

Constitution

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1. Preliminary

1.1 Definitions and Interpretations

In this Constitution, unless there is something in the subject or context inconsistent therewith:

“Accredited Professional” means an individual who has been classed by the Board as an Accredited Professional, having satisfied the requirements set out in Clause 2.2(b) and the By Laws who, for the time being, is entered in the Register as an Accredited Professional.

“Annual General Meeting” means an Annual General Meeting of the Association held in accordance with Clause 4.2.

“Associate International Location” means a Corporate Member’s international location for the purpose of Membership.

“Association” means Recruitment, Consulting & Staffing Association Limited ACN 078 606 416.

“Auditor” means the auditor for the time being of the Association.

“Blue Collar On-hire” is that sub-category of Member on-hire services, which is focused predominantly on skilled and unskilled occupations or callings requiring physical, technical or process work that is typically performed outside an office, virtual office, or administrative setting and as may be further described by the Board from time to time.

“Board” means the whole or any number of Directors for the time being assembled at a meeting of Directors and being not less than a quorum and references to the “Directors” shall be construed as references to the Board unless the context otherwise requires.

“By Laws” means the RCSA By Laws that form an attachment to this Constitution. “Chairperson” means the Chairperson of the Board or the Chair of any RCSA meeting.

“Chief Executive Officer” means an appointed person to facilitate the daily management of the Association and the Board.

“Code for Professional Conduct” means the Code for the professional conduct of Members as approved by the Board from time to time.

“Constitution” means this Constitution and any supplementary, substituted or amended Constitution for the time being in force.

“Consultant Accreditation Panel” means the body as appointed by the Board for the maintenance of accreditation and professional development standards and the development of all programs for education, in accordance with policies determined by the Board from time to time.

“Corporate Member” means any entity that meets the requirements of Clause 2.2 (a) and who for the time being is entered in the Register as a Corporate Member of the Association.

“Corporate Representative” means a representative nominated by a Corporate Member in accordance with the Constitution and the By Laws.

“Corporations Act” means the Corporations Act 2001 (C’t) as amended from time to time and includes, with necessary changes, any Act in substitution for it.

“Director” means any person formally and lawfully appointed or elected as a Director of the Association and **“Directors”** means all or any number of the Directors for the time being.

“Disciplinary and Dispute Resolution Procedures” means the disciplinary and dispute resolution procedures adopted by the Board and as varied by the Board from time to time.

“Employment Service” means a service for the on-hire, recruitment, contracting, management or administration of labour.

“Executive Committee” means the Committee appointed by the Board for the daily management of the Association pursuant to Clause 8.4 (a).

“Finance Director” means the Finance Director of the Association.

“Health & Medical (On-hire and Placement)” is that category of Member services, which is focused predominantly the on-hire and recruitment placement (including locum placement) of in the medical, nursing, allied health, professional pharmacy, complementary medicine, and public health sectors and as may be further described by the Board from time to time.

“Immediate Past President” means the Office Bearer holding office under clause 9.14.

“Industry” means the on-hire, recruitment, contracting and consulting industry across Australia and New Zealand including, without limitation, the provision of recruitment, workforce consulting, on-hire and staffing services.

“Next Generation” means the application of progressive “Industry” techniques, practices and methodologies that do, or are intended to, supersede traditional techniques, practices and methodologies’.

“Office” means the registered office for the time being of the Association.

“Office Bearer” means any person, who from time to time occupies the position of President, Immediate Past President, Vice President, or Finance Director of the Association or such other position as determined by the Board from time to time.

“President” means the President of the Association.

“Professional Contracting” is that sub-category of Member on-hire services, which is focused predominantly on work by professional or emerging professional occupations or callings, typically requiring tertiary academic qualifications in order to undertake full unrestricted practice and as may be further described by the Board from time to time.

“Recognised Service Functions” means:

- i. Professional Contracting;
- ii. White Collar On-hire;
- iii. Blue Collar On-hire;
- iv. Recruitment Placement;
- v. Health and Medical (On-hire and Placement); and
- vi. Workforce Solutions.

“Recruitment Placement” is that category of Member services, which is focused predominantly on sourcing, presenting, or representing work seekers for employment or engagement by a person other than the Member and includes executive and technical search services and as may be further described by the Board from time to time.

“Region” means any of the Regions of the Association as provided by Clause 12.1

“Regional Council” means the Council established by each Region in accordance with Clause 12.3 “Register” means the Register of Members.

“Related Corporation” means, in relation to a corporation, any corporation which is related to the first mentioned corporation by virtue of the Corporations Act; or, with regard to Members in New Zealand, by virtue of any applicable and corresponding provisions of the Companies Act 1993 (N.Z.) or of subordinate or substituted legislation of New Zealand Parliament.

“Secretary” includes any person appointed to perform the duties of Secretary of the Association.

“Staffing” means recruitment, on-hire, contracting, workforce consulting and workforce solutions services.

“Vice President” means the Vice President(s) of the Association.

“White Collar On-hire” is that sub-category of Member on-hire services, which is focused predominantly on work in managerial, administrative, or clerical occupations or callings, that is typically performed in an office, virtual office, or administrative setting and as may be further described by the Board from time to time.

“Workforce Solutions” is that category of Member consulting services, which includes workforce consulting, managed services (MSP and RPO) and/or workforce management technology and as may be further described by the Board from time to time.

“Year” means the financial year of the Association ending on 30 June.

1.2 Name and Nature of the Association

- (a) The name of the Association is The Recruitment, Consulting & Staffing Association Limited (RCSA).
- (b) The Association is a public company limited by guarantee.
- (c) Each Member undertakes to contribute an amount not exceeding fifty dollars (\$50.00) to the property of the Association if the Association is wound up:
 - i. at a time when that person is a Member; or
 - ii. within one year of the time that person ceased to be a Member, for payment of the debts and liabilities of the Association contracted before that person ceased to be Member and payment of the costs, charges and expenses of winding up the Association.

1.3 Objects

The objects of the Association are:

- (a) to promote excellence, enterprise and integrity in the businesses of all Members and of individuals engaged by those businesses;
- (b) to improve knowledge and skill with respect to their responsibilities, duties and rights in the Employment Services Industry.

In fulfilling objects 1.3 (a), and 1.3 (b) the Association will:

- i. examine, originate and promote improvements or alterations in legislative, economic and social matters relating to the interests of the Industry;
- ii. provide a medium through which information of interest or value to Members may be readily ascertained and communicated to Members;
- iii. provide any services which may assist Members to improve their standards of performance, business methods and profitability;
- iv. raise and promote the professional status of Members through the provision of industry qualifications and corporate industry standards;
- v. affiliate with any other organisation with similar objects to those of

the Association where beneficial to the wider Membership.

- (c) The Association:
- i. will only apply the income and property (if any) of the Association in promoting the objects of the Association;
 - ii. must not subscribe to, support with its funds, or amalgamate with, any association or organisation which does not, to the same extent as this Constitution, restrict the application of its income and property and prohibit the making of distributions to its members; and
 - iii. must not support any activity, or impose on, or procure to be observed by, Members or others, any regulations or restrictions which, if they were an object of the Association, would make it a trade union within the meaning of the industrial legislation of any jurisdiction in which it carries on business.
- (d) The Association will foster ethical and procedural best practice among Members by:
- i. administering and regulating Member compliance with the Code for Professional Conduct;
 - ii. acting as facilitator of the resolution of, and appoint Committees to deal with, disputes between Members;
 - iii. regulating, as far as is possible, the relations between Members as well as regulating the relationship between Members and the general public.

1.4 No distribution to Members

- (a) Subject to Clause 1.4 (b), the Association must not make any distribution to any Member, whether by way of dividend, surplus or otherwise.
- (b) Clause 1.4 (a) does not prevent the Association, with the approval of the Directors and acting in good faith, paying:
- i. reasonable remuneration to a Member who is an employee of the Association;
 - ii. reasonable remuneration in consideration for services rendered or goods supplied by a Member to the Association in the ordinary course of business;
 - iii. interest, at a reasonable rate, on money borrowed by the Association from a Member;
 - iv. reasonable rent for premises leased to the Association by a

- Member;
- v. out of pocket expenses incurred by a Member for, or on behalf of, the Association; or
- vi. any other reasonable amount of a similar character to those described in this Clause 1.4 (b).

