

ATTACHMENT A

CONSTITUTION

SAFETY INSTITUTE OF AUSTRALIA LIMITED

Trading as the Australian Institute of Health & Safety
effective from *[insert date of approval]*



Safety Institute of Australia Ltd
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Safety Institute of Australia Limited - Constitution

Part 1 — Preliminary

1. Name

The name of the Institute is the **Safety Institute of Australia Limited**, trading as the Australian Institute of Health & Safety.

Commented [AIHS1]: This amendment should improve the identification of the Institute with the trading name.

2. Nature of Institute

The Institute is a not-for-profit public company limited by guarantee established to be, and continue as, a charity.

Commented [AIHS2]: This amendment acknowledges that the AIHS is a company limited by guarantee that is registered as a charity with the Australian Charities and Not-for-profit Commission (ACNC)

3. Replaceable rules

The replaceable rules in the Corporations Act 2001 do not apply to the Institute.

4. Objects

The objects of the Institute are:

Commented [AIHS3]: This clause has been revised to ensure that the objects better reflects the breadth of priorities, strategies, activities and outcomes of the Institute. For instance:

- a) to promote health and safety awareness;
- b) to advance the science and practice of health and safety;
- c) to fostere~~ncourage~~ the impact and recognition of the Institute's involvement within health and safety;
- d) to develop and promote professional and practitioner capability, recognition and develop ethical awareness and integrity through the Institute's involvement in domestic and commercial health and safety issues;
- e) to encourage research and develop evidence-based health and safety procedures and practices;
- f) to provide such services and facilities, as determined from time to time by the Board, relating to the achievement of these objects.

- The term 'awareness' has been removed to expand the breadth of the objects and refocus on better health and safety outcomes.
- The inclusion of the terms 'develop' and 'practitioner capability' reflects the Institute's work on the Body of Knowledge, tertiary education and training.

5. By-laws

5.1 The Board may from time to time make and amend By-laws for the administration of the Institute. The By-laws must not be inconsistent with this Constitution.

5.2 Without limiting the generality of the foregoing, the Board may make By-laws with respect to:

a) classification, categories or grades of membership including the eligibility criteria for admission or advancement, assessment of applications and grading of members, tertiary accreditation processes and requirements, professional certification processes, requirements and grading, continuing professional development requirements, professional ethics and conduct including standards and procedures for dealing with professional misconduct;

Commented [AIHS4]: These changes provide additional examples of matters which may be the subject of By-laws

a)b) the roles and functions of the College of Fellows, branches, networks and regional groups;

c) membership fees;

5.3 The By-laws of the Institute at the Transition Date shall be the by-laws of the Prior Body in force immediately prior to that date, which shall take effect subject to this clause.

Commented [AIHS5]: This is a transitional rule which is no longer required.

6. No distribution to members

6.1 The Institute's income and assets must be used solely to promote the Institute's objects.

6.2 The Institute must not pay or distribute any profits, income or assets to the members.

6.3 This does not prevent the Institute paying in good faith:

- reasonable remuneration to a member or other person for services rendered to the Institute;
- for goods supplied to the Institute in the ordinary course of business;
- reasonable interest on money lent by a member to the Institute, or reasonable rent for premises let by a member to the Institute;
- out-of-pocket expenses incurred by a member on behalf of the Institute.

7. Limited liability

7.1 The liability of members is limited.

7.2 If the Institute is wound up, present members and past members, who were members at any time during the 12 months immediately before commencement of the winding up, must contribute to the Institute's property an amount sufficient:

- to pay the Institute's debts and liabilities and the costs, charges and expenses of the winding up; and
- to adjust the rights of the contributories among themselves. However, no present member or past member need contribute more than \$10.

7.3 On a winding up, any surplus must be given to an institution:

- which has objects similar to the Institute's objects; and
- which cannot distribute its income and assets to its members.

The members may decide the institution. If they do not do so, the Supreme Court of Victoria may decide the institution.

7.4 If the previous sub-clause cannot be given effect, on a winding up, any surplus must be given to a public university or charitable public institution.

Part 2 — Membership

8. Membership Categories

The categories of membership shall be specified in the By-laws.

~~8. Transition~~

~~9.1—The members of the Prior Body immediately prior to the Transition Date shall be taken to become members of the Institute on the Transition Date subject to the conditions applying under the constitution and by-laws of the Prior Body and any agreement binding upon the Prior Body and a member immediately prior to the Transition Date.~~

~~9.2—Fees paid by members to the Prior Body in respect of a period after the Transition Date shall be taken to have been paid to the Institute (subject to the Prior Body accounting to the Institute for such fees).~~

9. Applications for membership

9.1 Any natural person ~~or body corporate~~ may apply for membership.

9.2 The applicant must:

- a) complete the application form provided by the Institute and give it to the Institute
- b) state the category of membership for which the applicant applies;
- c) be eligible for the category of membership according to the criteria specified in the By-laws; and
- d) agree to be bound by this Constitution (including the By-laws [and Code of Ethics and Complaints Procedure](#)).

9.3 The Board, or a person or Committee so delegated by the Board, shall decide to accept or reject the application at the earliest reasonable opportunity following receipt of the application.

Commented [AIHS6]: This is a transitional rule which is no longer required.

Commented [AIHS7]: The term 'body corporate' should be deleted to avoid any confusion between individual memberships and corporate membership/sponsorship.

Under By-law 8, corporate membership is a form of sponsorship and not a type of membership nor are they entered into the membership register.

Commented [AIHS8]: This amendment reflects a change in membership policy as approved by the Board.

9.4 The Institute must, as soon as reasonable, notify the applicant whether the application is accepted or rejected and if accepted, notification must specify the category of membership that has been granted.

9.5 The applicant becomes a member of the Institute if:

- the Board, or a person or Committee so delegated by the Board, accepts the application; and
- within 28 days after the Institute notifies the applicant of acceptance, the applicant pays the applicable membership fees.

9.6 The ~~company secretary~~ Institute must record the name of each successful applicant in the register of members.

Commented [AIHS9]: The Company Secretary provides oversight of the Institute's governance processes and does not perform any member registration tasks on a day to day basis. The amendment better reflects the current practice of the Institute.

10. Change of membership

10.1 A member who wishes to change from one category of membership to another shall:

- complete the application form provided by the Institute and ~~lodge~~ give it with the Institute;
- state the category of membership to which the member wishes to change;
- be eligible for the category of membership according to the criteria specified in the By-laws; and
- agree to be bound by this Constitution (including the By-laws and Code of Ethics and Complaints Procedure).

