpose of profit or gain to its individual Members.

### **4. Interaction with Corporations Act**

- 4.1. The replaceable rules in the Corporations Act do not apply to ACRA.

### **5. Objects of ACRA**

- 5.1. The objects are:
  - (a) To promote and develop the specialised field of Concrete Repair and Remedial Building by representing and advocating for the interests of Members.
  - (b) To develop and offer educational and training programs, seminars, and forums for Members.
  - (c) To provide technical information to members in the building, construction, and manufacturing sectors related to remedial building.
  - (d) To collaborate with other industry bodies, institutions, groups, or organizations engaged in concrete repair and/or remedial building.
  - (e) Collate and share industry statistics.
  - (f) To establish and maintain industry standards, including codes of practice, specifications, methods, and technical guidelines.

### **6. Powers**

- 6.1. ACRA may only exercise the powers in section 124(1) of the Corporations Act to:
  - (a) carry out the Objects; and
  - (b) do all things incidental or convenient in relation to the exercise of power under paragraph (a) of rule 6.

## **PART C INCOME AND PROPERTY**

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### **7. Not for profit**

- 7.1. The income and property of ACRA will only be applied towards the promotion of the Objects, and no portion will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members.
- 7.2. ACRA must not distribute, pay or transfer to the Members directly or indirectly by way of dividend, bonus or otherwise any of the property or income of ACRA provided that nothing will prevent the payment in good faith of reasonable and proper remuneration to any officers, servants or Members of ACRA in return for any services actually rendered to ACRA or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at reasonable and proper commercial rates on money borrowed from any Members or reasonable and proper rent for premises demised or let by any Member.

### **8. Limited liability**

Each Member undertakes to contribute to ACRA's property if ACRA is wound up while a Member or within one year after it ceases to be a Member, for payment of ACRA's debts and liabilities contracted before it ceased to be a Member and of the costs, charges and expenses of winding up and for an adjustment of the rights of contributories among themselves such amount as may be required not exceeding one hundred dollars (\$100.00).

### **9. Winding up**

- 9.1. If any surplus remains following the winding up of ACRA, the surplus must not be paid to or distributed amongst Members, but will be given or transferred to another organisation which, by its constitution, is:
- (a) a not-for-profit organisation;
  - (b) required to apply its profits (if any) or other income in promoting its objects similar to those of ACRA; and
  - (c) prohibited from making any distribution to its members,

such organisation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of Victoria.

## **PART D MEMBERSHIP**

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### **10. Membership**

- 10.1. The number of Members is unlimited.
- 10.2. The Members will consist of:
- (a) the persons who consent to become members of ACRA; and
  - (b) any other organisation, firm, corporation, company or person that the Board admits to membership in accordance with this rule 10.

### 10.3. Pre-condition to Membership

Pursuant to rule 10.2, a person is entitled to become a Member if:

- (a) that person has an ABN (where that person is a corporation);
- (b) that person agrees to assume the liability to pay the Members guarantee amount;
- (c) that person agrees to contribute to the fulfilment of ACRA's Objects and activities;
- (d) observe this Constitution and the rules and regulations of ACRA in force from time to time;  
and
- (e) the Board has approved that person as a potential Member.

10.4. The Board may establish different classes of membership and the rights (including voting rights), obligations and privileges of those classes of Members from time to time.

## 11. Application for membership

11.1. A person may apply to be a Member in accordance with the Policies prescribed by the Board from time to time, and such application must:

- (a) be lodged in a form approved by the Board, and accompanied by any requisite documents and information as determined by the Board;
- (b) be signed by the applicant; and
- (c) be accompanied by such Fees (if any) as the Board may from time to time prescribe.

11.2. The Board will consider the application for membership, taking into account any relevant Policies.

11.3. The Board may postpone its decision to accept an application for membership pending investigation or inquiry as to an applicant's suitability for membership, provided that the application shall be decided and a decision notified to the applicant by the Secretariat.

11.4. The lodging of any application for membership is conclusive evidence that the applicant has agreed to become a Member, and to be bound by this Constitution and any Policies.

11.5. The Board reserves the right to refuse an application for membership or the appointment of a Representative by a Member for any reason, and in no case will the Board provide its reason(s) for the refusal.

11.6. The Board will give notice of its decision to the Secretariat who shall without delay inform the applicant of such decision.

11.7. The rights and privileges of every Member are personal to each Member and are not transferable.

## 12. Admission to membership

12.1. If the Board accepts a membership application, the applicant's name and other details will be entered into the register of Members, provided that the applicant has paid the Fees (if any). On the applicant's name being entered into the register, the applicant will immediately become a Member.

### **13. Representatives**

- 13.1. Subject to rules 11 and 12, each Member may appoint a Representative to act on behalf of the Member in all matters connected with ACRA.
- 13.2. A Representative is entitled to:
- (a) exercise at a General Meeting all the powers which the Member can exercise if it were a natural person; and
  - (b) be counted towards a quorum on the basis that the Member is present at a General Meeting by its Representative.
- 13.3. At any time the Board may decide to remove a Representative. As soon as practicable after the making of such decision, the Secretary shall remove the Representative's name from the register of Members, and send the Member written notice of the decision requesting the Member appoint a different Representative.
- 13.4. A Member may otherwise remove or replace its Representative at any time by providing written notice to ACRA.

