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*Corporations Law*  
Company Limited by Guarantee  
and Not Having a Share Capital

**CONSTITUTION**  
**OF**  
**INTERNATIONAL INSTITUTE FOR PUBLIC ETHICS**

**INTRODUCTION**

**1. Replaceable Rules Excluded**

1.1 The replaceable rules contained in the Law do not apply to the Institute.

**2. Definitions and Interpretation**

2.1 In this constitution:

- (1) "**corporate member**" means a member which is a body corporate;
- (2) "**Board**" means the directors and secretary general assembled as a board;
- (3) "**directors**" means the directors for the time being of the Institute or the directors assembled as a board;
- (4) "**Financial Year**" the financial year of the Institute will end on 31 March in each year, unless the Board decides in the future to change the year.
- (5) "**Foundation Members**" means the persons seeking the registration of the Institute and the persons who consent to be members within 30 days of registration of the company;
- (6) "**Institute**" means the International Institute for Public Ethics;
- (7) "**Law**" means the *Corporations Law*;
- (8) "**Register**" means the register of members kept in accordance with rule 20;
- (9) "**seal**" means the common seal of the Institute and includes any official seal of the Institute; and
- (10) "**Secretary**" means any person appointed to perform the duties of a secretary of the Institute and includes an Honorary Secretary.

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2.2 Reference to:

- (1) one gender includes the others;
- (2) the singular includes the plural and the plural includes the singular; and
- (3) a person includes a body corporate.

2.3 Except so far as the contrary intention appears in this constitution:

- (1) an expression has in this constitution the same meaning as in the Law; and
- (2) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (3) "Including" and similar expressions are not words of limitation.

2.4 Headings are for convenience only and do not form part of this constitution or affect its interpretation.

### **3. Objects**

3.1 The Institute is the successor to the unincorporated association which has operated under this name prior to the Institute being incorporated under the Law.

3.2 The objects for which the Institute is established are:

- (1) the general objects of the Institute is to be the pre-eminent international professional organisations which represents and serves people with an interest in public institution ethics;
- (2) the specific objects to the Institute are:
  - (a) to develop and promote ethical practice in public institutions;
  - (b) to provide leadership and support to public institution ethicists;
  - (c) to support and service people with an interest in ethical practice in public institutions;
  - (d) to encourage the development and dissemination of an evolving body of knowledge about public ethics;
  - (e) to develop, promote and accredit professional standards of competence upon public institution ethicists; and
  - (f) seeks to influence government and the public on public ethics.

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#### **4. Powers**

- 4.1 The Institute has all the powers of an individual and a body corporate but does not have the power to issue shares.
- 4.2 Despite rule 4.1 the powers of the Institute are ancillary to and exercisable only in furtherance of the objects of the Institute set out in rule 3.

#### **5. Application of Income and Property**

- 5.1 The income and property of the Institute, from wherever it is derived, must be applied solely towards the promotion of the objects of the Institute set out in rule 3.

#### **6. No Distribution to Members**

- 6.1 No portion of the income or property of the Institute may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Institute.
- 6.2 Rule 4.1 does not prevent:
- (1) the payment in good faith of remuneration to any officer, servant or member of the Institute in return for any services actually rendered to the Institute or for goods supplied in the ordinary and usual way of business;
  - (2) the payment of interest at a rate not exceeding 12% per annum on money borrowed from any member of the Institute; or
  - (3) the payment of reasonable and proper rent by the Institute for premises leased from a member to the Institute or the leasing of premises by the Institute to a member at a reasonable and proper rent; or
  - (4) the reimbursement of expenses incurred by any member on behalf of the Institute.

#### **7. Limited Liability**

- 7.1 The liability of the members is limited.

#### **8. Guarantee**

- 8.1 Every member of the Institute undertakes to contribute an amount not exceeding \$100 to the property of the Institute in the event of its being wound up while the member is a member or within 1 year after the member ceases to be a member, if required for payment:
- (1) of the debts and liabilities of the Institute (contracted before the member ceases to be a member);
  - (2) of the costs, charges and expenses of winding up; and

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- (3) for the adjustment of the rights of the contributories among themselves.