Commented [AIHS10]: Clearer language

Commented [AIHS11]: This amendment reflects a change in membership policy as approved by the Board.

10.2 The Board, or a person or Committee so delegated by the Board, shall decide to accept or reject the application at the earliest reasonable opportunity following receipt of the application.

10.3 The Institute must, as soon as reasonable, notify the applicant whether the application is accepted or rejected.

10.4 The change of membership category becomes effective if:

- the Board, or a person or Committee so delegated by the Board, accepts the application to change; and
- within 28 days after the Institute notifies the applicant of acceptance, the applicant pays any applicable membership fees.

10.5 The ~~company secretary~~ Institute must record the name of each successful change of membership category in the register of members.

Commented [AIHS12]: The Company Secretary provides oversight of the Institute's governance processes and does not perform any member registration tasks on a day to day basis. The amendment better reflects the current practice of the Institute.

11. Fees

11.1 All members must pay to the Institute any annual fees and other fees fixed by the Board for that membership category. The Board may fix different annual fees and

Commented [AIHS13]: This amendment provides greater clarity on the payment of fees for a particular category of membership.

other fees for different categories of members.

11.2 A member must pay the annual membership fee on or before 1 July in each year or any other date the Board decides.

11.3 A member who does not pay the annual membership fee within ~~three~~ months after the due date ceases to be a member on the expiry of that period. The Board, ~~or a person or Committee so delegated by the Board,~~ may reinstate membership on any terms it decides.

Commented [AIHS14]: The increase of the period from 2 to 3 months provides the Institute with greater flexibility to improve the maintenance and retention of members

Commented [AIHS15]: This amendment reflects the current delegation of this responsibility to the CEO or staff of the Institute.

12. Resignation

12.1 A member, ~~who does not owe any money to the Institute,~~ may resign membership by giving notice of resignation to the Institute.

Commented [AIHS16]: This clause has been amended as the question of liabilities is covered under clause 13.2

12.2 The ~~Institute company secretary~~ must record the resignation in the register of members.

Commented [AIHS17]: The Company Secretary provides oversight of the Institute's governance processes and does not perform any member registration tasks on a day to day basis. The amendment better reflects the current practice of the Institute.

12.3 A person who ceases to be a member must return to the ~~company secretary~~ ~~Institute~~ any certificate of membership issued by the Institute during the course of the person's membership of the Institute ~~and may not continue to use Institute membership or other logos and post nominals.~~

Commented [AIHS18]: The Company Secretary provides oversight of the Institute's governance processes and does not perform any member registration tasks on a day to day basis. The amendment better reflects the current practice of the Institute.

13. Termination

13.1 A member's membership ceases if:

- the member's annual membership fee is ~~three~~ months in arrears;
- the member is a natural person and becomes an insolvent under administration; ~~or~~
- ~~the member is a body corporate, and a resolution is passed to wind it up (other than for reconstruction or amalgamation) or it becomes an externally administered body corporate; or~~
- the ~~Board, or a person or Committee so delegated by the Board,~~ expels the member under ~~the following~~ clause 14.

Commented [AIHS19]: Refer to the explanation at 11.3

Commented [AIHS20]: The term 'body corporate' should be deleted to avoid any confusion between individual memberships and corporate membership/sponsorship.

Under By-law 8, corporate membership is a form of sponsorship and not a type of membership nor are they entered into the membership register.

Commented [AIHS21]: This amendment reflects the current delegation of this responsibility to the CEO or staff of the Institute.

13.2 For the avoidance of doubt, cessation or termination of a member's membership does not relieve the member from liabilities accrued during the period of membership.

14. Discipline

14.1 If the Board considers that a member has not complied with this ~~C~~constitution or the By-laws ~~or Code of Ethics~~, or has acted (or omitted to act) in a manner which is unbecoming to a member or detrimental to the interests of the Institute, the Board may do any one or more of the following:

- expel the member;

- suspend the member for a specified period;
- ~~fine the member a specified amount not exceeding \$5,000 (or such other amount determined by the Board from time to time to allow for inflation);~~
- direct the member to undertake a course of training or professional development appropriate to the member's grade of membership and certification;
- direct the member to pay the whole or a specified part of the Institute's costs of any investigation and hearing in relation to such misconduct.

Commented [AIHS22]: The range of penalties available to the Board are regarded to be adequate and the issuing of a fine was not deemed to be appropriate.

Commented [AIHS23]: The amendment reflects the membership tier and certification structure of the Institute.

14.2 The Board may do so only if:

- a) the matter has been referred by the Board for investigation by the Independent Body and the Independent Body, after affording the member a reasonable opportunity to be heard by or make representations in writing to the Independent Body in relation to the conduct in question, recommends to the Board that the Board consider further action including those under clause 145.1 (for the avoidance of doubt, the Board shall not be bound by the recommendations of the Independent Body);
- b) at least 30 days before the Board meeting, the Institute gives the member:
 - written particulars of the relevant act or omission;
 - notice of the date, place and time of the Board meeting; and
 - notice that the member may attend and be heard at the Board meeting or make written submissions to the directors; and
- c) the Board hears the member or considers the member's written submissions at the Board meeting.

Commented [AIHS24]: The amendment provides greater clarity

14.3 The Board may give such directions for the efficient and effective investigation of a complaint concerning conduct described in clause 145.1 as the Board thinks fit including without limitation suspending a member pending investigation and may dismiss a complaint at any stage of investigation if in the Board's reasonable opinion the complaint is frivolous or vexatious or does not warrant further investigation.

14.4 A member who is expelled from membership of the Institute may appeal to the members in general meeting. Notice of appeal must be in writing delivered to the company secretary within 14 days after the member receives notice of the Board's decision under clause 145.1. The Institute must dispatch notice of the general meeting within 21 days after receiving the notice of appeal. The appeal will be by way of re-hearing. The notice must be accompanied by a statement of the material facts on which the Institute relies. The member who is expelled may provide written representations to accompany the notice convening the meeting, however, failure to provide the same shall not affect the validity of the meeting.

Commented [AIHS25]: Correction

14.5 The member shall be entitled to attend and be heard at the general meeting personally (or if the Board agrees, the member may be represented by another

person). The appearance of the member or representative at the meeting shall not affect the validity of proxies or attorneys submitted by members on the basis of the material ~~despatched~~ with the notice of meeting.