### **14. Ceasing to be a Member**

- 14.1. A Member will cease to be a member of ACRA if they:
- (a) resign by written notice to ACRA;
  - (b) cease to be engaged in a profession or business associated with the industry;
  - (c) are subject to an Insolvency Event;
  - (d) die;
  - (e) are convicted of a criminal offence;
  - (f) becomes of unsound mind;
  - (g) are expelled from membership in accordance with this Constitution; or
  - (h) have not responded to a written request from ACRA that they confirm in writing that they want to remain a Member within the prescribed time period.
- 14.2. The cessation of membership does not relieve any liability to ACRA by the Member that accrued prior to such cessation of membership (including liability to pay the Board for any Fees which may be in arrears, the Fees for the year in which the Member ceases to be a Member, or any contributions due under rule 8).
- 14.3. Any Member who ceases to be a Member of ACRA shall forfeit all rights and privileges of membership and all claims to participation in and use of any assets and funds of ACRA.

### **15. Conduct of Members**

- 15.1. The Board may resolve to warn, suspend or expel a Member from ACRA if the Board considers that:

- (a) the Member has breached this Constitution;
  - (b) the Member has breached the Policies;
  - (c) the Member has behaved in any way that the Board considers is unbecoming of a member, or unethical or prejudicial to the interests of ACRA; or
  - (d) the Member's behaviour is causing, has caused, or is likely to cause harm to ACRA or bring ACRA into disrepute.
- 15.2. At least fourteen (14) days before the Board meeting at which a resolution under rule 15 will be considered, the Secretary must notify the Member in writing:
- (a) that the Board is considering a resolution to warn, suspend or expel the Member;
  - (b) the nature of the resolution that has been proposed;
  - (c) that the resolution will be considered at a Board meeting and the date of that meeting;
  - (d) what the Member is said to have done or not done; and
  - (e) that the Member may provide an explanation to the Board, and details of how to do so.
- 15.3. Before the Board passes any resolution under rule 15, the Member must be given a chance to explain themselves by:
- (a) sending the Board, a written explanation before the Board meeting (provided that the explanation is no longer than 1,000 words and is not defamatory); and
  - (b) speaking at the meeting (including by way of solicitor or counsel).
- 15.4. After considering any explanation provided under rule 15.3, the Board may:
- (a) take no further action;
  - (b) warn the Member;
  - (c) suspend the Member for a period;
  - (d) expel the Member;
  - (e) refer the decision to an independent person on conditions that the Board consider appropriate (provided that the independent person can only make a decision that the Directors could have made under this rule); or
  - (f) require the matter be determined at a General Meeting.
- 15.5. A decision to expel a Member shall require a vote of three-quarters of those present and entitled to vote at a general meeting.
- 15.6. The Board cannot fine a Member.
- 15.7. The Secretary must give written notice to the Member of the decision under rule 15 as soon as practicable after the decision of the Board.
- 15.8. There will be no liability for any loss or injury suffered by the Member as a result of any decision made under this rule 15.



## **16. Fees**

- 16.1. The Board may from time to time prescribe Policies in relation to subscriptions for Members and the terms of payment of such subscriptions (**Fees**).
- 16.2. Subject to rule 16.1 (and any relevant Policies), unless a Member gives not less than the requisite notice in writing to ACRA on or before the due date for the payment in any year of its intention to resign as a Member, the Member may be liable for the Fees for the following Financial Year.
- 16.3. If the Fees remain unpaid for 60 days after they become payable, the Member ceases to be entitled to any of the rights or privileges of the membership, including but not limited to, being able to vote at any General Meeting or have a Representative appointed as a Director.
- 16.4. ACRA may provide the Member with a notice that the Fees are overdue. If the Fees remain unpaid for a further 30 days (in addition to the 60-day period referred to in rule 16.3), the Board may expel the Member from ACRA.
- 16.5. ACRA may, from time to time, give notice to Members or to any particular Member:
  - (a) revoking or postponing the Fees;
  - (b) extending the time for payment of Fees;
  - (c) allowing for payment of Fees by instalments or with a discount; or
  - (d) stipulating the amount, the time, the method and the place of payment of Fees.
- 16.6. At the discretion of the Board, a new Member may be granted a pro rata reduction in the Fees payable during the year of the Member's admission. The reduction will be calculated according to the proportion of the year they were not a Member.

## **17. Effect of Cessation of Membership**

- 17.1. If any Member ceases to be a Member for any reason, then the Secretary will note the cessation of membership on the relevant register and notify the Member.
- 17.2. Any Member ceasing to be a Member will remain liable for any Fees or other moneys which were due and unpaid to ACRA as at the date of ceasing to be a Member.

## **PART E GENERAL MEETINGS**

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### **18. Who can call General Meetings**

- 18.1. Subject to the Corporations Act, the Board may call a General Meeting at a time and place as the Board determined.
- 18.2. Members may only request the Board call a General Meeting in accordance with the Corporations Act.