2. Members

2.1 Classes of Membership

- (a) The Directors may, from time to time, determine:
 - i. the various classes of Membership of the Association;
 - ii. any restriction in the number of Members or the number of Members within each class;
 - iii. the requirements with respect to standards, business operation, qualifications and accreditation for admission to each class;
 - iv. the rights attached to being a Member in each class.
- (b) These classes and the requirements of Membership are outlined in the By Laws.

2.2 Criteria for Membership

- (a) Any company, business entity, including not-for-profit and government business entities, involved in the industry or which contains a department or division dedicated to the supply of Employment Services and who agrees, in writing, to be bound by and comply with the Constitution, the Code for Professional Conduct, the Disciplinary and Dispute Resolution Procedures, and the By Laws of the Association and is eligible under the By Laws to be a Member, can apply to become a Corporate Member.
- (b) Any individual who agrees, in writing, to present before the Consultant Accreditation Panel and, upon accreditation, to be bound by and comply with the Constitution; the Code for Professional Conduct; the Disciplinary and Dispute Resolution Procedures, and the By Laws of the Association, and is eligible under the By Laws to become an Accredited Member, can apply to become a Member.

2.3 Applications

- (a) Each applicant, to become a Member must:
 - i. sign and deliver to the Association an application form and other information as deemed necessary by the Directors from time to time; and

- ii. agree to an accreditation assessment (if an individual) to assess entitlement to Membership post nominal, as noted in the By Laws, and which the Directors may vary, from time to time.
- (b) The Panels with responsibility for Corporate Membership and Individual Accreditation will determine, after assessment information is provided, whether an applicant can become a Member and to which class they should belong.
- (c) If an application to become a Member is accepted the Association must:
 - i. give written approval of the application including details of class of Membership and the rights attached to that class as outlined in Clause 2.4 (a) and 2.4 (b) of the Constitution;
 - ii. request payment of the amount owing for the annual Membership fee (being a pro rata sum if so determined by the Directors); and
 - iii. upon payment of the amount enter the Member's name in the Member Register.
- (d) If an application to become a Member is not accepted the Association must give written notice of non- acceptance to the applicant.

2.4 Membership Entitlements

- (a) Corporate Members:
 - i. have access to, and may participate in all advertised functions and activities of the Association;
 - ii. may use only the expression "Corporate Member of The Recruitment Consulting & Staffing Association Limited" or "Corporate Member RDSA" on corporate material or for other approved promotional purposes as determined by the Board from time to time;
 - iii. are entitled to one vote for each RDSA Region, where they have locations - the maximum number of votes any Corporate Member with multiple locations is entitled to, at any call for a Member's' vote, is six (6)
 - iv. are eligible to vote at all General Meetings of the Association, pursuant to Clause 2.4 (a) (iii) and their Corporate Representative may, subject to any eligibility requirement, be elected, appointed or co-opted to a Region Council and to the RDSA Board as specified in Clause 5 of the Constitution.
- (b) Accredited Members shall:
 - i. have access to and may participate in all advertised functions and activities of the Association;

- ii. be entitled to use the letters as specified in the By Laws;
 - iii. not be entitled to use such letters in any way other than as a personal post nominal; and
 - iv. not be entitled to use any wording which indicates or implies any Membership of, or endorsement by, the Association in any advertisement or other promotional material for any organisation that is not a Corporate Member, unless with the express authority of the Board;
 - v. be eligible to vote at all General Meetings of the Association and, subject to any eligibility requirement, to become a member of a Region Council or the RCSA Board.
- (c) Life Members/Life Fellows shall, on appointment, retain all rights and privileges of Accredited Membership, including voting and election rights as per Clause 2.4 (b) but shall pay no annual accreditation fee.
- (d) Honorary Members shall, on appointment, retain all rights and privileges of Accredited Membership as per Clause 2.4 (b) (i) (ii) (iii) (iv) but shall pay no annual accreditation fee, have no voting rights and shall not be elected to a Region Council or the Board but may sit on Committees, by invitation.

2.5 Transfer of Membership

- (a) Membership of the Association shall not, without the consent of the Association, be transferred.
- (b) Any proposed transfer must be notified to the Secretary of the Association within 14 days of the proposed change. Until such time as the proposed transfer is approved by the Association, all voting rights of the Member will be suspended.
- (c) For the purposes of this Clause 2.5, the term “transfer” (including the term “transferred”) shall include a change in the control of a Member which in relation to an entity means a change in the direct or indirect control of that entity.

2.6 Ceasing to be a Member

- (a) Membership of the Association shall cease:
 - i. if the Member resigns that Membership in accordance with Clause 2.7;
 - ii. if the Membership is terminated under Clause 2.8;
 - iii. in the case of a Corporate Member if:
 - 1. an administrator, receiver or a receiver and manager is

appointed to its assets or some of its assets;

2. a liquidator is appointed in connection with the winding up of the Member; or
 3. an order is made by a court for the winding up of a Member being a corporation.
- (b) The estate of a deceased Accredited Member is not released from any liability in respect of that person being a Member.

2.7 Resignation

- (a) A Member may resign as a Member by giving the Association not less than 28 days' notice, in writing.
- (b) Unless the notice provides otherwise, a resignation of a Member takes effect immediately on the expiry of that notice to the Association.

2.8 Exclusion or Suspension or other sanctions

- (a) If any Member:
- i. willfully refuses or neglects to comply with the provisions of this Constitution; or
 - ii. is guilty of any conduct, which in the opinion of the Directors is unbecoming of the Member or prejudicial to the interests of the Association,
- the Directors may, by resolution, censure, suspend or expel the Member from the Association, following the guidelines and process as stipulated in the Code for Professional Conduct, the Disciplinary and Dispute Resolution Procedures or this Constitution.
- (b) Members are liable to disciplinary action in accordance with the Disciplinary and Dispute Resolution Procedures.
- (c) Sanctions may be imposed against any Member in accordance with the Disciplinary and Dispute Resolution Procedures and such sanctions may, without limitation, include the following:
- i. exclusion from Membership;
 - ii. suspension from Membership of the Association for any period, not exceeding five years, with eligibility for reinstatement to Membership on such terms and conditions as may be prescribed on production of satisfactory evidence that, during the period of suspension, the Member has operated their business in a professional and competent manner;
 - iii. a fine as determined by the Directors;
 - iv. a reprimand or a severe reprimand;

- v. a direction that the Member obtain such advice relating to the conduct of their business as may be prescribed;
 - vi. a direction that the Member (personally or by its principals) attend such continuing education courses as may be specified; and
 - vii. a direction for payment of all or any portion of the costs and expenses incurred by the Association in carrying out disciplinary action.
- (d) The Directors may resolve to expel a Member if the Member does not pay any fees due within 60 days after the due date for payment and after the reminder process has been duly actioned as described in the By Laws.
- (e) Before passing any resolution under Clause 2.8 the Directors must:
- i. allow the Member to give to the Directors, either orally or in writing, any explanation or defence of the reason for expulsion or suspension;
 - ii. must be satisfied the Dispute and Disciplinary Procedures have been duly actioned - if required.
- (f) Where a resolution is passed under Clause 2.8 (a)(ii) or Clause 2.8 (d) the Association must give the Member notice in writing of the expulsion or suspension, within 10 business days of the resolution.
- (g) A resolution under Clause 2.8 (a) has a right of appeal as indicated in the Disciplinary and Dispute Resolution Procedures.
- (h) A resolution under Clause 2.8 (d) takes effect on the date of the resolution.
- (i) The Directors may reinstate an expelled/suspended Member on any terms and at any time as the Directors resolve, including a requirement that all amounts due, but unpaid, by the expelled Member are paid.
- (j) The termination or suspension of a Member's membership (whether by resignation, expulsion or otherwise) shall not in any way prejudice, lessen or affect the rights, duties, liabilities and obligations of a Member whether they:
- i. arise under this Constitution or otherwise; or
 - ii. are existing at the date of such termination or may arise after that date by reason of facts or circumstances occurring or in existence at or before that date.
- (k) Without limiting the generality of Clause 2.8 (j), upon termination of a Member's membership the Member shall:

- i. continue to be liable for any annual Membership fees and all arrears due and unpaid at the date of resignation and for all other money due by the Member to the Association;
- ii. be liable for any sum, not exceeding \$50, for which the Member is liable as a Member under Clause 1.2 (c) of this Constitution;
- iii. not be entitled to make any claim in respect of the unexpired portion of any Membership fees which they may have paid.