Commented [AIHS26]: Correction

14.6 The members of the Institute in general meeting may confirm or set aside the decision of the Board to expel the member under clause ~~145.1~~. If the members set aside the decision, the members may upon the motion of any member present impose a lesser sanction that would be within the power of the Board to impose under clause ~~145.1~~. Proxies may vote on such motion whether the appointing members have given voting directions on the formal motions or not.

14.7 A member whose expulsion is confirmed by the members in general meeting must in addition pay the Institute's costs of convening the general meeting.

14.8 The ~~Institute company~~ **secretary** must record an expulsion or suspension in the register of members. If the member does not appeal, the expulsion takes effect 14 days after the day the member receives notice of the Board's decision under clause ~~145.1~~. If the member appeals the expulsion takes effect 14 days after the general meeting confirms the Board's decision or the member withdraws the appeal. A suspension takes effect 14 days after the day the member receives notice of the Board's decision under clause ~~145.1~~ or the decision of the members in general meeting under clause ~~145.6~~.

Commented [AIHS27]: The Company Secretary provides oversight of the Institute's governance processes and does not perform any member registration tasks on a day to day basis. The amendment better reflects the current practice of the Institute.

Part 3 — Proceedings of members

15. Annual general meeting

15.1 The Institute must hold an annual general meeting at least once in each calendar year and within five months after the end of its financial year.

~~16.2 The first annual general meeting shall be held at the same time as the next annual general meeting of the Prior Body that occurs after the Transition Date.~~

Commented [AIHS28]: This is a transitional rule which is no longer required.

15.2 The business of the annual general meeting may include any of the following, even if not referred to in the notice of meeting:

- the confirmation of the minutes of the last annual general meeting;
- the consideration of the annual financial report, directors' report and auditor's report;
- the election of directors; and
- the appointment of the auditor; ;
 - ~~the fixing of the auditor's remuneration.~~

Commented [AIHS29]: This clause is redundant as the AGM does not perform this task.

16. Who may call meetings of members

16.1 ~~At least 3 Directors~~ **director** may call a meeting of members, when and where the directors ~~decides~~.

16.2 The Board may call a meeting of members, when and where the Board decides.

16.3 The Board must call a meeting of members ~~after being when~~ requested by the members specified in the Corporations Act 2001.

Commented [AIHS30]: This amendment provides clarity on the calling of a meeting when requested by members.

16.4 The members specified in the Corporations Act 2001 may call a meeting of members.

17. How to call meetings of members

17.1 At least 21 days' notice must be given of a general meeting.

17.2 Notice of a meeting must be given to members, directors and the auditor ~~(if applicable)~~.

Commented [AIHS31]: This amendment provides greater clarity on the inclusion of the auditor for a meeting of members where the auditing function is relevant to the business of the meeting.

17.3 A notice of a general meeting 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 — set out an intention to propose the special resolution and state the resolution;
- d) contain a statement setting out the following information:
 - e) that the member has the right to appoint a proxy; ~~and~~

~~f) that the proxy need not be a member of the Institute; and~~

Commented [AIHS32]: This change introduces the requirement that a proxy must be a member of the Institute.

~~g) contain anything else required by the Corporations Act 2001.~~

17.4 Non-receipt of notice of a meeting, or failure to give proper notice of a meeting to a person entitled to receive it, does not invalidate anything done at the meeting if:

- the failure was accidental;
- the person gives notice to the Institute that the person waives proper notice or agrees to the thing done at the meeting; or
- the person attends the meeting and:
 - does not object at the start of the meeting to the holding of the meeting; or
 - if the notice omitted an item of business, does not object to the consideration of the business when it is presented to the meeting.

18. Quorum

18.1 The quorum for a meeting of members is 20 members entitled to vote present in person or by ~~representative or proxy~~. The quorum must be present at all times during the meeting.

Commented [AIHS33]: The amendment ensures consistency with the changes to clause 27 on the appointment of proxies.

18.2 If a quorum is not present within 30 minutes after the time appointed for the

meeting: if the meeting was called on the request of a members or members (other than under clause 145), the meeting is dissolved; any other meeting is adjourned to any day, time and place the Board decides.

18.3 If a quorum of a meeting adjourned under sub-clause 189.2 is not present within 30 minutes after the time appointed for a meeting resumed after an adjournment, the meeting may nevertheless proceed with the business of the general meeting as if a quorum were present.

19. ChairmanChair

19.1 The chairmanChair of the Board is entitled to chair all meetings of members.

19.2 If there is no chairmanChair of the Board, or if the chairmanChair is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the Deputy chairmanChair of the Board may chair the meeting. If there is no Deputy chairmanChair, or if the Deputy chairmanChair is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the directors present must elect one of themselves to chair the meeting. If they do not do so, the members present must elect one of them to chair the meeting.

20. Regulation of meetings

The chairmanChair may regulate the meeting of members, including the use of any technology that enables the participation of members in meetings, in any way consistent with this Constitution.

21. Adjournment

21.1 The chairmanChair may adjourn a meeting of members to any day, time and place.

21.2 The chairmanChair must adjourn a meeting of members if the members present with a majority of votes at the meeting agree or direct the chairmanChair to do so. The chairmanChair may adjourn the meeting to any day, time and place.

21.3 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for more than a month.

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

22. How members make decisions at meetings

22.1 A meeting of members makes a decision by passing a resolution. A resolution is passed if more than 50% of the votes cast by the members present or by proxy and entitled to vote are in favour of the resolution (unless the law requires a special resolution).

22.2 A special resolution is passed if:

Commented [AIHS34]: This is a general update to remove gendered language from the Constitution.

Chairman to be replaced with 'Chair'

Deputy Chairman to be replaced with 'Deputy Chair'

Commented [AIHS35]: The amendment clarifies the role of the Chair in the use of virtual technologies in the meeting of members.

Commented [AIHS36]: This is a general update to remove gendered language from the Constitution.

Commented [AIHS37]: This is a general update to remove gendered language from the Constitution.

- the notice of the meeting sets out an intention to propose the special resolution and states the resolution;
- it is passed by at least 75% of the votes cast by members [present or by proxy](#) [and](#) entitled to vote on the resolution.

23. How voting is carried out

23.1 Unless a poll is properly requested, a resolution put to the vote at a meeting of members must be decided on a show of hands.