## **19. Notice of General Meetings**

- 19.1. Subject to the Corporations Act, at least 21 days' written notice of any General Meeting must be given to all Members and any other person entitled to receive notices of such meetings from ACRA.
- 19.2. Subject to the Corporations Act, at least 42 days' written notice of any annual general meeting must be given to all Members and any other person entitled to receive notices of such meetings from ACRA. Prior to 28 days before the annual general meeting ACRA will receive nominations for positions to be elected.
- 19.3. Subject to the Corporations Act, a notice calling a General Meeting must:
- (a) specify the place, date and time of the meeting and the technology that will be used to facilitate the meeting (if applicable and in accordance with rule 21);
  - (b) state the general nature of the business to be transacted at the meeting;
  - (c) if a special resolution is to be proposed at the meeting, set out the intention to propose the special resolution and state the resolution;
  - (d) if a Member is entitled to appoint a proxy, contain a statement setting out whether the Member has a right to appoint a proxy, specify a place, and electronic address for the purposes of how a Member must provide a proxy appointment to ACRA for the meeting, and provide a proxy form; and
  - (e) in the case of an annual general meeting, the list of nominations.
- 19.4. Subject to the Corporations Act, shorter notice of a General Meeting may be given if the calling of the notice of the General Meeting on shorter notice is agreed to:
- (a) in the case of an annual general meeting, by all Members entitled to attend and vote at the meeting; and
  - (b) in the case of any other general meeting, by 75% of the Members entitled to attend and vote at the General Meeting agree before the meeting,
- and accordingly, any such General Meeting will be treated as having been duly convened.
- 19.5. The business transacted at an annual general meeting may, regardless of whether stated in the notice of meeting, include:
- (a) confirming the minutes of the previous annual general meeting, and any other general meetings held since;
  - (b) considering the annual financial report, Directors' report and the Auditor's report;
  - (c) electing Directors; and
  - (d) appointing Auditors.
- 19.6. The Board may postpone the holding of any General Meeting whenever it sees fit (other than a meeting requisitioned by Members pursuant to the Corporations Act) for not more than 28 days after the date for which it was originally called.

- 19.7. Whenever any meeting is postponed in accordance with rule 19.6 (as distinct from being adjourned), the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called.
- 19.8. The accidental omission to give notice of any General Meeting to or the non-receipt of the notice by any person entitled to receive notice of a General Meeting does not invalidate the proceedings or any resolution passed at the meeting.

## **PART F PROCEEDINGS AT GENERAL MEETINGS**

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### **20. Quorum**

- 20.1. No business may be transacted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business. If a quorum is present at the commencement of the meeting, it is taken to be present throughout the meeting unless the Chair of the meeting otherwise determines.
- 20.2. A quorum for a General Meeting will consist of no less than 10 Members present in person or by proxy and entitled to vote.
- 20.3. In determining whether a quorum is present:
- (a) where a person is present as a Member and as a proxy or attorney of another Member, that person is counted separately for each appointment; and
  - (b) where a person is present as a proxy or attorney for more than one Member each of whom is entitled to vote at the meeting, that person is counted separately for each appointment.
- 20.4. If, within half an hour from the time appointed for the general meeting, a quorum is not present, the General Meeting, if convened upon the requisition of Members, will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place as the meeting dissolved or to the date, time and place as the Chair of the General Meeting may appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the general meeting, the Members present will constitute a quorum.
- 20.5. The Chair of a General Meeting at which a quorum is present, may, in his or her discretion, with the Member's consent (and if directed by the Members), adjourn the meeting from time to time and from place to place. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting will be given as in the case of an original meeting. Save as aforesaid it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **21. Meetings**

- 21.1. A General Meeting can be conducted in person or by any technology means, including, as defined by the Corporations Act, hybrid meetings, virtual meetings, or meeting of other means, which:
- (a) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
  - (b) enables the Chair of the meeting to be aware of proceedings in each place; and

(c) enables the Members in each place to vote on a show of hands and on a poll.

21.2. If a General Meeting is a hybrid meeting under rule 21.1:

(a) a Member present at one of the places is taken to be present at the meeting; and

(b) the Chair of that meeting may determine at which place the meeting is taken to have been held.

## **22. Chair**

22.1. The Chair must (if present within 15 minutes after the time appointed for the holding of the meeting and willing and able to act) chair each General Meeting.

22.2. If, at a General Meeting:

(a) there is no Chair;

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

(c) the Chair is present within that time but is not willing or able to chair all or part of that meeting,

then the meeting will stand adjourned to the same day in the next week at the same time and place as the meeting dissolved.

22.3. The conduct of the meeting must comply with any Policies relating to the meetings conducted using technological means as determined by the Directors from time to time.

## **23. Body corporate representative**

23.1. Appointment of corporate representative

(a) If a Member is a body corporate, it may appoint a natural person as its representative to exercise on its behalf any or all of the powers it may exercise:

(i) at general meetings;

(ii) relating to resolutions to be passed without meetings.

(b) The appointment of a corporate representative may be a standing one.

23.2. Authority to act as corporate representative

(a) An appointment of a corporate representative must be in writing and be signed by the body corporate appointing the representative and state:

(i) the Member's name and address;

(ii) ACRA's name;

(iii) the representative's name or the name of the office held by the representative; and

(iv) the General Meeting at which the representative may act, or if the appointment is a standing one, a clear statement to that effect.

23.3. Revocation and appointment of corporate representative

The appointment of a corporate representative may be revoked by the Member who appointed the corporate representative by notice to ACRA from the Member.

**24. Decisions on questions**

24.1. Voting rights

(a) Each Member has the right to exercise one vote:

(i) on a show of hands at a meeting of Members;

(ii) on a poll at a meeting of Members; and

(iii) when voting upon a resolution to be determined without a meeting.

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

(i) must be raised before or immediately after the result of the resolution for which the vote objected to is given; and

(ii) must be referred to the Chair of the meeting, whose decision is final.

(c) A vote not disallowed by the Chair of a meeting is valid for all purposes.

24.2. A Member otherwise entitled to vote shall not be entitled to vote at any General Meeting if the Member's Fees are unpaid at the date of the meeting.

