

# Constitution

**Safety Institute of Australia Limited**



**Piper Alderman  
Lawyers**

Level 24  
385 Bourke Street  
Melbourne Vic 3000  
Australia  
Telephone +61 3 8665 5555  
Facsimile +61 3 8665 5500  
[www.piper-alderman.com.au](http://www.piper-alderman.com.au)

**Melbourne • Sydney • Brisbane • Adelaide**

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<b>Contents</b>	<b>page</b>
<b>Part 1 – Preliminary</b>	<b>3</b>
1. Name	3
2. Nature of Institute	3
3. Replaceable rules	3
4. Objects	3
5. By-laws	3
6. No distribution to members	4
7. Limited liability	4
<b>Part 2 – Membership</b>	<b>5</b>
8. Categories	5
9. Transition	5
10. Applications for membership	5
11. Change of membership	6
12. Fees	6
13. Resignation	7
14. Termination	7
15. Discipline	7
<b>Part 3 – Proceedings of members</b>	<b>9</b>
16. Annual general meeting	9
17. Who may call meetings of members	9
18. How to call meetings of members	9
19. Quorum	10
20. Chairman	10
21. Regulation of meetings	11
22. Adjournment	11
23. How members make decisions at meetings	11
24. How voting is carried out	11
25. Polls	11
26. How many votes a member has	12
27. Challenging a right to vote	12
28. Proxies and attorneys	13
<b>Part 4 – Directors</b>	<b>14</b>
29. Number of directors	14
30. Qualification of directors	14
31. Appointment of directors	14
32. Compulsory retirement	15
33. Vacation of office	15
34. Alternate directors	16
35. Remuneration	16
36. Director's interests	17
<b>Part 5 – Proceedings of Directors</b>	<b>17</b>
37. Circulating resolutions	17
38. Meetings	18
39. Calling meetings	18
40. Notice	18
41. Quorum	18
42. Chairman and deputy chairman	19

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<b>Contents</b>	<b>page</b>
43. Decisions of Directors	19
<b>Part 6 – Directors' powers</b>	<b>19</b>
44. General powers	19
45. Execution of documents	20
46. Negotiable instruments	20
47. Committees and delegates	20
48. Attorney and agent	20
<b>Part 7 – Executive officers</b>	<b>21</b>
49. Chief executive	21
50. Company secretary	21
51. Indemnity	21
<b>Part 8 – Records</b>	<b>22</b>
52. Register	22
53. Inspection	22
54. Evidence of register	22
55. Minute book	22
56. Evidence of minutes	23
57. Financial records	23
58. Inspection	23
<b>Part 9 – Notices and interpretation</b>	<b>23</b>
59. In writing	23
60. Notice to members	23
61. Notice to directors	23
62. Notice to the Institute	24
63. Addresses outside Australia	24
64. Time of service	24
65. Interpretation	24
66. Definitions	25

# Safety Institute of Australia Limited

## Constitution

### Part 1 – Preliminary

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#### 1. Name

The name of the Institute is the **Safety Institute of Australia Limited**.

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#### 2. Nature of Institute

The Institute is a public company limited by guarantee.

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#### 3. Replaceable rules

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

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#### 4. Objects

The objects of the Institute are:

- (a) to promote health and safety awareness;
  - (b) to advance the science and practice of health and safety;
  - (c) to encourage the recognition of the Institute's involvement within health and safety;
  - (d) to promote professional recognition and develop ethical awareness and integrity through the Institute's involvement in domestic and commercial health and safety issues;
  - (e) to research and develop 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.
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#### 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 or membership including the eligibility criteria for admission or advancement, assessment of applications and grading of members, continuing professional development requirements, professional conduct standards and procedures for dealing with professional misconduct;
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(b) 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.

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## **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:

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

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## **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:

- (a) to pay the Institute's debts and liabilities and the costs, charges and expenses of the winding up; and
- (b) 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:

- (a) which has objects similar to the Institute's objects; and
- (b) 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 subclause cannot be given effect, on a winding up, any surplus must be given to a public university or charitable public institution.

## Part 2 – Membership

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### 8. Categories

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

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### 9. 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).

