

# CONSTITUTION

## SAFETY INSTITUTE OF AUSTRALIA LIMITED

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



# AIHS

Australian Institute  
of Health & Safety

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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.

### **2. Nature of Institute**

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

### **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:

- a) to promote health and safety;
- b) to advance the science and practice of health and safety;
- c) to foster the impact and recognition of the Institute's involvement within health and safety;
- d) to develop and promote professional and practitioner capability, recognition and ethical awareness through the Institute's involvement in 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.

### **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, 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;
- b) the roles and functions of the College of Fellows, branches, networks and regional groups;
- c) membership fees.

## **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.

### **9. Applications for membership**

- 9.1 Any natural person 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.
- 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 Institute must record the name of each successful applicant in the register of members.

### **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 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).
- 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 Institute must record the name of each successful change of membership category in the register of members.

## **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 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.

## **12. Resignation**

- 12.1 A member may resign membership by giving notice of resignation to the Institute.
- 12.2 The Institute must record the resignation in the register of members.
- 12.3 A person who ceases to be a member must return to the 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.

## **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 Board, or a person or Committee so delegated by the Board, expels the member under clause 14.

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 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;
- 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.

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 14.1 (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.
- 14.3 The Board may give such directions for the efficient and effective investigation of a complaint concerning conduct described in clause 14.1 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 14.1. 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.
- 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 dispatched with the notice of meeting.
- 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 14.1. 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 14.1. 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 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 14.1. 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 14.1 or the decision of the members in general meeting under clause 14.6.

### **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.

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.

## **16. Who may call meetings of members**

16.1 At least 3 Directors may call a meeting of members, when and where the directors decide.

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 requested by the members specified in the Corporations Act 2001.

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).

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) 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 proxy. The quorum must be present at all times during the meeting.
- 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 member or members (other than under clause 14), 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 18.2 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. Chair**

- 19.1 The Chair of the Board is entitled to chair all meetings of members.
- 19.2 If there is no Chair of the Board, or if the Chair is not present within 10 minutes after the time appointed for the meeting or is unable or unwilling to act, the Deputy Chair of the Board may chair the meeting. If there is no Deputy Chair, or if the Deputy Chair 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 Chair 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 Chair may adjourn a meeting of members to any day, time and place.

- 21.2 The Chair must adjourn a meeting of members if the members present with a majority of votes at the meeting agree or direct the Chair to do so. The Chair 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:
- 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 Chair 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.

## **24. Polls**

- 24.1 A poll may be requested on any resolution.
- 24.2 A poll may be requested by:
- a) at least three members entitled to vote on the resolution and present in person or by proxy; or
  - b) the Chair.
- 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 Chair or the question of an adjournment must be taken when and how the Chair directs.

24.6 A poll on the election of a Chair 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 has one vote;
- on a poll, each member present in person or by proxy 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.

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 Chair has a personal deliberative vote but not a casting vote.

25.4 The 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 Chair of the meeting.

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

## **27. Proxies**

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.

27.2 A proxy must be a member of the Institute.

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

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 may:

a) 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 Chair, to vacate the Chair or adjourn the meeting;
- abstain from voting;

b) speak at the meeting;

c) vote (but only to the extent allowed by the appointment);

d) request or join in a request for a poll.

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 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 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 place, or electronic address specified for the purpose in the notice of meeting.

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

- the member is 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 is revoked.

27.11 A proxy 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 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.

### **30. Appointment of directors**

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.

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

- the 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.

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 Board may appoint up to three persons as Appointed Directors under whatever terms the Board considers
- (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 30.2 (a) apply and the Chair of the College of Fellows is a Member Elected Director, when appointments may be made of 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 A Member Elected Director's term of office commences at the end of the general meeting at which the director's election is declared.
- 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.
- 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.



### **31. Compulsory retirement**

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. 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.

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;
  - 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 resolutions**

- 36.1 The Board may vote on an out of session resolution via email or other electronic means without a Board meeting being held.
- 36.2 An alternate appointed by a director may vote on the out of session resolution instead of that director.
- 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.
- 36.4 The passage of the resolution must be recorded in the Institute's minute book.

### **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 directors. The consent may be a standing one.
- 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 Chair that the director is disconnecting his or her telephone or communication device.

### **38. Calling meetings**

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

### **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 Directors.

40.2 In determining whether a quorum is present, the Chair must count alternates. If a director is also an alternate, the Chair must count the director as a director and separately as an alternate.

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. Chair and Deputy Chair**

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

41.2 The Board may elect a director as Deputy Chair for any period they decide.

41.3 The Board may remove the Chair or Deputy Chair.

#### **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.

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 Chair has a casting vote in addition to the Chair's personal deliberative vote and any alternate votes the Chair may hold and exercise.

## **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 AIHS Research Fund

- a) The Institute shall open and separately maintain an 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 power to delegate) to a committee of directors or to one director or to another body of the Institute.
- 46.2 The Board may revoke or vary any 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.

#### **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 the power to delegate) to an attorney or agent.
- 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**

- 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;
  - 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**

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

### **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.

### **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) is signed by the Chair within a reasonable time after the resolution is passed.

### **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 authorised 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.

## **Part 9 — Notices and interpretation**

### **58. In writing**

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

### **59. Notice to members**

- 59.1 The Institute may give notice to a member:
- a) in person;
  - b) by posting it to, or leaving it at, the address of the member in the register of members or the alternative address (if any) nominated by the member; or
  - c) by sending it to the email or other electronic address (if any) nominated by the member.
- 59.2 A notice to a member is sufficient, even if the member is dead, mentally incapacitated or bankrupt, and the Institute has notice of that event.

### **60. Notice to directors**

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

- a) in person;
- b) by posting it to the director's or alternate director's residential address or any other address nominated by them; or
- c) by sending it to the email address or other electronic address (if any) nominated by the director or alternate director.

## **61. Notice to the Institute**

A person may give notice to the Institute:

- a) by delivering it to the Institute's registered office;
- b) by posting it 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.

## **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.

## **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 or other electronic means, is taken to be given on the Business Day after it is sent.

## **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** 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.

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

**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).