24.3. Subject to the Corporations Act, a resolution of Members is passed if more votes are cast in favour of the resolution by Members present and entitled to vote on the resolution than are cast against it.

24.4. A resolution put to the vote at a General Meeting is to be decided on a show of hands. Subject to this Constitution, each Member (including via proxy) is entitled to one vote.

24.5. A decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so.

24.6. If there is a dispute at a General Meeting about a question of procedure, the Chair of the General Meeting may determine the question.

24.7. A declaration by the Chair of the meeting that a resolution has been passed on a show of hands (unanimously or by a particular majority), or not passed, and an entry to that effect in the minutes of the meeting, is sufficient evidence of that fact, unless proved incorrect.

24.8. Subject to the Corporations Act and this Constitution, the Chair of a General Meeting is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting and rulings by the Chair on such matters made in good faith shall be binding on the meeting and its Members.

24.9. The Chair of a General Meeting must give those entitled to attend and speak at such meetings a reasonable opportunity to ask questions and make comments at the meeting.

24.10. The Chair of a General Meeting may delegate any power conferred on them by this Constitution or by law.

24.11. In the case of an equality of votes on a resolution at a General Meeting, the Chair of that meeting has a casting vote on that resolution whether on a show of hands or on a poll, in addition to any vote the Chair of the meeting has in respect of that resolution.

## **25. Polls**

25.1. A poll may be demanded on any resolution at a General Meeting except:

- (a) the election of a Chair of that meeting; or
- (b) the adjournment of that meeting.

25.2. A poll on a resolution at a General Meeting may be demanded by:

- (a) at least five Members present and entitled to vote on that resolution; or
- (b) the Chair of that meeting.

25.3. A poll on a resolution at a General Meeting must be demanded:

- (a) before a vote on that resolution is taken; or
- (b) before, or immediately after, the result of the vote on that resolution on a show of hands is declared.

25.4. A demand for a poll may be withdrawn.

25.5. A poll demanded on a resolution at a General Meeting must be taken in the manner and at the time and place the Chair directs.

25.6. The result of a poll demanded and taken on a resolution of a General Meeting is a resolution of that meeting.

25.7. A demand for a poll on a resolution of a General Meeting does not prevent the continuance of that meeting or that meeting dealing with any other business pending the taking of the poll or the declaration of the result of the poll.

## **26. Adjourned, cancelled and postponed meetings**

26.1. Subject to the Corporations Act, the Chair of a General Meeting:

- (a) may; and
- (b) must, if the Members present with a majority of votes that may be cast at that meeting agree or direct the Chair to do so,

adjourn a General Meeting to any day, time and place.

26.2. No person other than the Chair of a General Meeting may adjourn that meeting.

- 26.3. Notice of an adjourned meeting is only required if the period of adjournment exceeds 21 days.
- 26.4. Only business left unfinished is to be transacted at a General Meeting resumed after an adjournment.
- 26.5. Subject to the Corporations Act and this rule 26, the Board may at any time postpone or cancel a General Meeting by giving notice, not less than 3 Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.
- 26.6. A General Meeting called under rule 18 must not be cancelled by the Board without the consent of the Members who requested the meeting.
- 26.7. A notice adjourning or postponing a General Meeting must set out the place, date and time for the revised meeting and the technology that will be used to facilitate the revised meeting (if applicable and in accordance with rule 21).

## **27. Resolutions without meetings**

### **27.1. Written resolutions**

Subject to the Corporations Act and this Constitution, ACRA may pass a resolution without a General Meeting being held, if notice of the resolution is sent to all the Members and seventy five percent (75%) of the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

### **27.2. For the purposes of rule 27.1:**

- (a) the document may be sent to voting Members in any manner;
- (b) the resolution is passed when 75% (seventy five percent) of voting Members sign;
- (c) separate copies of a document may be used for signing by voting Members if the wording of the resolution and statement is identical in each copy;
- (d) a signature of a voting Member transmitted to ACRA electronically is sufficient evidence of signature;
- (e) a vote may be cast using any other technological method provided the identity of the Member is verifiable.

### **27.3. Where a document is signed in accordance with rule 27.2 the document is to be taken as a minute of the passing of the resolution.**

## **28. Votes by Proxy or Attorney**

### **28.1. If a Member appoints a proxy or an attorney, the proxy or attorney may:**

- (a) vote on a show of hands;
- (b) demand or join in demanding a poll;
- (c) may vote on a resolution; and

- (d) may vote or abstain as he or she chooses except where the appointment of the proxy or attorney directs the way the proxy or attorney is to vote on a particular resolution.

28.2. A proxy or attorney need not be a Member.

**29. Document Appointing Proxy or Attorney**

29.1. An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by the Corporations Act. The Directors will determine that the appointment of proxy is valid.

29.2. An appointment received at an electronic address will be taken to be signed by the Member if:

- (a) a personal identification code has been included with the appointment; or
- (b) the appointment has been verified in another manner approved by the Directors.

29.3. A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.

29.4. An appointment must be deposited at the Office of ACRA or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time of the meeting at which the person named in the instrument proposes to vote, or, in the case of a poll or annual general meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll. In default of this, the instrument of proxy shall not be treated as valid.

29.5. Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:

- (a) to vote on:
  - (i) any amendment moved to the proposed resolutions (other than special resolutions in accordance with the Corporations Act) and on any motion that the proposed resolution not be put or any similar motion; and
  - (ii) any procedural motion, including any motion to elect the Chair, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and

- (b) to vote on any motion before the General Meeting whether or not the motion is referred to in the appointment.