23.2 If a poll is properly requested, the result of the poll is the resolution of the meeting.

23.3 A declaration by the [chairmanChair](#) that a resolution is passed, or passed by a particular majority, or lost, and an entry to that effect in the minutes, are sufficient evidence of that fact, unless proved incorrect.

Commented [AIHS38]: This is a general update to remove gendered language from the Constitution.

24. Polls

24.1 A poll may be requested on any resolution.

24.2 A poll may be requested by:

- at least three members entitled to vote on the resolution and present in person or by proxy, ~~attorney or representative~~; or
- the [chairmanChair](#).

Commented [AIHS39]: This amendment ensures consistency with the amendments to clause 27 relating to the appointment of a proxy.

Commented [AIHS40]: This is a general update to remove gendered language from the Constitution.

24.3 The poll may be requested:

- before a vote is taken;
- before the voting results on a show of hands are declared; or
- immediately after the voting results on a show of hands are declared.

24.4 A request for a poll may be withdrawn.

24.5 A poll requested on a matter other than the election of a [chairmanChair](#) or the question of an adjournment must be taken when and how the [chairmanChair](#) directs.

Commented [AIHS41]: This is a general update to remove gendered language from the Constitution.

24.6 A poll on the election of a [chairmanChair](#) or the question of an adjournment must be taken immediately.

24.7 A request for a poll does not prevent the meeting dealing with other business.

25. How many votes a member has

25.1 At a general meeting:

- on a show of hands, each member present in person or by proxy ~~or attorney~~ has one vote;
- on a poll, each member present in person or by proxy ~~or attorney~~ has one vote;
- a corporate member or a member of a category specified in the By-laws to be a non-voting member does not have a vote.

Commented [AIHS42]: This amendment ensures consistency with the amendments to clause 27 relating to the appointment of a proxy.

25.2 Notwithstanding the previous sub-clause, a member is not entitled to vote if the member owes any money to the Institute, except the annual membership fee for the current financial year.

25.3 The ~~chairman~~Chair has a personal deliberative vote but not a casting vote.

Commented [AIHS43]: This is a general update to remove gendered language from the Constitution.

25.4 The ~~chairman~~Chair or other person may disregard any vote by a member who is not entitled to vote.

26. Challenging a right to vote

26.1 A challenge to a right to vote at a meeting of members may only be made:

- before the meeting, to the Board; or
- at the meeting, to the ~~chairman~~Chair of the meeting.

Commented [AIHS44]: This is a general update to remove gendered language from the Constitution.

26.2 The challenge must be decided by the Board or the ~~chairman~~Chair (as the case may be). The Board's decision or the ~~chairman~~Chair's decision (as the case may be) is final.

27. Proxies ~~and attorneys~~

Commented [AIHS45]: This clause has been amended to introduce the requirement of membership for a proxy. This means that a proxy must be a member of the Institute.

27.1 A member, who is entitled to vote at a meeting of members, may vote on a show of hands and on a poll:

- personally;
- ~~or~~ by one proxy; ~~or~~
- ~~by one attorney~~.

27.2 A proxy ~~must or attorney need not~~ be a member of the Institute.

27.3 A member may appoint a proxy ~~or attorney~~ for all or for particular meetings of members.

~~27.4 An appointment of an attorney must be in a form approved by the Board.~~

27.4 An appointment of a proxy is valid if it is signed by the member making the appointment and it contains the following information:

- the member's name and address;

- the Institute's name;
- the proxy's name or the name of the office held by the proxy;
- the meetings at which the appointment may be used.

The directors may decide to accept a proxy even if it contains only some of that information.

27.5 Unless otherwise specified in the appointment, the proxy ~~or attorney~~ may:

- even if the appointment directs how to vote on a particular resolution:
 - vote on an amendment to the particular resolution, a motion not to put the particular resolution or any similar motion;
 - vote on a procedural motion, including a motion to elect the ~~chairman~~Chair, to vacate the ~~C~~chair or adjourn the meeting;
 - abstain from voting;
- speak at the meeting;
- vote (but only to the extent allowed by the appointment);
- request or join in a request for a poll.

Commented [AIHS46]: This is a general update to remove gendered language from the Constitution.

27.6 If a person represents two or more members, that person has only one vote on a show of hands.

27.7 A later appointment of a proxy ~~or attorney~~ revokes an earlier one if both appointments could not be validly exercised at the meeting.

27.8 An appointment may specify the way a proxy ~~or attorney~~ is to vote on a particular resolution. A proxy may vote only as directed.

27.9 An appointment of a proxy is effective only if the Institute receives the appointment (and any authority under which the appointment was signed or certified copy of the authority) at least 48 hours before the meeting or resumed meeting, unless the directors decide to reduce that time. The Institute receives an appointment or authority when it is received at any of the following:

- the Institute's registered office;
- ~~a fax number at the Institute's registered office;~~
- a place, ~~fax number~~ or electronic address specified for the purpose in the notice of meeting.

Commented [AIHS47]: This change reflects a general update on the technology mentioned throughout the Constitution.

~~These requirements also apply to an appointment of an attorney.~~

27.10 Unless the Institute receives written notice of the matter before the start or resumption of a meeting, a vote by a proxy ~~or attorney~~ is valid even if:

- the member is ~~an~~ a natural person and dies, or becomes bankrupt or of unsound mind or a person whose property is liable to be dealt with under a law about mental health; ~~or~~
- the appointment of the proxy ~~or attorney~~ is revoked; ~~or~~
- ~~the member revokes the authority under which the proxy was appointed by a third party.~~

Commented [AIHS48]: This change ensures consistency with the revised rules relating to the appointment of proxies

27.11 A proxy ~~or attorney~~ may take part in a meeting of members even if the appointing member is present. However, if the appointing member votes on a resolution, the proxy ~~or attorney~~ must not vote.

Part 4 — Directors

28. Number of directors

28.1 The Board of the SIA Ltd. will be limited to a maximum of 12 Directors.

28.2 The Board will consist of nine (9) Member Elected Directors and up to three (3) Appointed Directors.

29. Qualification of directors

29.1 A Member Elected Director must be a member of the Institute in good standing.

29.2 An Appointed Director (~~other than the Chair of the College of Fellows~~) may be, but is not required to be, a member of the Institute.

Commented [AIHS49]: This amendment provides greater clarity.

30. Appointment of directors

~~31.1 The first directors of the Institute shall be the voting members of the Committee of Management of the Prior Body immediately preceding to Transition Date, if the person has first given the Institute a signed consent to act as a director. The first directors will hold office until the end of the first annual general meeting of the Institute.~~

Commented [AIHS50]: This is a transitional rule which is no longer required.