2.9 Variations of Membership classes and class rights

- (a) Subject to the Corporations Act and the terms of a particular class or group of Membership the Association may:
 - i. vary or cancel the rights attached to being a Member of that class or group;
 - ii. convert a Member from one class or group to anotherby special resolution of the Association passed at a meeting of the Members included in that class or group; or with the written consent of Members who are entitled to at least 75% of the votes that may be cast in respect of membership of that class or group.
- (b) The provisions of this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held under Clause 2.9 (a).

2.10 Certificates

- (a) A Membership certificate, in the form prescribed by the Directors, from time to time, shall be issued to each Member on admission to the Association certifying that they are a Member.
- (b) Membership certificates will clearly state the class of Membership and the year in which Membership commenced, plus any other details as the Directors so determine from time to time.
- (c) Every Membership certificate shall be under the Seal of the Association and shall be signed by the President and countersigned by the Company Secretary. The certificate should also be signed by the Member, on receipt, and prominently displayed at the Member's premises.
- (d) Every Membership certificate shall remain the property of the Association and shall be returned to the Association immediately upon cessation of Membership.
- (e) The Association may issue a replacement Certificate of admittance as a Member if:

- i. the Association receives and cancels the existing Certificate;
- ii. the Association is satisfied that the existing certificate is lost or destroyed, and the Member pays any replacement fee as the Directors resolve.

3. Fees

3.1 Fees payable

- (a) The Association will require the payment of fees and/or levies by Members in the amounts and at the times as the Directors resolve.
- (b) The Association may make fees payable for classes of Members, for different amounts and at different times as the Directors resolve pursuant to Clause 3.1 (a) the Directors may, from time to time, give notice to Members that:
 - i. the time for payment of fees may be extended;
 - ii. the fees may be paid by instalments;
 - iii. the method of payment may be stipulated.
- (c) In order to provide additional funds required for the operation of the Association, the Board may determine that levies are to be paid by Members and may fix the amount and the dates for payment.
- (d) In determining fees or levies under Clause 3.1 (c) the Board may differentiate between classes/groups and/or interests of Members as to whether fees or levies are payable and as to amounts payable.
- (e) Regions/Member Groups may request that the Board approve a levy to any or all Members of that Region/Member Group for the purpose of funding projects or activities which are confined to the boundaries of that Region/Member Group. Applications of such levies are subject to the approval of the Board.

3.2 Interest

- (a) A Member must pay the Association:
 - i. interest at a rate reasonably determined by Directors on any fees which are not paid on, or before, the time appointed for payment from the time appointed for payment to the time of actual payment; and
 - ii. expenses incurred by the Association because of the failure to pay, or late payment of the amount.
- (b) The Directors may waive payment of all or any part of an amount payable referred to in Clause 3.2 (a) by resolution of the Board.

3.3 Exercise of Powers

- (a) The powers of the Association under this Clause 3 may only be exercised by the Directors.

4. Proceedings of Members

4.1 General Meetings of Members

- (a) Subject to the Corporations Act, the Directors may call a General Meeting of Members at a time and place as the Directors resolve.
- (b) The Directors must call, arrange and hold a General Meeting on the request of Members who:
 - i. represent at least 5% of the votes that may be cast at a General Meeting; or
 - ii. at least 100 Members who are entitled to vote at the General Meeting.
- (c) Members with more than 50% of the votes of all Members who make a request, subject to the Corporations Act, may call and arrange to hold a General Meeting if the Directors do not do so within 21 days after the request is given to the Association.
- (d) The Court may order a General Meeting of Members to be called in accordance with the Corporations Act if it is impracticable to call the meeting in any other way.
- (e) Any notice of special business or motions shall be submitted to the Directors no later than 7 days prior to a General Meeting.
- (f) Subject to Clause 4.1 (g), the Association may call on shorter notice:
 - i. a General Meeting, if all of the Members entitled to attend and vote at the Annual General Meeting agree beforehand; and
 - ii. any other meeting, if Members with at least 95% of the votes that may be cast at the meeting, agree beforehand.
- (g) At least 21 days' notice must be given of a General Meeting of Members at which a resolution will be moved to:
 - i. remove a Director under the Corporations Act;
 - ii. appoint a Director in place of a Director removed under the Corporations Act;
 - iii. remove an Auditor under the Corporations Act.

4.2 Annual General Meeting

- (a) An Annual General Meeting is to be held in addition to any other General Meetings held by the Association in the year.
- (b) An Annual General Meeting shall be held at least once every calendar

year and within the period of five (5) months after the end of the Association's Financial Year and shall be at such time and place as may be determined by the Directors.

4.3 Notice of Meeting

- (a) Subject to the Corporations Act the Association must give twenty one (21) days' notice of a meeting of Members.
 - i. notice of a meeting of Members must be given to each Member and each Director and, in the case of the Annual General Meeting the auditor of the Association.
- (b) Subject to Clause 4.3 (a) the notice of a General Meeting of Members must:
 - i. set out the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - ii. state the general nature of the business of the meeting; and
 - iii. set out or include any other information or documents specified by the Corporations Act.
- (c) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid if (either or both) a person does not receive notice of a meeting or the Association accidentally does not give notice of a meeting to a person.
- (d) Additionally, the business of an Annual General Meeting must include any of the following, even if not referred to in the notice of the meeting:
 - i. the consideration of the annual financial report, the Directors' report and the auditor's report for the Association;
 - ii. the appointment of the Directors to the Association;
- (e) All other business transacted at an Annual General Meeting will be deemed special.
- (f) Except pursuant to the provisions of the Corporations Act, with the prior approval of the Directors, or with the permission of the Chairperson, no person may, as regards any special business of which notice has been given, move at any Annual General Meeting any resolution (other than a resolution in the same terms as specified in that notice) or any amendment of a resolution.

4.4 Right to attend Meetings

- (a) Each Member and any auditor of the Association is entitled to attend any meetings of the Association.

- (b) Subject to this Constitution, each Director is entitled to attend and speak at any meetings of Members.

4.5 Meeting at more than one place

- (a) A meeting of Members may be held in two or more places linked together by any technology that:
 - i. gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
 - ii. enables the Chairperson to be aware of the proceedings in each place; and
 - iii. enables the Members in each place to vote on a show of hands and on a poll.
- (b) If a meeting is held in two or more places under Clause 4.5 (a):
 - i. a Member present at one of the places is taken to be present at the meeting; and
 - ii. the chairperson of that meeting may determine, for the minutes, at which place the meeting is taken to have been held.

4.6 Quorum

- (a) Subject to Clause 4.6 (e) a quorum for a meeting of Members is fifteen (15) persons entitled to vote at that meeting.
- (b) In determining whether a quorum for a meeting of Members is present:
 - i. where a person is present as a Member, being a Corporate Representative entitled to vote at that meeting, an Accredited Member, a proxy or attorney of another Member, each is counted separately for each appointment provided there is at least one other Member present; and
 - ii. where a person is present as a proxy or attorney for more than one Member, that person is counted separately for each appointment provided there is at least one other Member present.
- (c) The requisite quorum of Members must be present at the commencement of the meeting. If a quorum is present at the beginning of a meeting of Members it is deemed present throughout the meeting unless the Chairperson otherwise determines.
- (d) If a quorum is not present within 30 minutes after the time appointed for a meeting of Members:
 - i. if the meeting was called under Clause 4.1 (b) or Clause 4.1 (c) the meeting is dissolved; and
 - ii. any other meeting, is adjourned to the date, time and place as the

Directors may, by notice to the Members, appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned.

- (e) If the quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members:
 - i. If there are not less than five Members present, they shall constitute a quorum; and
 - ii. otherwise, the meeting is dissolved.