29.6. If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the Chair may cast as proxy.

29.7. The written appointment of a proxy or attorney must be received by ACRA, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

- (a) the time for holding the General Meeting or adjourned General Meeting at which the appointee is intended to vote; or
- (b) the taking of a poll on which the appointee is intended to vote.



- 29.8. ACRA receives an appointment of a proxy or attorney and any power of attorney or other authority under which the appointment was executed when they are received at:
- (a) ACRA's Office; or
  - (b) a place or electronic address specified for that purpose in the notice of meeting.

## **PART G THE BOARD**

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### **30. Number of Directors**

- 30.1. ACRA will have not less than seven (7) and no more than eleven (11) Directors.
- 30.2. Any vacancy occurring on the Board between annual general meetings may be filled by the Board.
- 30.3. If the number of Directors is below the minimum number set out in rule 30.1, the Board will take all reasonable steps to appoint one or more additional Directors.
- 30.4. Notwithstanding rule 30.1, in the event that the number of Directors fall below the minimum number prescribed by this Constitution, the remaining Directors may continue to act for all purposes, provided that there shall remain on the Board not less than two thirds of the permitted number of Directors.
- 30.5. ACRA may, from time to time by ordinary resolution passed at a general meeting, increase or reduce the number of Directors in such manner as the Members will decide.

### **31. Board Composition**

- 31.1. The Board will comprise the following:
- (a) the President;
  - (b) the Vice President;
  - (c) the Treasurer;
  - (d) the Immediate Past President;
  - (e) the Directors; and
  - (f) the Secretary.
- 31.2. All Directors must have the skills, experience and attributes as prescribed by the Board from time to time, which should include relevant business, professional, financial and corporate governance.

### **32. Appointment of Directors**

- 32.1. All Directors hold office subject to this Constitution and the Corporations Act.
- 32.2. All positions will be declared vacant at each annual general meeting.

- 32.3. Nominations must:
- (a) be in writing in the approved form;
  - (b) be submitted to the Secretariat 28 days prior to the annual general meeting;
  - (c) include the Director Identification Number (DIN) and the signed consent to act as a Director form; and
  - (d) be supported by a seconder, who has complied with rule 16.
- 32.4. In consenting to appointment, each Director agrees to:
- (a) comply at all times with this Constitution, the Policies, procedures and other regulations of ACRA, laws and regulations applicable to Directors, and the confidentiality obligations required of a Director;
  - (b) be financial and pay all Fees (in compliance with rule 16) as and when required; and
  - (c) not at any time whilst a Director or for any time after ceasing to be a Director, disparage, permit or authorise the disparagement of ACRA (including, but not limited to, ACRA's Directors or Members).
- 32.5. The position of President can only be held for a maximum of two (2) consecutive years. If the position becomes vacant, a new President is elected from the Directors or the Board may elect to install the previous Vice President as the new President-elect.
- 32.6. Subject to the satisfaction of the requirements of the Corporations Act in relation to the consent and eligibility of directors, a person named in a Notice of Appointment becomes a Director on receipt by ACRA of the Notice of Appointment and the Board must confirm such appointment at the next Board meeting following delivery of the relevant Notice of Appointment by any means, including email or post.
- 32.7. Term of Appointment
- (a) Directors will be appointed for a term of up to two (2) years, commencing at the end of the General Meeting at which they were elected and ending on the date determined in accordance with rule 32.
  - (b) For the avoidance of doubt, a retiring Director is eligible for re-appointment by the Members.
- 32.8. The Directors may appoint a person to fill a casual vacancy.
- 32.9. Directors appointed to fill a casual vacancy will be deemed, for the purposes of the operation of this rule 32, to have commenced his or her appointment on the date on which the Director replaced commenced his or her term provided that the appointment of the Director is confirmed at the AGM immediately following their appointment.
- 32.10. A retiring Director remains in office until the end of the General Meeting at which a resolution is passed to fill the vacancy left by his or her retirement.
- 32.11. A retiring Director is eligible for nomination and reappointment or election as a Director provided that the Director has not been removed from office by a resolution of ACRA in General Meeting passed by a Special Majority – Members.

32.12. The Chair will, at the annual general meeting, declare the result of the election of a Director and advise the Members. All Directors will continue in office until the end of the meeting.

32.13. If appointed at a Board meeting, the Director will be taken to have been appointed at the end of that meeting unless the Board otherwise determines.

32.14. An appointment of a person as a Director is not effective unless a signed consent to the appointment is provided by that person to ACRA. The appointment of a person as a Director will take effect on the later of the date of appointment and the date on which ACRA receives the signed consent.

32.15. Removal of Director

- (a) ACRA may remove a Director by resolution at a general meeting.
- (b) At least 2 months' notice must be given to ACRA of the intention to move a resolution to remove a Director at a general meeting.
- (c) If notice of intention to move a resolution to remove a Director at a General Meeting is received by ACRA, a Director must be given a copy of the notice as soon as practicable.
- (d) The Director must be informed that the Director may:
  - (i) submit a written statement to ACRA for circulation to the Members before the meeting at which the resolution is put to a vote; and
  - (ii) speak to the motion to remove the Director at the General Meeting at which the resolution is to be put to a vote.
- (e) At least 21 days' notice must be given to the Members of a General Meeting at which the resolution for the removal of a Director is proposed. The notice must set out the proposed resolution and the grounds for the proposed resolution.
- (f) the Board does not resolve that the Director should not cease to be a Director.