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### 10. Applications for membership

10.1 Any natural person or body corporate may apply for membership.

10.2 The applicant must:

- (a) complete the application form provided by the Institute and give it to the Institute signed by the applicant and proposer and seconder if required under sub-clause (b);
- (b) if the applicant is a natural person:
  - (1) be proposed by one member not being a corporate member, or other person of good character such as an employer, who shall be acquainted with the work of the applicant; and
  - (2) be seconded by another member not being a corporate member, or other person of good character such as an employer, who shall be prepared to vouch for the good character and integrity of the applicant;
- (c) state the category of membership for which the applicant applies;
- (d) be eligible for the category of membership according to the criteria specified in the By-laws; and
- (e) agree to be bound by this constitution (including the By-laws).

10.3 The Board shall decide to accept or reject the application at their first meeting after receipt of the application or a subsequent meeting.

10.4 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.

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- 10.5 The applicant becomes a member of the Institute if:
- (a) the Board accepts the application; and
  - (b) within 28 days after the Institute notifies the applicant of acceptance, the applicant pays the applicable membership fees.
- 10.6 The company secretary must record the name of each successful applicant in the register of members.
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## **11. Change of membership**

- 11.1 A member who wishes to change from one category of membership to another shall:
- (a) complete the application form provided by the Institute and give it to the Institute;
  - (b) state the category of membership to which the member wishes to change;
  - (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).
- 11.2 The Board shall decide to accept or reject the application at their first meeting after receipt of the application or a subsequent meeting.
- 11.3 The Institute must, as soon as reasonable, notify the applicant whether the application is accepted or rejected.
- 11.4 The change of membership category becomes effective if:
- (a) the Board accepts the application to change; and
  - (b) within 28 days after the Institute notifies the applicant of acceptance, the applicant pays any applicable membership fees.
- 11.5 The company secretary must record the name of each successful change of membership category in the register of members.
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## **12. Fees**

- 12.1 All members must pay to the Institute any annual fees and other fees fixed by the Board. The Board may fix different annual fees and other fees for different categories of members.
- 12.2 A member must pay the annual membership fee on or before 1 July in each year or any other date the Board decides.
- 12.3 A member who does not pay the annual membership fee within two months after the due date ceases to be a member on the expiry of that period. The Board may reinstate membership on any terms it decides.
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### **13. Resignation**

- 13.1 A member, who does not owe any money to the Institute, may resign membership by giving notice of resignation to the Institute.
- 13.2 The company secretary must record the resignation in the register of members.
- 13.3 A person who ceases to be a member must return to the company secretary any certificate of membership issued by the Institute during the course of the person's membership of the Institute.

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### **14. Termination**

- 14.1 A member's membership ceases if:
- (a) the member's annual membership fee is two months in arrears;
  - (b) the member is a natural person and becomes an insolvent under administration;
  - (c) 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
  - (d) the Board expels the member under the following clause.
- 14.2 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.

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### **15. Discipline**

- 15.1 If the Board considers that a member has not complied with this constitution or the By-laws, 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:
- (a) expel the member;
  - (b) suspend the member for a specified period;
  - (c) 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);
  - (d) direct the member to undertake a course of training or professional development appropriate to the member's grade of membership;
  - (e) 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.
- 15.2 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 under clause 15.1 (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:
    - (1) written particulars of the relevant act or omission;
    - (2) notice of the date, place and time of the Board meeting; and
    - (3) 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.
- 15.3 The Board may give such directions for the efficient and effective investigation of a complaint concerning conduct described in clause 15.1 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.
- 15.4 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 15.1. The Institute must despatch 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.
- 15.5 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.
- 15.6 The members of the Institute in general meeting may confirm or set aside the decision of the Board to expel the member under clause 15.1. 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 15.1. Proxies may vote on such motion whether the appointing members have given voting directions on the formal motions or not.
- 15.7 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.
- 15.8 The 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 15.1. 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 15.1 or the decision of the members in general meeting under clause 15.6.

### **Part 3 – Proceedings of members**

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#### **16. Annual general meeting**

- 16.1 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.
- 16.3 The business of the annual general meeting may include any of the following, even if not referred to in the notice of meeting:
- (a) the confirmation of the minutes of the last annual general meeting;
  - (b) the consideration of the annual financial report, directors' report and auditor's report;
  - (c) the election of directors;
  - (d) the appointment of the auditor;
  - (e) the fixing of the auditor's remuneration.