4.7 Adjourned, cancelled and postponed meetings

- (a) Subject to the Corporations Act the Chairperson
 - i. may; and
 - ii. must, if the Members present with a majority of votes that may be cast at that meeting agree or direct the chairperson to do so,
 - iii. adjourn a meeting of Members to any day, time and place.
- (b) No person other than the Chairperson of a meeting of Members may adjourn that meeting.
- (c) Only business left unfinished is to be transacted at a meeting of Members resumed after the adjournment.
- (d) Subject to the Corporations Act and Clause 4.7 (e), the Directors may at any time postpone or cancel a meeting of Members by giving notice, not less than five (5) business days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.
- (e) A General Meeting called under Clause 4.1 (c) must not be cancelled by the Directors without the consent of the Members who called the meeting.
- (f) A notice adjourning or postponing a meeting of Members must set out the place, date and time for the revised meeting and, if the revised meeting is to be held in two or more places, the technology that will be used to facilitate the meeting.

4.8 Chairperson

- (a) The Chair must, (if present, within fifteen (15) minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Members.
- (b) If at a meeting of Members:
 - i. there is no Chair;

- ii. the Chair is not present within fifteen minutes (15) after the time appointed for holding the meeting of Members; or
- iii. the Chair is present within that time but is not willing to act as Chair for all or part of the meeting, the Members present may, by majority vote, elect a person present to Chair all or part of the meeting of Members. This person is required to have a minimum of five years' industry experience.

4.9 General Conduct of Meetings

- (a) Subject to the Corporations Act the Chairperson of a meeting of Members is responsible for the general conduct of the meeting and for the procedures to be adopted at that meeting.
- (b) The Chairperson of a meeting of Members may delegate any power conferred by this Clause to any person.
- (c) The powers conferred on the Chairperson of a meeting of Members under this Clause 4.9 do not limit the powers conferred by law.
- (d) The Chairperson may require any person to leave and remain out of any General Meeting who, in the opinion of the Chairperson, is not complying with his or her reasonable directions.

4.10 Resolutions of Members

- (a) Subject to the Corporations Act, a resolution is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution.
- (b) Unless a poll is requested in accordance with Clause 4.11 a resolution put to the vote at a meeting of Members must be decided on a show of hands.
- (c) A declaration by the Chairperson of a meeting of Members that a resolution has, on a show of hands been passed, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

4.11 Polls

- (a) A poll may be demanded on any resolution at a meeting of Members except:
 - i. the election of a chairperson of that meeting;
 - ii. the adjournment of that meeting.
- (b) A poll on a resolution of Members may be demanded by:
 - i. at least five Members present and entitled to vote on that resolution;

- ii. Members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - iii. the chairperson of that meeting.
- (c) A poll on a resolution at a meeting of Members may be demanded:
 - i. before a vote on that resolution is taken; or
 - ii. before or immediately after, the result of the vote on that resolution on a show of hands is declared.
- (d) A demand for a poll may be withdrawn.
- (e) A poll demanded on a resolution at a meeting of Members must be taken in the manner and at the time and place the chairperson directs.
- (f) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting dealing with other business.

4.12 Voting of Members

- (a) Subject to this Constitution and any rights or restrictions attached to a class of Membership, on a show of hands or on a poll at a meeting of Members, every Member present has one vote for the class of Membership to which they belong, which has voting rights.
- (b) In the case of an equality of votes on a resolution at a meeting of Members, the Chairperson of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the Chairperson has in respect of that resolution.
- (c) A Member at a meeting of Members is not entitled to vote on any resolution if any amount is due and payable, in respect of Membership fees.
- (d) A Member present at a meeting of Members is not entitled to vote on a resolution at that meeting where the vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (e) The Association must disregard any vote on a resolution cast by a Member present at a meeting of Members where that Member is not entitled to vote on that resolution.
- (f) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member is present in person at that meeting.

4.13 Objections to Qualification to Vote

- (a) An objection to the qualification of any person to vote at a meeting of Members may only be made:
 - i. before the meeting, to the Directors; or

- ii. at that meeting (or any resumed meeting if that meeting is adjourned), to the Chairperson of that meeting.
- (b) Any objection under this clause must be decided by the Directors or the Chairperson of the meeting of Members (as the case may be) whose decision, made in good faith, is final and conclusive.

4.14 Proxies and Representatives

- (a) A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll:
 - i. in person;
 - ii. by not more than one proxy; or
 - iii. by not more than one attorney.
- (b) A proxy or attorney of a Member need not be a Member.
- (c) A Member may appoint a proxy or attorney for:
 - i. all meetings of Members; or
 - ii. any one or more specified meetings of Members.
- (d) A proxy or attorney may be appointed for all meetings or for any number of meetings or for a particular purpose.
- (e) An instrument appointing a proxy or attorney must be in a form as the Directors may prescribe or accept, from time to time but should be signed by the Member making the appointment and contain:
 - i. the name and address of the Member;
 - ii. the name of the Association;
 - iii. the name of the proxy or the name of the office held by the proxy; and
 - iv. the meetings of Members at which the proxy may be used.
- (f) The Chairperson of a meeting of Members may determine that an instrument appointing a proxy is valid even if it contains only some of the information specified in Clause 4.14(e).
- (g) Subject to the Corporations Act the decision of the Chairperson of a meeting of the Members as to the validity of an instrument appointing a proxy or attorney is final and conclusive.
- (h) Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may:
 - i. agree to a meeting of Members being called by shorter notice than is required by the Corporations Act or this Constitution;

- ii. agree to a resolution being either or both proposed and passed at a meeting of Members of which notice of less than the prescribed period is given;
 - iii. speak in any resolution at a meeting of Members on which the proxy or attorney may vote;
 - iv. vote at a meeting of Members (but only to the extent allowed by the appointment);
 - v. demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote; and
 - vi. attend and vote at any meeting of Members which is rescheduled or adjourned.
- (i) Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may vote on:
- i. any amendment to a resolution on which the proxy or attorney may vote;
 - ii. any motion not put to that resolution or similar motion; and
 - iii. any procedural motion relating to that resolution, including a motion to elect the chairperson of a meeting of Members, vacate the chair or adjourn that meeting.
- (j) The Association must only send a form of proxy to Members in respect of a meeting of Members which provides for that Member:
- i. to appoint a proxy of the Member's choice, but may specify who is to be appointed as proxy if the Member does not choose; and
 - ii. to vote for or against each resolution, and may also provide for the Member to abstain from voting on each resolution.
- (k) If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is:
- i. the person specified by the Association in the form of proxy in the case the Member does not choose; or
 - ii. if no person is so specified, the chairperson of that meeting.
- (l) A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a meeting of Members but, unless specified, the proxy or attorney may vote as he or she thinks fit.
- (m) An appointment of proxy or attorney for a meeting of Members is effective only if the Association receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 24 hours before the time scheduled for

commencement of that meeting (or adjournment of that meeting).

- (n) Unless the Association has received notice in writing before the time scheduled for the commencement or resumption of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy or attorney is, subject to this Constitution, valid even if, before the person votes, the appointing Member:
- i. dies; or
 - ii. is mentally incapacitated; or
 - iii. revokes the appointment of that person; or
 - iv. revokes the authority under which the person was appointed by a third party.

4.15 Voting by Mail

- (a) Matters of business which may be submitted to Members may be submitted by mail on the instigation of either the President, the Executive Committee or any ten (10) Members
- (b) The Company Secretary of the Association shall be responsible for ensuring:
- i. that the notice distributed to all Members clearly states the motion to be addressed; and
 - ii. that the notice specifies a date for return which shall not be less than twenty two (22) days from the date of distribution for Australia and twenty seven days (27) for overseas Members.

5. Directors

5.1 Number of Directors

- (a) The Association must have at least 6 and not more than 10 Directors, unless the Members in a General Meeting otherwise determine.