### **33. Vacation of office**

33.1. A Director may resign from office by giving ACRA notice in writing.

33.2. Subject to the Corporations Act:

- (a) the Members may at any time by ordinary resolution, remove a Member Elected Director from office; and
- (b) the Board may at any time by ordinary resolution, remove a Board Appointed Director from office.

33.3. A Director automatically ceases to be a Director if the Corporations Act so provides or if that Director:

- (a) ceases to be a Member or the corporation that nominated the Director ceases to be a Member;
- (b) is prohibited by the Corporations Act or other legislation from holding office or continuing as a Director;

- (c) dies;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) ceases to be a duly appointed delegate of a director;
- (f) without the consent of the Board, holds any office of profit under ACRA;
- (g) is directly or indirectly interested in any contract or proposed contract with ACRA and the entity contracting with ACRA is not among the class of companies referred to in rule 9 and the Director does not declare the nature of its interest in a manner required by the Corporations Act;
- (h) is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months and the other Directors resolve that his or her office be vacated;
- (i) resigns by notice to the Board or is removed from office under this Constitution; or
- (j) becomes ineligible to be a Director either under this Constitution, a Policy or by law.

**34. No Alternate Directors**

34.1. A Director may not appoint a person as his or her alternate Director.

**35. Remuneration**

35.1. Voting Directors and elected officers shall not receive compensation for their services.

35.2. A Director may be paid for any service rendered to ACRA in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors, and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service.

35.3. The Board may, from time to time, make payment of honoraria to such persons and entities as shall, at the request of the Board, render work or services for the benefit of ACRA.

**36. Officeholders**

36.1. The officeholders of ACRA will be elected from Directors.

36.2. The officeholders will be elected by the Board in accordance with procedures determined by the Board from time to time.

36.3. Any Director is eligible for election as an officeholder.

36.4. Each officeholder serves in their capacity as officeholder for a maximum of two (2) terms of up to three (3) years each.

36.5. An officeholder ceases to be an officeholder if they cease to be a Director.

36.6. The Members will be advised of the appointment of officeholders at the annual general meeting following election of the relevant officeholder.

36.7. Each Director standing for election as an officeholder must be proposed by another Director and, if more than one Director is nominated at the relevant Board meeting, the Board will vote on which Director will take up the contested appointment.

36.8. If an officeholder vacates their office for any reason, the Board may elect a replacement.

### **37. Powers of Directors**

37.1. The Board will manage the business and affairs and control the funds and property of ACRA.

37.2. In addition to the powers and authorities expressly conferred upon the Board by this Constitution, the Board may exercise all such powers and do all such acts and things as may be exercised or done by ACRA and are not by this Constitution or by the Corporations Act expressly directed or required to be exercised or done by ACRA in general meeting.

37.3. Every Director and other agent or officer of ACRA must act at all times, in good faith, in a bona fide manner and in the interests of ACRA. Failure to do so may result in removal of the Director from the Board.

37.4. No rule made or resolution passed by ACRA in a General Meeting can invalidate any prior act of the Board which would have been valid if that rule or resolution had not been made or passed.

37.5. Every Director and other agent or officer of ACRA must keep confidential all Confidential Information and comply with applicable privacy law, except:

- (a) to the extent necessary to enable the person to perform his or her duties to ACRA;
- (b) as required by law; or
- (c) when requested by the Board to disclose information, to the Auditor or a General Meeting.

## **PART H PROCEEDINGS OF DIRECTORS**

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### **38. Duties of Directors**

38.1. The Board will have supervision, control and direction of the affairs of ACRA, will determine its Policies within the limits of the by-laws, will actively prosecute its purposes and will oversee the disbursement of its funds. It may adopt rules and regulations for the conduct of its business as it deems advisable and may consider necessary.

38.2. The business of ACRA is governed by the Directors who may exercise all powers of ACRA that this Constitution and the Corporations Act do not require to be exercised by ACRA in general meeting.

38.3. Each Director of ACRA must:

- (a) exercise the Director's powers and discharge the Director's duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of ACRA;
- (b) act in good faith in ACRA's best interests and further the purposes of ACRA;
- (c) not misuse the Director's position;

- (d) not misuse information obtained in the performance of the Director's duties as a Director of ACRA; and
- (e) ensure that ACRA's financial affairs are managed in a responsible manner.

#### 38.4. Business judgment

- (a) A Director who makes a business judgment is taken to meet the requirements of rule 38.3, and their equivalent duties at common law and in equity, in respect of the judgment if they:
  - (i) make the judgment in good faith for a proper purpose; and
  - (ii) do not have a material personal interest in the subject matter of the judgment; and
  - (iii) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
  - (iv) rationally believe that the judgment is in the best interests of ACRA.
- (b) A Director's belief that the judgment is in the best interests of ACRA is a rational one unless the belief is one that no reasonable person in their position would hold.
- (c) For the purposes of this rule 38.4, business judgment means any decision to take or not take action in respect of a matter relevant to the business operations of ACRA.