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

- 17.1 A director may call a meeting of members, when and where the director decides.
- 17.2 The Board may call a meeting of members, when and where the Board decides.
- 17.3 The Board must call a meeting of members when requested by the members specified in the Corporations Act 2001.
- 17.4 The members specified in the Corporations Act 2001 may call a meeting of members.

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#### **18. How to call meetings of members**

- 18.1 At least 21 days' notice must be given of a general meeting.
- 18.2 Notice of a meeting must be given to members, directors and the auditor.
- 18.3 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:
    - (1) that the member has the right to appoint a proxy;
    - (2) that the proxy need not be a member of the Institute; and
  - (e) contain anything else required by the Corporations Act 2001.
- 18.4 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:
- (a) the failure was accidental;
  - (b) the person gives notice to the Institute that the person waives proper notice or agrees to the thing done at the meeting; or
  - (c) the person attends the meeting and:
    - (1) does not object at the start of the meeting to the holding of the meeting; or
    - (2) if the notice omitted an item of business, does not object to the consideration of the business when it is presented to the meeting.

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## 19. Quorum

- 19.1 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.
- 19.2 If a quorum is not present within 30 minutes after the time appointed for the meeting:
- (a) if the meeting was called on the request of a members or members (other than under clause 15), the meeting is dissolved;
  - (b) any other meeting is adjourned to any day, time and place the Board decides.
- 19.3 If a quorum of a meeting adjourned under sub-clause 19.2 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.

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## 20. Chairman

- 20.1 The chairman of the Board is entitled to chair all meetings of members.
- 20.2 If there is no chairman of the Board, 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 of the Board may chair the 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. If they do not do so, the members present must elect one of them to chair the meeting.

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## **21. Regulation of meetings**

The chairman may regulate the meeting of members in any way consistent with this constitution.

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## **22. Adjournment**

- 22.1 The chairman may adjourn a meeting of members to any day, time and place.
- 22.2 The chairman must adjourn a meeting of members if the members present with a majority of votes at the meeting agree or direct the chairman to do so. The chairman may adjourn the meeting to any day, time and place.
- 22.3 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for more than a month.
- 22.4 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

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## **23. How members make decisions at meetings**

- 23.1 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 entitled to vote are in favour of the resolution (unless the law requires a special resolution).
- 23.2 A special resolution is passed if:
- (a) the notice of the meeting sets out an intention to propose the special resolution and states the resolution;
  - (b) it is passed by at least 75% of the votes cast by members entitled to vote on the resolution.

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## **24. How voting is carried out**

- 24.1 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.
- 24.2 If a poll is properly requested, the result of the poll is the resolution of the meeting.
- 24.3 A declaration by the chairman 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.

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## **25. Polls**

- 25.1 A poll may be requested on any resolution.
- 25.2 A poll may be requested by:
- (a) at least three members entitled to vote on the resolution and present in person or by proxy, attorney or representative; or

- (b) the chairman.
- 25.3 The poll may be requested:
- (a) before a vote is taken;
  - (b) before the voting results on a show of hands are declared; or
  - (c) immediately after the voting results on a show of hands are declared.
- 25.4 A request for a poll may be withdrawn.
- 25.5 A poll requested on a matter other than the election of a chairman or the question of an adjournment must be taken when and how the chairman directs.
- 25.6 A poll on the election of a chairman or the question of an adjournment must be taken immediately.
- 25.7 A request for a poll does not prevent the meeting dealing with other business.
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## **26. How many votes a member has**

- 26.1 At a general meeting:
- (a) on a show of hands, each member present in person or by proxy or attorney has one vote;
  - (b) on a poll, each member present in person or by proxy or attorney has one vote;
  - (c) 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.
- 26.2 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.
- 26.3 The chairman has a personal deliberative vote but not a casting vote.
- 26.4 The chairman or other person may disregard any vote by a member who is not entitled to vote.
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## **27. Challenging a right to vote**

- 27.1 A challenge to a right to vote at a meeting of members may only be made:
- (a) before the meeting, to the Board; or
  - (b) at the meeting, to the chairman of the meeting.
- 27.2 The challenge must be decided by the Board or the chairman (as the case may be). The Board's decision or the chairman's decision (as the case may be) is final.
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## 28. Proxies and attorneys

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

- (a) personally;
- (b) by one proxy; or
- (c) by one attorney.