30.1 The Institute in general meetings may elect up to a total of 9 Member Elected Directors. Subject to this clause, the Board will determine the manner in which an election of a Members Elected Director is conducted, including the use of any technology that enables the participation of members in an election.

Commented [AIHS51]: This amendment aligns the rules relating to the election of Member Elected Directors with the current practice of the Institute. It provides the institute with the flexibility to use multiple methods of delivering the election including the use of online voting.

A person is eligible for election as a Member Elected Director only if:

- ~~T~~he person is a current financial member of the Institute in good standing; and
- the person has signed a consent to nomination and the document, signed by the nominator and seconder (who must also be current financial members of the Institute in good standing); ~~and~~

- ~~The document is lodged at the Institute's registered office in accordance with the deadline specified in the notice of election, not less than 28 days before the day on which the annual general meeting is to be held.~~

~~The Company Secretary must ensure the eligibility of members nominating for election as a Member Elected Director and will be responsible for setting out motions for the election of all persons who have been nominated and are eligible for election as Member Elected Directors.~~

30.2 The ~~elected~~ Board ~~of the Institute~~ ~~may~~ appoint up to three persons as Appointed Directors under whatever terms the Board ~~c~~onsiders

(a) One position of Appointed Director will be held for the Chair of the College of Fellows, unless the Chair of the College of Fellows is a Member Elected Director. If the Chair of the College of Fellows is not a Member Elected Director, the appointment will be made for a term that coincides with their tenure in this position. ~~if~~ the Chair of the College of Fellows is a Member Elected Director then the term of office relevant to this appointment will take precedence.

(b) Any person may be appointed to one of the two remaining positions of Appointed Director, unless the provisions of 30.21-3 (a) apply ~~and the Chair of the College of Fellows is a Member Elected Director~~, when appointments ~~may will~~ be made ~~oft~~ up to three (3) positions of Appointed Director.

(c) All appointments of Appointed Directors, other than the appointment of the Chair of the College of Fellows will be for a period of 12 months, but may be extended, upon motion of the Board.

30.3 The company secretary must ensure that the notice convening the annual general meeting sets out motions for the election of all persons who have been nominated and are eligible for election as Member Elected Directors.

30.4 ~~If elected by the Institute in general meeting, a A Member Elected Director's~~ term of office commences at the end of the general meeting at which the director's ~~election~~ is ~~declared~~deleted.

~~31.6 The By-laws shall set out the process for the appointment of members of the committee of a Branch. The first Branches shall correspond with the Affiliated Divisions and Affiliated Bodies of the Prior Body immediately preceding the Transition Date. The first committees of Branches shall be those persons holding office on the committees of the Affiliated Divisions and Affiliated Bodies of the Prior Body immediately preceding the Transition Date.~~

~~30.5 If a Member Elected Director's office becomes vacant at any time, then the Board may appoint a member to fill a casual vacancy. The Board will determine the method for appointing a member to a casual vacancy by an ordinary resolution. Any director appointed by the Board to fill a casual vacancy, in accordance with this sub-clause, must retire at the next annual general meeting, and shall be eligible to re-nominate.~~

~~31.7 Should a casual vacancy arise the Board may appoint as a director a person~~

Commented [AIHS52]: This amendment simplifies the rule regarding the appointment of 'Appointed Directors'

Commented [AIHS53]: This rule has been amended to reflect the current practice of running an online voting process prior to the AGM. In accordance with current practice, the outcome of the ballot is declared at the AGM.

Commented [AIHS54]: This is a transitional rule which is no longer required.

Commented [AIHS55]: This rule provides the Board with a mechanism to fill casual vacancies as they arise during the term of a Member Elected Director.

~~nominated by the Branch who nominated the director whose vacation of office gave rise to the vacancy.~~

Commented [AIHS56]: This rule is replaced by new sub-clause 30.5

30.6 The Board may designate such roles for directors, and appoint individual directors to carry out those roles, as the Board from time to time determines, as set out in the By-laws or otherwise decided provided it is not inconsistent with the By-laws.

Commented [AIHS57]: This change provides with greater flex

31. Compulsory retirement

~~32.1—All Member Elected Directors automatically retire at the end of the annual general meeting on the third anniversary of their appointment, unless sub-clause 30.5 applies, and are eligible to re-nominate subject to the condition of not serving more than two consecutive terms of office as a Member Elected Director.~~

~~32.2—Upon commencement of the three-year term of office provisions, the first Board shall draw lots to determine which Member Elected Directors will be one-year, two-year and three-year Directors.~~

Commented [AIHS58]: Sub-clauses 32.2 to 32.4 are transitional rules and are no longer required.

~~32.3—At subsequent Annual General Meetings, the first year the one-year Member Elected Directors will retire, and will be replaced by full term Member Elected Directors. The second year the two-year Member elected Directors will retire, and will be replaced by full term Member Elected Directors. The third year, the three-year Member Elected Directors will retire and will be replaced by full term Member Elected Directors.~~

~~32.4—From this point onwards the election process will continue on the basis of three (3) Member Elected Directors retiring each year and eligible to re-nominate, subject to the provisions of Section 32.1 above.~~

32. Vacation of office

A Member Elected Director ceases to be a Member Elected Director if:

- a) the Corporations Act 2001 so provides;
- b) the director resigns by written notice to the Institute;
- c) the director is absent, without the consent of the Board, from three consecutive Board meetings or three Board meetings in the same financial year;
- d) the director dies or becomes permanently incapacitated by mental or physical ill- health;
- e) the director ceases to be a member of the Institute; or
- f) the director automatically retires under the preceding clause.

33. Alternate directors

33.1 An Elected Director may appoint an alternate for a specified period of no more

than 12 months within the term of Elected Director with the consent of the Board.

33.2 The appointor may terminate the alternate's appointment at any time.

33.3 An appointment or termination is effective only if:

- a) it is in writing;
- b) the appointor signs it; and
- c) the Institute is given notice of it.

33.4 The alternate of an Elected Director must be a financial member of the Institute and of good standing, ~~while the alternate of an Appointed Director is not required to be a member of the Institute.~~

33.5 The alternate is entitled to notice of Board meetings.

33.6 If the appointor is not present, the alternate may:

- a) attend the Board meeting, count in the quorum, speak, and vote in the place of the appointor;
- b) exercise any other powers (except the power to appoint an alternate) that the appointor may exercise.