### 39. Board meetings

- 39.1. The Board may meet, adjourn or otherwise regulate its meetings as it see fit.
- 39.2. The President shall preside at all meetings of the Board of Directors. In their absence or incapacity, the Vice President or Treasurer shall preside, in that order of precedence.
- 39.3. The Chair, or two (2) other Directors jointly, may call a meeting at any time by notice to the Secretary. On receiving notice, the Secretary must call a meeting of the Board.
- 39.4. A Board meeting must be called on at least 48 hours' notice of a meeting to each Director, however in the case of an emergency or other corporate urgency, a meeting may be called on short notice without formal notice of the meeting at the behest of the Chair, or the Secretariat.
- 39.5. Notice of a meeting of the Board must be given to each Director, and should set out:
  - (a) the place, date and time for the meeting and the technology that will be used to facilitate the meeting (if applicable and in accordance with rule 21); and
  - (b) the general nature of the business of the meeting.
- 39.6. A Director may waive the notice requirement in writing to ACRA to that effect.
- 39.7. A Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The place of the meeting is deemed to be the place where the Chair is physically located.

## Quorum

- 39.8. A quorum of the Board shall consist of the Directors present. However, no authorisation for the expenditure of funds of ACRA may be made at any meeting of the Board without at least fifty per cent (50%) plus one (1) of the voting members present.
- 39.9. A quorum for a meeting of the Board must be present at all times during the meeting provided that a person who has declared a conflict of interest and has absented themselves (or abstained from deliberating and voting) on a matter before the meeting will still be counted as being present for the purposes of a quorum.
- 39.10. Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the Chair of the meeting of Directors may call a General Meeting to deal with the matter.

## **40. Decision on questions**

- 40.1. Subject to this Constitution, questions arising at a Board meeting are to be decided by a majority of votes of the Directors present and entitled to vote, with each Director having one vote.
- 40.2. Resolutions as to Special Majority Issues (as may be required by law), require a 75% majority of votes cast by Directors to be in favour.
- 40.3. The Chair of a Board meeting will have a casting vote in addition to his or her deliberative vote.

## **41. Conflicts of Interest**

- 41.1. A Director must disclose the nature and extent of any actual or perceived material conflict or interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) to the other Directors
- 41.2. The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 41.3. Each Director who has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) must not, except as provided under rule 41.4:
- (a) be present at the meeting while the matter is being deliberated; or
  - (b) vote on the matter.
- 41.4. A Director may still be present and vote if:
- (a) their interest arises because they are a Member, and the other Members have the same interest;
  - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director;
  - (c) their interest relates to a payment by ACRA under an indemnity provided in accordance with this Constitution or any contract relating to an indemnity that is allowed under the Corporations Act;

- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
- (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
  - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of ACRA; and
  - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

## **42. Committees**

42.1. The President, subject to the approval of the Board, may establish, as may be required by the by-laws or as he or she may find necessary, on such terms and for such period as it determines, Committees (whether standing, special, subcommittees, or otherwise):

- (a) with powers delegated by the Directors; and
- (b) with no delegated powers, to advise on specified matters.

42.2. Unless otherwise agreed by the Directors, meetings of any Committee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each Committee member was a Director.

## **43. Delegation**

43.1. The Board may, upon any terms and conditions or restrictions as they see fit, delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to:

- (a) a Committee;
- (b) a Director; or
- (c) the Executive Officer.

43.2. A Committee to which, or person to whom, any powers have been delegated must exercise their powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.

43.3. The Board may at any time revoke any delegation of power.

43.4. A delegate ceasing to be a Director shall be replaced as soon as reasonably possible by the Secretary or the Member who appointed such delegate.

## **44. Resolutions**

44.1. The Board may pass a resolution, without a meeting of the Board being held, if a copy of the proposed resolution is sent to all Directors and a majority of Directors entitled to vote on the resolution, assent to a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.



44.2. A Director may signify assent by signing the document or by notifying ACRA of that assent in a manner determined by the Board from time to time.

44.3. Any document referred to in this rule may be in the form of an electronic transmission.

**45. Validity of acts of Directors**

Even if it is discovered that:

(a) there was a defect in the appointment of a person as a Director; or

(b) any of the circumstances specified in rule 33 applied to a person appointed as a Director,

all acts of the Board before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

**46. Attorney or agent**

46.1. The Board may appoint any person to be attorney or agent of ACRA for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves.

46.2. The Board may delegate any of their powers (including the power to delegate) to an attorney or agent.

46.3. The Board may revoke or vary:

(a) an appointment under rule 32; or

(b) any power delegated to an attorney or agent.

**PART I MANAGEMENT**

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**47. Secretary**

47.1. The Board will appoint a person as Secretary for such period and on such terms as the Board resolves.

47.2. The Secretary shall be responsible for the management and direction of the activities of ACRA as prescribed by the Board.

47.3. The Board may delegate such of their powers (including the power to delegate) to the Executive Officer.

47.4. The Secretary is entitled to attend and be heard on any matter at all Board meetings, Committee meetings and General Meetings.

47.5. Subject to any agreement between ACRA and the Secretary, the Board may:

(a) revoke or vary the appointment of the Secretary;

(b) revoke or vary any power delegated to the Secretary; and

(c) suspend the appointment of the Secretary or suspend the delegation of powers to the Secretary for such period and on such terms as the Board may determine in good faith.

47.6. The Secretary must exercise the powers delegated to him or her in accordance with any lawful directions of the Board, and the exercise of a delegated power by the Secretary is as effective as if the Board exercised the power.

**48. Publicity**

48.1. No communication, oral or in writing, shall be made by any Member in relation to ACRA or its officers, whether to a representative of the press or other public media or to any person save be the President of the Board or a Member duly authorised thereto by such President.

48.2. Only Members of the Association will be permitted to use the description "Member of the Australian Concrete-Repair and Remedial-Building Association" in relation to any promotional material.