28.2 A proxy or attorney need not be a member of the Institute.

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

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

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

- (a) the member's name and address;
- (b) the Institute's name;
- (c) the proxy's name or the name of the office held by the proxy;
- (d) 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.

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

- (a) even if the appointment directs how to vote on a particular resolution:
  - (1) vote on an amendment to the particular resolution, a motion not to put the particular resolution or any similar motion;
  - (2) vote on a procedural motion, including a motion to elect the chairman, to vacate the chair or adjourn the meeting;
- (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.

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

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

- 28.9 An appointment may specify the way a proxy or attorney is to vote on a particular resolution. A proxy may vote only as directed.
- 28.10 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:
- (a) the Institute's registered office;
  - (b) a fax number at the Institute's registered office;
  - (c) a place, fax number or electronic address specified for the purpose in the notice of meeting.
- These requirements also apply to an appointment of an attorney.
- 28.11 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:
- (a) 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;
  - (b) the appointment of the proxy or attorney is revoked; or
  - (c) the member revokes the authority under which the proxy was appointed by a third party.
- 28.12 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

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### 29. Number of directors

- 29.1 There must be at least 8 directors and at most 12 directors.
- 29.2 The Institute in general meeting may increase or reduce the number of directors.

### 30. Qualification of directors

A director must be a member of the Institute.

### 31. 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.

- 31.2 The Institute in general meeting may elect directors. A person is eligible for election only if:
- (a) the person is a member of the committee (or nominated by the committee) of a Branch (provided that a Branch may not nominate more than two persons); and
  - (b) the person has signed a consent to nomination and the document, signed by the nominator, is lodged at the Institute's registered office not less than 28 days before the day on which the annual general meeting is to be held.
- 31.3 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 directors.
- 31.4 If elected by the Institute in general meeting, a director's term of office commences at the end of the general meeting at which the director is elected.
- 31.5 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.
- 31.6 Should a casual vacancy arise the Board may appoint as a director a person nominated by the Branch who nominated the director whose vacation of office gave rise to the vacancy.
- 31.7 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.

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## **32. Compulsory retirement**

All directors automatically retire at the end of the annual general meeting following their election or appointment.

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## **33. Vacation of office**

A director ceases to be a 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;

- (f) the director ceases to be a member of the committee (or nominated by the committee) of a Branch;
  - (g) the director automatically retires under the preceding clause.
- 

### **34. Alternate directors**

- 34.1 A director may appoint an alternate for a specified period with the consent of the Board.
  - 34.2 The appointor may terminate the alternate's appointment at any time.
  - 34.3 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.
  - 34.4 The alternate must be a member or director of the Institute from the same Branch as the appointor.
  - 34.5 The alternate is entitled to notice of Board meetings.
  - 34.6 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.
  - 34.7 A person may act as an alternate for more than one director.
  - 34.8 If the appointor ceases to be a director, the alternate cannot exercise the appointor's powers.
  - 34.9 While acting as a director, an alternate is an officer of the Institute and not the agent of the appointor.
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### **35. Remuneration**

- 35.1 Unless the Institute in general meeting otherwise decides or the director is an employee of the Institute, a director is not entitled to remuneration.
- 35.2 The Institute must pay travelling and other expenses that a director properly incurs on the Institute's business.

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## **36. Director's interests**

- 36.1 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.
- 36.2 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**

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### **37. Circulating resolutions**

- 37.1 The Board may pass a resolution 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.
- 37.2 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 by facsimile or digital scan.
- 37.3 The resolution is passed when the last director signs.