5.2 Appointment and Election of Directors

- (a) A Director must be either:
- i. a Professional Member (being a person who meets or exceeds the requirements for Accredited Professional membership); or
 - ii. the Corporate Representative of a Member; or
 - iii. a person co-opted by the Board in accordance with clause 5.2 (c) (ii).
- (b) Subject to Clause 5.1 (a)
- i. each **Australian** Region Council shall, following discussion with the President or a Vice President of the Board, in order to promote

- the appointment of Directors with relevant experience in each of the Recognised Service Functions, appoint ONE Corporate Representative from within their Region Council (whose nomination for appointment has been approved by the Board) to act as a Director; and
- ii. the **New Zealand** Region Council shall appoint ONE Corporate Representative from the New Zealand Region Council (whose nomination for appointment has been approved by the Board) to act as a Director; and
 - iii. Accredited Members shall be entitled to elect one person from the amongst the nominated Accredited Members to act as a Director; and
 - iv. the AMRANZ and ANRA Member Groups, acting together through a joint meeting of two (2) office holders from AMRANZ and two (2) office holders from ANRA, may appoint one Corporate Representative (whose nomination for appointment has been approved by the Board) to act as a Director; and
 - v. The Board may appoint one Corporate Representative, to represent the Next Generation of members, as a Director;
- (c) So that the Board's composition may reflect the Recognised Service Functions:
- i. as far as is practicable, whilst giving primacy to the appointment of appropriate regional representatives, all Recognised Service Functions should be represented in the Board's composition; and
 - ii. the Board may, at its discretion, co-opt ONE additional Director, who will be a person selected by the Board to enhance Recognised Service Function coverage, diversity, or stakeholder participation.
- (d) A Corporate Representative will be ineligible for appointment, election or co-option as a Director if more than 25% of the Board is represented by the one Corporate Member or its related entities and the Corporate Representative represents that Corporate Member or any of its related entities.
- (e) The appointment of a Corporate Representative as a Director, in accordance with Clause 5.2 (b) (i) and (ii) must:
- i. be in writing and signed by two Members of the Region Council, accompanied by the written consent of the Corporate Representative; and
 - ii. be delivered to the Company Secretary not less than twenty one

(21) days before the date fixed for the holding of the Annual General Meeting.

- (f) The nomination of Accredited Members for election to the Accredited Member position under Clause 5.2 (b) (iii) must:
 - i. be in writing, signed by two Accredited Members and accompanied by the written consent of the Accredited Member nominated (which may be endorsed on the form of nomination); and
 - ii. be delivered to the Company Secretary not less than thirty (30) days before the date fixed for the holding of the Annual General Meeting.
- (g) If only one nomination is duly received to fill the Accredited Member position, the person nominated shall be deemed to have been elected.
- (h) If the number of nominations duly received to fill an Accredited Member position under clause 5.2 (b) (iii) exceeds the number of available positions, an election shall be conducted.
- (i) The Directors have the power at any time, and from time to time, to appoint any persons as a Director, either to fill a casual vacancy or as an addition to the Board, provided that the representation requirements as set out in Clauses 5.2 (b) and 5.2 (c) are maintained, and the total number of Directors does not exceed the number fixed in accordance with this Constitution.
- (j) The Directors are not obliged to fill any casual vacancy if the number of Directors is not below the minimum number fixed in accordance with this Constitution.
- (k) If a person is appointed under Clause 5.2 (i) as a Director, the Members must confirm the appointment by resolution at the Association's next Annual General Meeting. If the appointment is not confirmed, the person ceases to be a Director at the end of the Annual General Meeting.

5.3 Term of Office of Directors

- (a) Each appointed or elected Director shall hold office for a minimum term of two years unless they die, vacate the office or are removed in accordance with Clause 5.4 (b) and 5.4 (c).
- (b) A Co-opted Director under Clause 5.2 (c) (ii) (unless the Director's co-option is terminated by simple majority resolution of the Board) shall hold office only until the Annual General Meeting next following their co-option. Subject to any applicable eligibility and maximum term requirements, such Director may be nominated for an elected or appointed position and may be co-opted for a further term thereafter.

- (c) Directors due to retire as per Clause 5.3 (d) should retire immediately prior to the Annual General Meeting to allow presentation of the new Directors to the Annual General Meeting.
- (d) Subject to the next succeeding sub-paragraph, any Director who has served three consecutive full terms of two years will be ineligible for re-appointment, re-election or co-option as a Director, except where the Director is an Office Bearer. They will, in this case, be eligible to be re-elected or re-appointed for a maximum of two further terms provided they retain their position as an Office Bearer.
- (e) By unanimous resolution of the Board, any Director may be excused from the requirement to retire for a period of 12 months immediately following the date upon which, but for this sub-paragraph or sub-paragraph (g), the Director first became due to retire, or until the next Annual General Meeting following such date, whichever is the earlier.
- (f) Any Director who has retired in accordance with this Clause 5.3 shall, after a period of FIVE years, be eligible for re-appointment, re-election or co-option.
- (g) Notwithstanding any other provision of this Constitution, any of the directorships set out in sub-clause 5.2 (b) and (c), which a Director is qualified to hold by reason of his or her Region membership, Membership status, Member Group participation, Next Generation qualification, or Recognised Service Function expertise may be held by that Director, as Immediate Past President, for a period of 12 months immediately following retirement or resignation from the Presidency, SUBJECT ALWAYS TO the Board resolving to invite the Director to continue as Immediate Past President in accordance with clause 9.14.

5.4 Vacation of Office

- (a) A Director may resign as a Director of the Association by giving written notice of resignation to the Company Secretary at its registered office.
- (b) The Association may, by resolution at a Members General Meeting, remove a Director before the end of the Director's period of office in accordance with the Corporations Act and, if thought fit, appoint another person in place of that Director subject to Clause 5.4(b) (i).
 - i. A resolution to remove a Region appointed Director does not take effect until a replacement Region representative has been appointed in accordance with Clause 5.2 (b) (i) or (ii) as the case may be.
- (c) A Director ceases to be a Director if the Corporations Act so provides or that Director:

- i. becomes of unsound mind or a person or estate is liable to be dealt with in any way under the law relating to mental health;
- ii. is absent without the consent of the Directors from two meetings of the Board held during a period of 6 months and the Directors resolve that his or her office be vacated;
- iii. is removed from the office of Director by a resolution of the Association in accordance with Clause 5.4 (b);
- iv. resigns from the Association as a Member or the Company of which they are a Corporate Representative resigns;
- v. is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the Director's interest;
- vi. otherwise ceases to be, or becomes prohibited from being, a Member of the Association or a Director by virtue of the Corporations Act; or
- vii. ceases to be a Region appointed Director by resolution of a Region Council; or
- viii. ceases to meet any eligibility criteria or qualification requirement set out in clause 5.2 (a) or 5.2 (b).

5.5 Alternate Directors

- (a) With the other Directors' approval, a Director may appoint an alternate to exercise some or all of the Director's powers for a specified period.
- (b) Any Director, who is a Corporate Representative appointed, elected or co-opted to the Board under Clause 5.2, may request, by a resolution of his/her own Board, that the Association Board authorise any person from the corporation to:
 - i. act as its Corporate Representative at all meetings or any particular meeting or meetings held during the continuance of the authority, whether the meeting is of the Association or of any class of Members of the Association;
 - ii. sit on a Regional Council, Member Group Council, Committee or sub Committee as appropriate;
 - iii. act as a Director on behalf of the Corporate Member (if an elected Director) and

PROVIDED that if the Director making the request is a Region Council appointed Director, then agreement from the Region Council must be confirmed.

- (c) A letter under the seal of the corporation or such other document as the Chairperson of the meeting in his or her sole discretion considers sufficient will be prima facie evidence of the appointment of or the revocation of the appointment (as the case may be) of a Corporate Representative under Clause 5.5 (a).
- (d) If the appointing Director requests the Association to give the alternate notice of Directors' meetings, the Association must do so.
- (e) When an alternate exercises the Director's power, the exercise of the power is just as effective as if the power were exercised by the Director.
- (f) The appointing Director may terminate the alternate's appointment at any time.
- (g) An appointment of an alternate Director or its termination must be in writing and copies must be given to:
 - i. the Association; and
 - ii. the Australian Securities & Investments Commission (ASIC).

5.6 Payment to Directors

- (a) The Association must not pay any fees to a Director for performing his or her duties as a Director.

5.7 2017 Transition

- (a) Subject always to the Corporations Act and notwithstanding any other provision of this Constitution, the 2017 Transition provisions, set out at clause 16 will apply until the Annual General Meeting for the 2018 calendar year or until the Board is constituted as described in clauses 5.1 to 5.5, whichever shall be the earlier, whereupon this clause 5.7 will expire.