**49. Policies and procedures**

49.1. In addition to the provisions of this Constitution, the Board may make, vary or revoke Policies to govern and regulate ACRA.

49.2. Members and Directors must comply with the Policies as if they were part of this Constitution.

**50. Minutes and Registers**

50.1. The Board must cause minutes to be made of:

- (a) the names of the Directors and other persons present at all Board meetings and meetings of Committees;
- (b) proceedings and resolutions of general meetings, Board meetings and meetings of Committees;
- (c) resolutions passed by the Board;
- (d) appointments of officers (as that term is defined in the Corporations Act);
- (e) orders made by the Board and Committees; and
- (f) disclosures of interests made under rule 41.

50.2. Minutes must be signed by the Chair of the meeting.

50.3. ACRA must keep all registers required by this Constitution and the Corporations Act.

**51. Indemnity**

51.1. To the extent permitted by the Corporations Act, ACRA indemnifies:

- (a) every person who is or has been an officer (including the Secretary, Secretariat or any person who make or participates in decisions that affect the whole or a substantial part of the business of ACRA and includes a former officer, Auditor and Director) of ACRA; and

- (b) where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of ACRA;

against any liability incurred by that person in his or her capacity as an officer of ACRA or of the related body corporate (as the case may be):

- (c) to any other person (other than ACRA or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
- (d) for costs and expenses:
  - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
  - (ii) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the law.
- (e) "Liability" means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending an action for a liability incurred as an officer.
- (f) For the avoidance of doubt, no officer of ACRA is liable for any loss or damage incurred by ACRA in relation to the execution of his or her office.

## **52. Insurance**

52.1. To the extent permitted by law and subject to the Corporations Act, ACRA may, where the Board considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of ACRA against any of the following liabilities incurred by the person as such an officer, namely:

- (a) any liability which does not arise out of conduct involving:
  - (i) a wilful breach of duty in relation to ACRA; or
  - (ii) a contravention of section 199A of the Corporations Act; and
- (b) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever the outcome, and without the qualifications set out in this Constitution.

52.2. Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of ACRA or of a related body corporate.

52.3. Every employee who is not a Director, Secretary or Secretariat of ACRA may be indemnified out of the property of ACRA against a liability:

- (a) incurred by the employee acting in that capacity; and
- (b) for the costs and expenses incurred by an employee:
  - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or

- (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the Corporations Act.

## **PART J FINANCIAL AND RELATED RECORDS**

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### **53. Financial Year**

- 53.1. The Financial Year of ACRA ends on 30 June in each year.

### **54. Financial Records**

- 54.1. ACRA must:

- (a) keep written financial records and allow access to such financial records; and
- (b) prepare, disclose, report and lodge financial reports (as required), in accordance with the Corporations Act.

- 54.2. True accounts will be kept of the income, expenditure, investment, assets and liabilities of ACRA, the sums of money received and expended by ACRA.

- 54.3. Once at least in every year the accounts of ACRA will be examined by a properly qualified Auditor who will report to the Members in accordance with the provisions of the Corporations Act.

### **55. Auditor**

- 55.1. ACRA may appoint a properly qualified Auditor and provide assistance to the Auditor in accordance with the Corporations Act as and when required.

- 55.2. The Auditor must be notified of, and may attend, any general meeting. The Auditor is entitled to be heard at any General Meeting it attends on any part of the business of the General Meeting which concerns the Auditor.

- 55.3. The Auditor's remuneration will be fixed and duties regulated in accordance with Sections 331 of the Corporations Act and this Constitution.

### **56. Inspection of Records**

- 56.1. Except as otherwise required by the Corporations Act and this Constitution, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records, the registers and other documents of ACRA or any of them will be open for inspection by Members other than Directors.

## **PART K NOTICES**

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### **57. Notices**

- 57.1. In addition to rule 57.2, a notice required to be given by any rule of this Constitution may be served in writing upon any Member (or Representative) or Director either personally or by post in a letter to the address entered in the register or by sending it via electronic means as nominated by the person. The non-receipt of such notice will not invalidate the proceedings of any meeting referred to in the notice.

- 57.2. Any notice may be given by ACRA to Members by advertisement:
- (a) in a published newspaper in print form; or
  - (b) in electronic form on an online media portal and which is generally available and accessible to Members (even if a Fee is payable); or
  - (c) in electronic form on ACRA's website(s).

57.3. A notice posted on ACRA's internet or advertised in accordance with rule 57.2 is taken to be given on the date the notice is first published on ACRA's website or the date on which it is first advertised (as applicable).

57.4. A person may give notice to ACRA:

- (a) by leaving it at the Office of ACRA;
- (b) by sending it by prepaid post to the Office of ACRA;
- (c) by sending it to the electronic or digital address (if any) nominated by ACRA for that purpose.

57.5. Any notice sent by:

- (a) post will be deemed to have been served five Business Days after; and
- (b) electronic message will be deemed to have been served on the same day if transmitted on a Business Day by 5:00pm local time in the place of service and otherwise the next Business Day.

57.6. Signatures

The Board may decide, generally or in a particular case, that a notice given by ACRA be signed by mechanical, electronic or other means.

## **PART L AMENDING THE CONSTITUTION**

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### **58. Amending the Constitution**

ACRA may modify this Constitution by special resolution in accordance with the Corporations Act provided that such modification does not result in ACRA ceasing to be capable of carrying out the Objects set out in rule 5.