33.7 A person may not act as an alternate for more than one director.

33.8 If the appointor ceases to be a director, the alternate cannot exercise the appointor's powers.

33.9 While acting as a director, an alternate is an officer of the Institute and not the agent of the appointor.

34. Remuneration

34.1 Unless the Institute in general meeting otherwise decides or the director is an employee of the Institute, a director is not entitled to remuneration.

34.2 The Institute must pay travelling and other expenses that a director properly incurs on the Institute's business.

35. Director's interests

35.1 Subject to the Corporations Act 2001, a director may:

- a) hold an office or place of profit (except as auditor) in the Institute, on any terms the Board decides;
- b) hold an office or otherwise be interested in any related body corporate or other body corporate in which the Institute is interested;

Commented [AIHS59]: The inclusion of this measure ensures that this mechanism is used for temporary absences by Board members.

Commented [AIHS60]: The inclusion of this measure ensures that this mechanism is used for temporary absences by Board members.

c) retain benefits for doing so.

35.2 Subject to the Corporations Act 2001:

- a) a director who has disclosed a material personal interest in a matter that is being considered at a Board meeting may be counted in a quorum for a meeting considering the matter;
- b) a director who has disclosed a material personal interest in a matter that is being considered at a Board meeting may, if the directors who do not have a material personal interest in the matter so resolve, be present while the matter is being considered at the meeting and may vote on the matter;
- c) a director (or any entity in which a director or a Spouse, parent or child of a director has an interest) who has disclosed a material personal interest may contract or make an arrangement with the Institute (or a related body corporate or a body corporate in which the Institute is interested) in any matter in any capacity;
- d) a director who has disclosed a material personal interest may sign for the Institute, or attest the affixing of the common seal to, any document in respect of that contract or arrangement;
- e) a director may retain benefits under that contract or arrangement;
- f) the Institute cannot avoid that contract or arrangement because of the director's interest.

Part 5 — Proceedings of Directors

36. Out-of-session Circulating resolutions

36.1 The Board ~~may vote on an out of session resolution may pass a resolution via email or other electronic means~~ without a Board meeting being held, ~~if all the directors 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. An alternate appointed by a director may sign the document instead of that director.~~

36.2 ~~An alternate appointed by a director may vote on the out of session resolution sign the document instead of that director. Separate copies of a document may be used for signing by directors, if the wording of the resolution and statement is identical in each copy. The separate copies can be sent to the company secretary/institute by email or other electronic means facsimile or digital scan.~~

36.3 The resolution is passed when ~~a majority of directors entitled to vote confirm their agreement to the resolution via email or other electronic means within the time limit set by the Institute, the last director signs.~~

36.4 ~~The P~~ passage of the resolution must be recorded in the Institute's minute book.

Commented [AIHS61]: The amendment provide clarity on the management of circulars or out of session resolutions passed by Directors.

37. Meetings

37.1 The Board may meet, adjourn and otherwise regulate their meetings as they decide. The Board shall meet together not less than once in every three months.

37.2 A Board meeting may be held using any technology that enables participation by all directors consented to by a majority of all the directors. The consent may be a standing one. ~~A director may only withdraw consent within a reasonable period before the meeting.~~

Commented [AIHS62]: This amendment removes a requirement that may stifle the operation of Board meetings.

37.3 If a Board meeting is held by telephone link-up or other contemporaneous audio or audio-visual communication, a director is taken to be present unless the director states to the ~~chairman~~Chair that the director is disconnecting his or her telephone or communication device.

38. Calling meetings

~~39.1~~ Any director may call a Board meeting by giving reasonable notice to the Chair, CEO or Company Secretary.

Commented [AIHS63]: This amendment provides greater clarity on the calling of a Board meeting.

~~389.2~~ On the request of any director, the company secretary must call a Board meeting.

Commented [AIHS64]: This sub-clause is redundant due to the amendment of the previous sub-clause.

39. Notice

39.1 Notice of a Board meeting must be given to each director and each alternate.

39.2 The notice must:

- a) specify the day, time and place of the meeting;
- b) state the business to be transacted;
- c) be given at least 7 days before the meeting, unless all directors otherwise agree.

39.3 Non-receipt of notice of a meeting, or failure to give notice of a meeting to a director or an alternate, does not invalidate anything done at the meeting if:

- a) the failure was accidental;
- b) the director or alternate gives notice to the Institute that he or she waives the notice or agrees to the thing done at the meeting; or
- c) the director or alternate attends the meeting.

40. Quorum

40.1 Unless the directors determine otherwise, the quorum for a Board meeting is a majority (more than 50%) of eight Directors, unless the Directors otherwise decide.

Commented [AIHS65]: The quorum rule for meetings of Directors is amended for clarity. The

40.2 In determining whether a quorum is present, the chairmanChair must count alternates. If a director is also an alternate, the chairmanChair must count the director as a director and separately as an alternate. ~~If a person is an alternate for more than one director, the chairman must count the person separately for each appointment.~~

Commented [AIHS66]: This amendment reflects the proposed restriction on alternate directors under clause 33.7.

40.3 The quorum must be present at all times during the meeting.

40.4 If there are not enough directors in office to form a quorum, the remaining directors may act only:

- a) to increase the number of directors to a quorum;
- b) to call a general meeting of the Institute; or
- c) in an emergency.

41. ChairmanChair and Ddeputy chairmanChair

41.1 The Board may elect a director as chairmanChair for any period they decide.

41.2 The Board may elect a director as Ddeputy chairmanChair for any period they decide.

41.3 The Board may remove the chairmanChair or Ddeputy chairmanChair.

~~42.4 The chairman is entitled to chair each Board meeting.~~

Commented [AIHS67]: Clauses 42.4 to 42.6 have been deleted as it repeats the content of clause 19.2

~~42.5 If there is no chairman, or if the chairman is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the deputy chairman may chair the directors' meeting. If there is no deputy chairman, or if the deputy chairman is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the directors present must elect one of themselves to chair the meeting.~~

~~42.6 If the chairman is unable or unwilling to chair a part of the meeting, the deputy chairman may chair that part. If there is no deputy chairman, or the deputy chairman is unable or unwilling to act, the directors present must elect one of themselves to chair that part.~~

42. Decisions of Directors

42.1 Subject to the Corporations Act 2001, each director has one vote.

42.2 If a director is also an alternate, the director has one vote as a director and one vote as an alternate. ~~If a person is an alternate for more than one director, the person has one vote for each appointment.~~

Commented [AIHS68]: This amendment reflects the proposed restriction on alternate directors under clause 33.7.