6. Officers

6.1 Chief Executive Officer

- (a) The Directors may appoint a person as a Chief Executive Officer for any period and on any terms (including as to remuneration) as the Directors resolve.
- (b) The Directors may delegate any of their powers (including the power to delegate) to the Chief Executive Officer.
- (c) The Directors may revoke or vary:
 - i. the appointment of the Chief Executive Officer; or
 - ii. any power delegated to the Chief Executive Officer.
- (d) The Chief Executive must exercise the powers delegated him or her, in

accordance with any directions of the Directors.

- (e) The exercise of a delegated power by the Chief Executive Officer is as effective as if the Directors exercised the power.

6.2 Company Secretary

- (a) The Directors must appoint a Company Secretary in accordance with the Corporations Act.
- (b) The Company Secretary shall be appointed by the Board of RCSA.

6.3 President

- (a) The Board shall elect a President from amongst the Directors of its then current Board, who hold appointment as Corporate Representatives of an Australian or New Zealand Region under clause 5.2 (b) (i) or (ii) AND who for have served as Director for a minimum of two years.
- (b) The President's initial term shall be for two years.
- (c) A President may be elected as President for a second consecutive term of two years; but not so as to exceed the maximum term that the President may serve as a Director.

6.4 Vice Presidents

- (a) The Board shall elect up to two Vice President from amongst the Directors of its then current Board.
- (b) A Vice President's initial term shall be for two years.
- (c) A Vice President may be elected as Vice-President for a second consecutive term of two years; but not so as to exceed the maximum term that the Vice President may serve as a Director.
- (d) A Vice President may be elected to serve as President; but not so as to exceed the maximum term that the person may serve as a Director.

7. Indemnity and Insurance

- (a) To the extent permitted by law the Association must indemnify each Director, Council Member, Committee Member and other such relevant officers who are or have been so involved with the Association and shall indemnify such persons out of the assets of the Association against a liability:
 - i. to another person (other than the Association or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
 - ii. for costs and expenses incurred by the person:
 - 1. in defending proceedings, whether civil or criminal, in which

judgment is given in favour of the person or in which the person is acquitted; or

2. in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.
- (b) Except to the extent precluded by the Corporations Act, the Association may pay or agree to pay a premium in respect of a contract insuring a person who is, or has been, an officer or auditor of the Association against liability:
- i. incurred by the person as such an officer or auditor; or
 - ii. for costs and expenses incurred by the person in defending proceedings as such an officer or auditor, whether civil or criminal and whatever their outcome.

8. Powers of the Association and the Directors

8.1 General powers

- (a) Subject to this Constitution, the Association may exercise, in any manner permitted by the Corporations Act, any power which a public company limited by guarantee may exercise under the Corporations Act.
- (b) The business of the Association is to be managed by, or under, the direction of the Directors.
- (c) The Directors may exercise all the powers of the Association except any powers that the Corporations Act or this Constitution requires the Association to exercise in Members General Meeting.
- (d) The Directors may, without any further authority, carry out all or any of the objects of the Association contained in this Constitution and do all other acts and things as they shall deem expedient, including (but without limiting the generality of the foregoing) the right to set membership fees for Members.

8.2 Execution of documents

- (a) The common seal shall not be affixed to any instrument except by the authority of a resolution of the Board and any such document under seal must be witnessed by:
 - i. two Directors or;
 - ii. a Director and a Secretary; or
 - iii. a Director and another person appointed by the Directors for that purpose.

- (b) If the Board so resolves the Association may execute a document without a common seal if the document is signed by:
 - i. two Directors or;
 - ii. a Director and a Secretary; or
 - iii. a Director and another person appointed by the Directors for that purpose.
- (c) The Directors may resolve either generally, or in a particular case, that any signature on certificates for Membership, or other common use documents specified by the Directors, may be affixed by mechanical or other means.
- (d) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Association in the manner, and the persons, as the Directors resolve.

8.3 By Laws

- (a) The Directors shall have the power to formulate and enact By Laws for Membership, accreditation, management of Councils, Committees and sub Committees and any other by laws as it sees necessary from time to time.
- (b) Such By Laws shall be binding on all Members, upon adoption by the Directors, at a properly convened meeting of the Board.
- (c) The By Laws will form an attachment to this Constitution.

8.4 Committees

- (a) From within the Board, the Board shall elect an Executive Committee consisting of the President, a maximum of two Vice Presidents, the Finance Director, and one further Director who may be appointed as deemed necessary by the Board from time to time.
 - i. The President shall be an ex officio Member of all Committees of the Board.
 - ii. The Vice Presidents shall assist the President in his or her duties and shall exercise such powers as may be delegated to them by the President.
 - iii. The Executive Committee shall report to and be accountable to the Board, with all the necessary powers of the Board to allow efficient management on a daily basis, including but without limiting the generality of the foregoing the right to delegate power to appointed sub- Committees. The quorum of the Executive Committee shall comprise of three.

- iv. In the event of the Association granting leave of absence to the President for any reason whatsoever the Vice Presidents shall exercise all the powers of the office of President during the period of such leave of absence.
- (b) The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as the Directors of the Association by the Corporations Act) to one or more Councils, Committees or sub Committees consisting of one or more Directors and such other Members of the Association as the Board thinks fit. Any Council, Committee or sub Committee so formed shall conform to the relevant By Laws as set down by the Directors from time to time.
 - i. The Directors may revoke or vary any power delegated under Clause 8.4 (b).
 - ii. A committee or delegate must exercise the powers delegated in accordance with any directions of the Directors.
 - iii. The exercise of a delegated power by the committee or delegate is as effective as if the Directors exercised the power.
- (c) The Directors will delegate and, where necessary, organise or make whatever arrangements they may deem necessary to ensure Councils, Committees and sub Committees further the objects of the Association and the Directors will further ensure the Councils, Committees and sub Committees are responsible for the implementation of the strategic initiatives of the Association.
- (d) Except where otherwise stated in this Constitution, or in the resolution establishing or restructuring the committee, a quorum for the purposes of dealing with matters of such Committees shall be sixty per cent of the Council, Committee, sub Committee representatives. All Members of such Committees shall have one vote.
- (e) A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present and in the case of an equality of votes the Chairperson shall have a second or casting vote.
- (f) All clauses relevant to meetings in this Constitution apply (with the necessary terminology recognised) to meetings of Committees, sub Committees and Councils.

9. Proceedings of Directors

9.1 Resolutions of the Directors

- (a) The Directors may pass a resolution without a meeting of the Directors being held if all the Directors entitled to vote on the resolution assent to

a document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of the document referred to in Clause 9.1 (a) may be used for assenting to by Directors as long as the wording of the resolution and the statement is identical in each copy.
- (c) A Director may signify assent to a document under this Clause by signing the document or by notifying the Association of that assent by any technology including telephone.
- (d) The resolution is passed when the last Director confirms.
- (e) Where such a resolution is passed by the method in Clause 9.1 (a) the resolution must be ratified at the next full meeting of Directors and recorded, as such in the minutes of that meeting.

9.2 Meetings of the Directors

- (a) The Directors may meet, adjourn and otherwise regulate their meetings as they think fit but must meet no less than four times per year.
- (b) A meeting of the Directors may be held using any technology consented to by all Directors.
- (c) The consent of the Directors under Clause 9.2 (b) may be for all meetings of the Directors or for any one or more specified meetings.
- (d) A Director may withdraw consent under Clause 9.2 (c) within a reasonable time before the meeting.
- (e) If a meeting of Directors is held in two or more places linked together by any technology:
 - i. a Director present at one of the places is taken to be present at the meeting unless and until that Director states to the chairperson of the meeting that he or she is discontinuing participation in the meeting; and
 - ii. the chairperson of that meeting may determine, for the minutes, at which place the meeting will be taken to have been held.
- (f) A Director may call a meeting of Directors at any time, giving reasonable notice.
- (g) On request of any Director the Company Secretary must call a meeting of the Directors, giving reasonable notice.
- (h) The Chief Executive Officer will attend meetings of the Board but shall have no voting powers.

9.3 Notice of a Meeting of Directors

- (a) A notice of meeting must be given to each Director and any Alternate

Director if required.