37.4 Passage of the resolution must be recorded in the Institute's minute book.

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### **38. Meetings**

- 38.1 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.
- 38.2 A Board meeting may be held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting.
- 38.3 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 that the director is disconnecting his or her telephone or communication device.
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### **39. Calling meetings**

- 39.1 Any director may call a Board meeting.
- 39.2 On the request of any director, the company secretary must call a Board meeting.
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### **40. Notice**

- 40.1 Notice of a Board meeting must be given to each director and each alternate.
- 40.2 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.
- 40.3 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.
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### **41. Quorum**

- 41.1 The quorum for a Board meeting is eight directors, unless the Directors otherwise decide.
- 41.2 In determining whether a quorum is present, the chairman must count alternates. If a director is also an alternate, the chairman 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.
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- 41.3 The quorum must be present at all times during the meeting.
- 41.4 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.
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## **42. Chairman and deputy chairman**

- 42.1 The Board may elect a director as chairman for any period they decide.
- 42.2 The Board may elect a director as deputy chairman for any period they decide.
- 42.3 The Board may remove the chairman or deputy chairman.
- 42.4 The chairman is entitled to chair each Board meeting.
- 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.
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## **43. Decisions of Directors**

- 43.1 Subject to the Corporations Act 2001, each director has one vote.
- 43.2 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.
- 43.3 A resolution of the directors is passed by a majority of votes cast.
- 43.4 If there is an equality of votes, the chairman has a casting vote in addition to the chairman's personal deliberative vote.
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## **Part 6 – Directors' powers**

### **44. General powers**

- 44.1 The business of the Institute is managed by or under the direction of the Board.
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- 44.2 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.
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## **45. Execution of documents**

- 45.1 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.
- 45.2 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.
- 45.3 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.
- 45.4 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.
- 45.5 This clause does not limit the ways in which the Institute may execute a document (including a deed).
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## **46. Negotiable instruments**

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

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## **47. Committees and delegates**

- 47.1 The Board may delegate any of their powers (including this power to delegate) to a committee of directors or to one director or to the committee of a Branch.
- 47.2 The Board may revoke or vary that delegation.
- 47.3 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.
- 47.4 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. Meetings of committees of Branches shall be governed by the By-laws.
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## **48. Attorney and agent**

- 48.1 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.
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- 48.2 The Board may delegate any of their powers (including the power to delegate) to an attorney or agent.
- 48.3 The Board may revoke or vary:
- (a) the appointment; or
  - (b) any power delegated to the attorney or agent.

## **Part 7 – Executive officers**

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### **49. Chief executive**

- 49.1 The Board may appoint a chief executive under that or such other title as the Board approves, 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 chief executive, the Board may remove or dismiss the chief executive from that office at any time.

### **50. 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.
- 50.2 The Board may appoint one or more company secretaries, for any period and on any terms (including as to remuneration) the Board decides.
- 50.3 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.
- 50.4 Unless the Directors otherwise decide, the company secretary is the public officer of the Institute.

### **51. Indemnity**

- 51.1 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.
- 51.2 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.

51.3 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**

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### **52. 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.

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### **53. Inspection**

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

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### **54. Evidence of register**

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

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### **55. Minute book**

55.1 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.

55.2 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.

55.3 The Institute must ensure that minutes of the passing of a resolution without a meeting are signed by directors within a reasonable time after the resolution is passed.

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**56. 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.

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**57. Financial records**

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

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

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**58. Inspection**

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

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**59. In writing**

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

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**60. Notice to members**

60.1 The Institute may give notice to a member:

- (a) personally;
- (b) by 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;
- (c) by sending it to the fax number or electronic address (if any) nominated by the member.

60.2 A notice to a member is sufficient, even if the member is dead, mentally incapacitated, an infant, bankrupt or an externally-administered body corporate, and the Institute has notice of that event.

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**61. Notice to directors**

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

- (a) personally;
- (b) by sending it by post to the director's or alternate director's usual residential or business address or any other address nominated by them;

- (c) if a notice calling a meeting – by sending it to the fax or electronic address (if any) nominated by the director or alternate, 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.

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## **62. Notice to the Institute**

A person may give notice to the Institute:

- (a) by leaving it at the Institute's registered office;
- (b) by sending it by post to the Institute's registered office;
- (c) by sending it to the fax or electronic address (if any) of the Institute's registered office.

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## **63. Addresses outside Australia**

A notice sent by post to or from a place outside Australia must be sent by air mail.

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## **64. Time of service**

- 64.1 A notice sent by post within Australia is taken to be given three Business Days after posting.
- 64.2 A notice sent by post to or from a place outside Australia is taken to be given seven Business Days after posting.
- 64.3 A notice sent by 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).

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## **65. 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.

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## 66. 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.

**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, appointed by the Board for the purpose.

**Institute** means the company known as the Safety Institute of Australia Limited.

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

**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.