42.3 A resolution of the directors is passed by a majority of votes cast.

42.4 If there is an equality of votes, the chairmanChair has a casting vote in addition to the chairmanChair's personal deliberative vote and any alternate votes the Chair

may hold and exercise.

Commented [AIHS69]: This amendment clarifies the use of a casting vote where the Chair has been appointed as an alternate director.

Part 6 — Directors' powers

43. General Powers

43.1 The business of the Institute is managed by or under the direction of the Board.

43.2 The Board may exercise all the powers of the Institute except any powers that the Corporations Act 2001 or this Constitution requires the Institute to exercise in general meeting.

43.3 The SIA-AIHS Research Fund

Commented [AIHS70]: Correction

- a) The Institute shall open and separately maintain an SIA-AIHS bank account titled "Research and Development Fund" (the Fund) to facilitate the collection of sponsorships and donations (and funds from designated fundraising or other activities) to be used specifically for the purpose of researching and developing health and safety procedures and practices (objective 4.1(c)) in Australia.
- b) The Board will manage the Fund and in the course of its management shall –
 - i) approve the allocation of funds to research and development projects approved by the Board,
 - ii) maintain appropriate records of the Fund and specifically of funds received, projects approved and the outcome of projects supported from the Fund,
 - iii) publish procedures set by the Board which deal, amongst other things, with the following –
 - receiving of money into the Fund
 - criteria to be met by applicants for funding
 - procedure for assessing and approving applications for funding
 - procedure for payments (including amounts and frequency) from the Fund
 - reporting to members on the activity of the Fund and which, after initial approval by the Board, may only be amended by resolution passed by 75% majority of the directors voting on the resolution, and
 - iv) report the activities of the Fund to members at each annual general meeting and in the Institute's annual report.

44. Execution of documents

44.1 The Institute may execute a document without a common seal if the document is signed by:

- a) two directors of the Institute; or

b) a director and a company secretary of the Institute.

44.2 If the Institute has a common seal, it may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

a) two directors of the Institute; or

b) a director and a company secretary of the Institute.

44.3 The Institute may execute a document only if authorised by the Board or by a committee of directors authorised by the Board to do so.

44.4 The Board may decide, generally or in a particular case, that a director or company secretary may sign certificates or other documents of the Institute by mechanical or other means.

44.5 This clause does not limit the ways in which the Institute may execute a document (including a deed).

45. Negotiable instruments

The Board may decide how negotiable instruments (including cheques) may be signed, drawn, accepted, endorsed or otherwise executed.

46. Committees and delegates

46.1 The Board may delegate any of their powers (~~excluding the~~ ~~including this~~ power to delegate) to a committee of directors or to one director or to another body of the Institute, the committee of a Branch.

Commented [AIHS71]: The exclusion ensures that the decision making power of delegation remains with the Board which is best practice for governing bodies.

Commented [AIHS72]: This amendment provides greater clarity on the delegation of powers to a committee or other body of the AIHS.

Commented [AIHS73]: The amendment provides clarity on the management of delegations by the Board.

46.2 The Board may revoke or vary ~~anythat~~ delegation.

46.3 A committee or delegate must exercise the powers delegated subject to any directions of the Board. The effect of the committee or delegate exercising a power in this way is the same as if the Board exercised it.

46.4 The meeting procedures under Part 5 applies with the necessary changes to meetings of a committee of directors. However, a non-director on such a committee does not have a vote.

Commented [AIHS74]: This amendment provides greater clarity to the application of the Board meeting procedures to the operation of a committee of directors

~~Meetings of committees of Branches shall be governed by the By laws.~~

Commented [AIHS75]: This section is no longer required as it is covered by the amendments to clause 5.

47. Attorney and agent

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

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

Commented [AIHS76]: This amendment ensures the delegation of powers to an attorney or agent is consistent with the delegation powers outlined in clause 46.

47.3 The Board may revoke or vary:

- a) the appointment; or
- b) any power delegated to the attorney or agent.

Part 7 — Executive officers

48. Chief executive officer

48.1 The Board may appoint a chief executive officer (CEO) under that or such other title as the Board — approves, for any period and on any terms (including as to remuneration) the Board decides.

48.2 Subject to any agreement between the Institute and the chief executive officer, the Board may remove or dismiss the chief executive officer from that office at any time.

49. Company secretary

~~50.1 — The first company secretary of the Institute is the person specified in the application for registration of the Institute as company secretary.~~

49.1 The Board may appoint one or more company secretaries, for any period and on any terms (including as to remuneration) the Board decides.

49.2 Subject to any agreement between the Institute and the company secretary, the Board may remove or dismiss the company secretary from that office at any time, with or without cause.

49.3 Unless the Directors otherwise decide, the company secretary is the public officer of the Institute.

50. Indemnity

50.1 To the extent permitted by the Corporations Act 2001, the Institute:

- a) must indemnify each person who is or has been an Officer against any liability incurred as an Officer;
- b) may pay a premium for a contract insuring an Officer against that liability.

50.2 Subject to the Corporations Act 2001, the Institute may enter into an agreement or deed with an Officer under which the Institute must do all or any of the following:

- a) keep a set of the Institute's books (including minute books) and allow the Officer and the Officer's advisers access to the books for any period agreed;
- b) indemnify the Officer against any liability incurred by the Officer as an Officer;

Commented [AIHS77]: Correction to reflect the current title of the Institute's CEO

Commented [AIHS78]: This is a transitional rule which is no longer required.

- c) keep the Officer insured for any period agreed in respect of any act or omission by the Officer while an Officer.

50.3 In this clause, **Officer** means an officer of the Institute. For the avoidance of doubt, members of committees of Branches are not officers of the Institute.

Part 8 — Records

51. Register

~~52.1~~—The Institute must keep a register of members in accordance with the Corporations Act 2001.

~~52.2~~—The register of members of the Prior Body as at the day before the Transition Date will become the initial register of members of the Institute.

Commented [AIHS79]: This is a transitional rule which is no longer required.

52. Inspection of the register of members

The Institute must allow inspection of any register of members only as required by the Corporations Act 2001.

Commented [AIHS80]: This amendment clarifies the content of clause 52 as relating to the register of members.