- (b) A notice of meeting of the Directors must:
 - i. set out the place, date and time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this): and
 - ii. state the general nature of the business of the meeting; and
 - iii. set out or include any other information or documents required for the meeting.
- (c) The Association must give no less than seven (7) days' notice of any extraordinary meeting of Directors and 21 days' notice of any changes to established meetings of Directors - unless all Directors agree otherwise.

9.4 Quorum

- (a) Subject to the Corporations Act, a quorum for a meeting of the Directors is, unless otherwise determined, seventy per cent of the Directors, which is to include more than half the number of Region representatives.
- (b) A quorum for Board meeting must be present at all times during the meeting.
- (c) If there are not enough Directors to form a quorum for a Board meeting, one or more of the Directors may request that any matter of urgency be discussed and then circulated, using technology, for to enable a resolution dealing with the matter to be passed.

9.5 Chairperson

- (a) The President shall preside at meetings as Chairperson at every meeting of the Board.
- (b) If:
 - i. the President is not in attendance within fifteen minutes after the time appointed for the meeting or;
 - ii. the President is unwilling to act as Chairperson of the meeting then a Vice President shall be Chairperson.
- (c) If:
 - i. neither the President nor a Vice President is present; or
 - ii. the President and/or the Vice Presidents decline to take the chair then the Directors present shall choose one of their number to be Chairperson.

9.6 Resolutions of the Directors

- (a) A resolution of the Directors is passed if more votes are cast in favour of the resolution than against it and will be deemed a determination of the Board.
- (b) Subject to the Corporations Act each Director has one vote on the matters arising at a Board meeting.
- (c) Subject to the Corporations Act in the case of an equality of votes on a resolution at a Board meeting the Chairperson of that meeting does not have a casting vote on that resolution, in addition to any vote that the Chairperson has in his/her capacity as a Director.
- (d) The Chairperson of a meeting of the Board or Executive Committee may, at his or her discretion, permit the transaction of unforeseen business of which notice has not been given, provided that in the event of a resolution being adopted in relation to such business:
 - i. such resolution is to have no effect until 14 days after the minutes of the meeting have been dispatched to the Directors;
 - ii. during the 14 day period, any of the Directors voting in the affirmative at the meeting may withdraw their affirmation by notice in writing to the Company Secretary; and
 - iii. if such withdrawal has the effect of reducing the affirmative vote to less than a simple majority of Directors present and voting at the meeting, the original motion will be negated.

9.7 Minutes

- (a) The Association must keep minute books in which it records within one month of such event:
 - i. the appointment of officers made by the Board;
 - ii. the names of the Directors present at every meeting of the Board;
 - iii. resolutions and proceedings of General Meetings;
 - iv. resolutions and proceedings of Board meetings and including Council, Committee and sub Committee meetings;
 - v. resolutions passed by the Directors without a meeting;
 - vi. resolutions passed by Councils, Committees and sub Committees without a meeting.
- (b) Any such minutes of any meeting of the Board, or of the Association, if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next meeting, shall be received as evidence of the matters stated in such Minutes.

- (c) Members are entitled to gain access to the Minute Book of meetings of the Board in accordance with the Corporations Act.

9.8 Alteration to Constitution

- (a) This Constitution shall not be altered except by way of a special resolution of the Members. A resolution of the Association is a special resolution if it is passed by a majority of not less than 75% of such Members present at a General Meeting who are eligible to vote including those Members who have appointed a proxy in accordance with Clause 4.14.

9.9 Cheques

- (a) All cheques or orders for payment of money shall be signed for and on behalf of the Association by persons authorised by the Directors and all cheques or other negotiable instruments paid to the Association's bankers for collection and requiring the endorsement of the Association may be endorsed on its behalf in such manner as the Directors may from time to time direct.

9.10 Accounts

- (a) The Directors shall ensure that the Association maintains proper accounts in which shall be kept complete records of the transactions of the Association.
- (b) Any bank account of the Association shall be operated by any two of the President, Vice Presidents, Finance Director or Chief Executive Officer or any duly appointed officer of the Association.
- (c) The Board shall, subject to the provisions of the Corporations Act, from time to time determine whether and to what extent, and at what time and places and under what conditions or provisions the accounts and books of the Association shall be open to the inspection of the Members not being Directors; and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Association, unless and except as conferred by the Corporations Act or authorised by the Board, or by a resolution of the Association in General Meeting.
- (d) At the Annual General Meeting in each year the Board shall lay before the Association a profit and loss account and a balance sheet in respect of the last completed financial year of the Association.

9.11 Auditors

- (a) At its first Annual General Meeting the Association shall appoint a person or persons or a firm as Auditor or Auditors of the Association and the Auditor so appointed shall hold office until death or removal or

resignation from office in accordance with the Corporations Act.

9.12 Bankers

- (a) The bankers of the Association shall be appointed by the Board and may be changed from time to time at its discretion.

9.13 The Common Seal

- (a) The Common Seal of the Association shall not be affixed to any instrument except by authority of a Resolution of the Board and the presence of at least two Directors or a Director and the Company Secretary.

9.14 Immediate Past President

- (a) A President, who retires or resigns from the office of President may, by unanimous resolution of the Board, be invited to continue as a Director, in the office of Immediate Past President, for a further twelve months or until the Annual General Meeting of the Association next following the expiry of his or her Presidential term, whichever shall be the later.

10. Notices

10.1 Notices to Members

- (a) Subject to Clause 10.1 (b) the Association may give notice to a Member:
- i. by hand delivery;
 - ii. by sending it by prepaid post to the address of the Member in the Register or the alternative address (if any) nominated by that Member;
 - iii. addressed to the Member at the Member's registered address;
 - iv. by sending it by electronic means to an address (if any) nominated by that Member; or
 - v. with the approval, given by special resolution of the Directors, by advertisement in accordance with Clause 10.1 (d).
- (b) For the purposes of Clauses 10.1 (a) a Member may provide the Association with an address other than that of the registered address for the purpose of serving notice on that Member.
- (c) If the address of any Member in the register is not within Australia or New Zealand and that Member does not nominate an alternative address within Australia, unless otherwise specified within the Corporations Act, the Association may (in addition to any method of service specified in Clause 10.1)
- i. give a notice to a Member by:

- ii. posting on the Association's website; or
 - iii. advertisement in accordance with Clause 10.1 (d).
- (d) Any notice allowed to be given by the Association to Members by advertisement, is sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia and a daily newspaper circulating in New Zealand.
- (e) A notice sent by prepaid post may be included:
- i. separately with; or
 - ii. as part of the text of

any other communication from the Association sent by prepaid post including the RCSA Journal or any other publication sent by the Association to Members.

10.2 Notice to Directors

- (a) The Association may give notice to a Director or an Alternate Director:
- i. by hand delivery;
 - ii. by sending it by prepaid post to the usual residential address of that person or the alternative address (if any) nominated by that person;
 - iii. by sending it by electronic means (if any) nominated by that person; or
 - iv. by any other means agreed between the Association and that person.

10.3 Notice to the Association

- (a) A person may give notice to the Association:
- i. by leaving it at a registered office of the Association;
 - ii. by sending by post to a registered office of the Association;
 - iii. by sending by electronic means to an address nominated by the Association for that purpose; or
 - iv. by any other means permitted by the Corporations Act.

10.4 Time of service

- (a) A notice sent by prepaid post to an address in Australia is taken to be given:
- i. In the case of a notice of meeting, one business day after it is posted;
 - ii. in any other case, at the time at which the notice would be

delivered in the ordinary course of post.

- (b) a notice by prepaid post sent an address outside Australia is taken to be given
 - i. in the case of a notice of meeting, three business days after it is posted;
 - ii. in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (c) A notice sent by electronic means is taken to be given on the business day it is sent, provided that the sender's transmission report shows that the whole notice was sent correctly.
- (d) The giving of notice by prepaid post is sufficiently proved by evidence that the postage was paid and the notice:
 - i. was addressed to the correct address of the recipient as entered in the Member Register; and
 - ii. was placed in the post.

10.5 Signatures

- (a) The Directors may decide, generally or in a particular case, that a notice given by the Association be signed by electronic or other means.

11. Winding Up

11.1 Transfer of Surplus

- (a) On a winding up of the Association the Members must determine one or more companies, Associations or Institutions whose Constitutions:
 - i. require them to only pursue objects similar to those in Clause 1 and to apply their income in promoting those objects and which are themselves endorsed by the Australian Taxation Office as Income Tax Exempt Entities;
 - ii. prohibit them from making distributions to their Members to at least the same extent as in Clause 1.4 (b); and
 - iii. prohibit them from paying fees to their Directors and require their Directors to approve all other payments the companies make to their Directors to whom the liquidator must give or transfer any surplus on winding up.

11.2 Application to the Supreme Court

- (a) If the Members fail to make a determination under Clause 11.1 within 20 business days of the winding up of the Association the liquidator must make an application to the Supreme Court of Victoria to make that determination.

12. Regions

12.1 Existing Regions

- (a) Members are divided into six Regions, one representing each of the Australian mainland States with ACT, NT and Tasmania incorporated into neighbouring Regions; and one representing New Zealand.

12.2 Variations of Regions

- (a) The Directors may, from time to time:
 - i. vary (by increase or reduction) the areas represented by the existing Regions; and
 - ii. establish additional Regions or sub Regions to represent other areas, within or outside Australia, including any area no longer represented following a variation under Clause 12.2(a).

12.3 Region Councils

- (a) Each Region shall be administered by a Region Council and the Directors may, from time to time, but subject to this Constitution and the By Laws determine:
 - i. the membership of each Region Council and the processes for electing or appointing its Members;
 - ii. the procedures for the conduct of business and meetings of Region Councils;
 - iii. the powers of the Directors which will be delegated to the Region Councils under Clause 8.4 (b); and
 - iv. the Directors' requirements for the Region Council to:
 - 1. keep records; and
 - 2. report to the Directors.

12.4 Proceeding of Region Councils

- (a) Unless otherwise determined by the Directors, Clause 9 applies (with the necessary changes) to meetings of each Region Council.

13. Sub Regions

NOTE: Sub Regions are defined as a group of Members in a defined location who form a Sub Region within a Region for the purpose of advancing their unique needs and issues. The Terms of Reference for a Sub Region are referred to in the By Laws.

13.1 Existing Sub Regions Councils

- (a) The Association has one Sub Region Council: ACT.

13.2 Variation of Sub Regions Councils

- (a) The Directors may, from time vary (by increase or reduction) areas

represented by the Sub Regions Councils as needs are identified by the Membership.

13.3 Sub Region Councils

- (a) Each Sub Region shall be administered by a Sub Region Council and the Directors may, from time to time, but subject to this Constitution and By Laws determine:
- i. the Membership of each Sub Region Council and the processes for electing or appointing its Members;
 - ii. the procedures for the conduct of business and meetings of Sub Region Councils;
 - iii. the powers of the Directors which will be delegated to the Sub Region Councils under Clause 8.4 (b); and
 - iv. the Directors' requirements for the Sub Region Council to:
 1. keep records; and
 2. report to the Directors.

13.4 Proceeding of Sub Region Councils

- (a) Unless otherwise determined by the Directors, Clause 9 applies (with the necessary changes) to meetings of each Sub Region Council.

14. Member Groups

NOTE: Member Groups are defined as Members whose businesses are similar in nature in function and/or specialisation (e.g. healthcare, retail) who form a Group within the Association for the purpose of advancing their unique needs and issues. The Terms of Reference for Member Groups are referred to in the By Laws.

14.1 Existing Member Groups

- (a) The Association has two Member Groups – the Association of Medical Recruiters Australia and New Zealand (AMRANZ) and the Association of Nursing Recruitment Agencies (ANRA).

14.2 Variations of Member Groups

- (a) The Directors may, from time to time vary (by increase or reduction) the Member Groups as needs are identified by the Membership.

14.3 Member Group Councils

- (a) Each Member Group shall be administered by a Member Group Council and the Directors may, from time to time, but subject to this Constitution and By Laws determine:
- i. the Membership of each Member Group Council and the processes for electing or appointing its Members;
 - ii. the procedures for the conduct of business and meetings of

Member Group Councils;

- iii. the powers of the Directors which will be delegated to the Member Group Councils under Clause 8.4 (b); and
- iv. the Directors' requirements for the Member Group Council to:
 1. keep records; and
 2. report to the Directors.

14.4 Proceeding of Member Group Councils

- (a) Unless otherwise determined by the Directors, Clause 9 applies (with the necessary changes) to meetings of each Member Group Council.

15. Dispute Resolution

- (a) Whenever any difference which cannot be readily settled by the parties shall arise between the Association and the Board on the one hand and any of the Members or their representatives on the other hand or between any Members with regard to the true construction of this Constitution or with regard to anything done or executed, omitted or suffered in pursuance of this Constitution or the Corporations Act or with regard to any breach or alleged breach or otherwise every such difference shall be firstly dealt with in accordance with the Disciplinary and Dispute Resolution Procedures. Failing the parties being able to settle the difference shall be referred to the decision of an arbitrator to be appointed by the parties in difference or if they cannot agree upon a single arbitrator to the decision of two arbitrators of whom one shall be appointed by each of the parties.

16. 2017 Board Transition

Notwithstanding any other provision of this Constitution and until the Association's Annual General Meeting for the calendar year 2018:

- (a) the maximum number of Directors that the Association may have is TWELVE (12);
- (b) the maximum number of directors who may hold office under clause 5.2 (b) (iii) (**an Accredited Members Directorship**) is TWO (2);
- (c) the cessation for any reason of an Accredited Members Directorship will not give rise to any casual vacancy unless the cessation results in the Association having no Director appointed under clause 5.2 (b) (iii);
- (d) a Director who, immediately prior to the Association's Annual General Meeting for the 2017 calendar year (**the Transition Date**) held the position of Director by virtue of having been co-opted to the Board under clause 5.2 (c) (i) of the Constitution, as it existed at that date, (a

Non-Regional Corporate Representative Co-optee) may continue, subject to the Corporations Act, to act as a Director until the Association's Annual General Meeting for the calendar year 2018 or their earlier cessation;

- (e) A Non-Regional Corporate Representative Co-optee who satisfies the criteria for appointment as a Next Generation representative at the time of the Association's Annual General Meeting for calendar year 2017 will be deemed to have transitioned, by appointment at that meeting, to the position of Director under the provisions of clause 5.2 (b) (v);
- (f) the cessation for any reason (other than transition to another Board position) of a Non-Regional Corporate Representative Co-optee's directorship will not give rise to any casual vacancy;
- (g) the maximum number of directors who may hold office under clause 5.2 (c) (ii) is TWO (2).
- (h) a Director who, immediately prior to the Transition Date, held the position of Director by virtue of having been co-opted to the Board under clause 5.2 (c) (ii) as it existed at that date, (**an Industry Sector Co-optee**) may continue, subject to the Corporations Act, to act as a Director until the Association's Annual General Meeting for the calendar year 2018 or their earlier cessation;
- (i) an Industry Sector Co-optee, who is a member of AMRANZ or ANRA at the time of the Association's Annual General Meeting for calendar year 2017 (**an AMRANZ/ANRA Industry Sector Co-optee**), will be deemed to have transitioned, by appointment at that meeting, to the position of Director under the provisions of clause 5.2 (b) (iv);
- (j) an Industry Sector Co-optee, who is not an AMRANZ/ANRA Industry Sector Co-optee, will be deemed to have been co-opted by the Board immediately following the Association's Annual General Meeting for calendar year 2017 to act as a Director under the provisions of clause 5.2 (c) (ii);
- (k) The cessation for any reason (other than transition to another Board position) of an Industry Sector Co-optee's directorship gives rise to a casual vacancy that may be filled by the Board under clause 5.2 (i);
- (l) If the Director, who holds the office of President immediately prior to the Transition Date is invited to continue as IPP under clause 9.14 The Board may determine that the Director is to hold either:
 - i. the representative position, which he or she held immediately prior to the Transition Date; or
 - ii. another position chosen by the Board from any available position

for which the Director is qualified by reason of his or her Region membership, Membership status, Member Group participation, Next Generation qualification, or Recognised Service Function expertise.