53. Evidence of register

Unless proved incorrect, the register of members is sufficient evidence of the matters shown in the register.

54. Minute book

54.1 The Institute must keep minute books in which it records within one month:

- a) proceedings and resolutions of meetings of the members;
- b) proceedings and resolutions of Board meetings (including meetings of a committee of directors);
- c) resolutions passed by members without a meeting;
- d) resolutions passed by the Board without a meeting.

54.2 The Institute must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following:

- a) the chair of the meeting;
- b) the chair of the next meeting.

54.3 The Institute must ensure that minutes of the passing of a resolution without a

meeting (of members or Directors) isare signed by the Chairdirectors within a reasonable time after the resolution is passed.

Commented [AIHS81]: The amendment provides clarity and flexibility on the signing of minutes of resolutions passed without a meeting.

55. Evidence of minutes

A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

56. Financial records

56.1 The Institute must keep the financial records required by the Corporations Act 2001.

56.2 The financial records must be audited as required by the Corporations Act 2001.

57. Inspection of the Institute's books

Unless authoriszed by the Board or the Institute in general meeting or the Corporations Act 2001, a member is not entitled to inspect the Institute's books.

Commented [AIHS82]: This amendment clarifies the content of clause 57.

Part 9 — Notices and interpretation

58. In writing

Notices must be in writing and in English, and may be given by an authoriszed representative of the sender.

59. Notice to members

59.1 The Institute may give notice to a member:

a) ~~in person~~personally;

~~b) by posting it to, or leaving it at, -sending it by post to~~ the address of the member in the register of members or the alternative address (if any) nominated by the member; ~~or~~

~~b)c) _____~~ by sending it to the email or other electronic address (if any) nominated by the member.

~~c) by sending it to the fax number or electronic address (if any) nominated by the member.~~

Commented [AIHS83]: The amendments to this clause include more contemporary options for giving notice.

59.2 A notice to a member is sufficient, even if the member is dead, mentally

incapacitated, ~~an infant or~~, bankrupt ~~or an externally-administered body corporate~~, and the Institute has notice of that event.

Commented [AIHS84]: The term 'body corporate' should be deleted to avoid any confusion between individual memberships and corporate membership/sponsorship.

Under By-law 8, corporate membership is a form of sponsorship and not a type of membership nor are they entered into the membership register.

60. Notice to directors

The Institute may give notice to a director or alternate director:

- a) ~~in person~~ personally;
- b) by ~~posting it~~ sending it by post to the director's or alternate director's usual residential ~~or business~~ address or any other address nominated by them; ~~or~~
- c) ~~if a notice calling a meeting~~ — by sending it to the ~~email address~~ fax or other electronic address (if any) nominated by the director or alternate ~~director~~; ~~only if all the directors have consented to the use of that technology~~;
- d) ~~if any other notice~~ — by sending it to the ~~fax or electronic address (if any) nominated by the director or alternate~~.

Commented [AIHS85]: The amendments to this clause include more contemporary options for giving notice.

61. Notice to the Institute

A person may give notice to the Institute:

- a) by ~~delivering~~ leaving it to ~~at~~ the Institute's registered office;
- b) by ~~posting~~ sending it by post to the Institute's registered office ~~or another address chosen by the Institute for the notice to be provided~~; ~~or~~
~~c) by sending it to an email address notified by the Institute to members as the Institute's email address or other electronic address.~~
- c) ~~by sending it to the fax or electronic address (if any) of the Institute's registered office.~~

Commented [AIHS86]: The amendments to this clause include more contemporary options for giving notice.

62. Addresses outside Australia

A notice sent by post to or from a place outside Australia must be sent by air mail ~~and if possible also be sent by email~~.

Commented [AIHS87]: The amendments to this clause include more contemporary options for giving notice.

63. Time of service

63.1 A notice sent by post within Australia is taken to be given three Business Days after posting.

63.2 A notice sent by post to or from a place outside Australia is taken to be given seven Business Days after posting.

63.3 A notice sent by ~~email~~ fax, or other electronic means, is taken to be given on the Business Day after it is sent ~~(if the sender's transmission report shows that the whole notice was sent to the correct facsimile number)~~.

Commented [AIHS88]: The amendments to this clause include more contemporary options for giving notice.

64. Interpretation

In this Constitution, unless the context otherwise requires:

- a) subject to the next clause, a word or phrase has the same meaning as it has in the Corporations Act 2001;
- b) singular includes plural and plural includes singular;
- c) words of one gender include any other gender;
- d) reference to legislation includes any amendment to it, any legislation substituted for it, and any statutory instruments issued under it and in force;
- e) reference to a person includes a corporation, a firm and any other entity;
- f) headings do not affect interpretation;
- g) the Institute must not exercise any power in contravention of the Corporations Act 2001.

65. Definitions

In this Constitution:

Board means the directors of the Institute and may include an alternate director;

Business Day means any day except a Saturday or Sunday or other public holiday in Victoria.

Branches means such groupings of members on a State, Territory or regional basis as the Board from time to time determines, as set out in the By-laws; and **Branch** has a corresponding meaning.

Code of Ethics and Complaints Procedure Professional Conduct means the code so named and adopted by the Board as applicable to the conduct of all members of the Institute generally, and particularly to those holding office within the Institute

Financial year means the Institute's financial year which is from 1 July to 30 June.

Independent Body means a panel of one to three members or external experts who do not have a pecuniary interest or association in relation to the matters being heard and are appointed by the Board in accordance with the AIHS Ethics and Complaints Procedure for the purpose.

Institute means the company known as the Safety Institute of Australia Limited, trading as the Australian Institute of Health and Safety.

Prior Body means the Safety Institute of Australia, Inc, ARBN 142 949 504, an association incorporated under the laws of the Australian Capital Territory.

Commented [AIHS89]: This definition provides clarity on the Institute's financial year.

Commented [AIHS90]: This amendment aligns the definition of independent body with the processes outlined under the AIHS Ethics and Complaints Procedure.

Commented [AIHS91]: The amendment better reflects the formal title of the Institute.

Commented [AIHS92]: This definition relates to the transitional rules which are no longer required.

Spouse of a person means:

- a) that person's husband, wife, widow or widower (whether or not remarried); or
- b) a de facto partner of the person within the meaning of the Acts Interpretation Act 1901 (Cth).

~~**Transition Date** means 1 July 2011.~~

Commented [AIHS93]: This definition relates to the transitional rules which are no longer required.