## **MEMBERSHIP**

### **9. Number of Members**

- 9.1 The number of members for which the Institute proposes to be registered is unlimited.

### **10. Membership**

- 10.1 The members of the Institute are:

- (1) the Foundation Members; and
- (2) such other persons as the directors admit to membership in accordance with this constitution.

### **11. Categories of Membership**

- 11.1 The categories of membership are:

- (1) ordinary members;
- (2) associate members;
- (3) life members; and
- (4) honorary members.

- 11.2 Additional categories of members, if recommended by the directors, may be created from time to time by the members in general meeting.

### **12. Application for Ordinary Membership**

- 12.1 Any individual who:

- (1) is not less than 18 years of age at the date of application; and
- (2) supports the objects of the institute and agrees to comply with its constitution and its code of ethics when drafted and adopted by the Board;

may apply for ordinary membership of the Institute.

- 12.2 Any body corporate which:

- (1) supports the objects of the Institute and agrees to comply with its condition and its code of ethics when drafted and adopted by the Board;

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- (2) provides a nominated individual to represent it at meetings; and
  - (3) it shall be open to the Board to proscribe procedures by which ordinary members may nominate individuals or corporations for ordinary membership subject to the nominees agreement to the nomination;

may apply for ordinary membership of the Institute.

### **13. Application for Associate Membership**

13.1 Any individual who:

- (1) is not less than 18 years of age at the date of application; and
- (2) supports the objects of the Institute and agrees to comply with its constitution and its code of ethics when drafted and adopted by the Board;

may apply for associate membership of the Institute.

13.2 Any body corporate which:

- (1) supports the objects of the Institute and agrees to comply with its condition and its code of ethics when drafted and adopted by the Board; and
- (2) provides a nominated individual to represent it at meetings; and

may apply for associate membership of the Institute.

13.3 Despite anything in this constitution to the contrary, an associate member:

- (1) has the right to receive notices of and to attend and be heard at any general meeting; but
- (2) has no right to vote at any general meeting.

### **14. Form of Application**

14.1 An application for membership must be:

- (1) in writing in a form approved by the directors;
- (2) signed by the applicant;
- (3) signed by the proposer and seconder, each of whom must be members; and
- (4) accompanied by such documents or evidence as to qualification for the type of membership applied for as the directors determine.

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14.2 If the applicant is a body corporate it must nominate 1 person ("nominated representative") to represent it in the Institute. The application form must:

- (1) state the name and address of the nominated representative;
- (2) be signed by the nominated representative; and
- (3) the Board may establish procedures by which the body corporate may alter its nominee and its nominee being accepted by the Board on behalf of the Institute.

14.3 An application form must be accompanied by:

- (1) an application fee, if any, determined in accordance with rule 21.1; and
- (2) the annual subscription, determined in accordance with rule 22.

## **15. Admission to Membership**

15.1 The directors must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant although it shall be open to the Board to establish procedures by which applications are considered.

15.2 The directors need give no reason for the rejection of an application until the Board establishes and/or accredits courses at which time the Board shall establish procedures for the consideration of those applicants who have passed such courses including the means by which any person who has attained the qualifications set by the Board may appeal a decision by the Board to refuse the application.

15.3 If an application for membership is rejected the application fee, if any, and the annual subscription must be refunded to the applicant.

15.4 If an applicant is accepted for membership:

- (1) the Secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in such other form as the directors determine;
- (2) the name and details of the member must be entered in the Register.

15.5 If an application for membership is rejected the application fee, if any, and the annual subscription must be refunded to the applicant.

15.6 If an applicant is accepted for membership:

- (1) the Secretary must notify the applicant of admission in the form of a receipt for the application fee, if any, and annual subscription or in such other form as the directors determine; and
- (2) the name and details of the member must be entered in the Register.

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- 15.7 If an application for membership is rejected the Secretary must notify the applicant in writing.
- 15.8 If an applicant is accepted for membership the Secretary must:
- (1) notify the applicant in writing; and
  - (2) request payment of:
    - (a) the application fee, if any, determined in accordance with rule 21; and
    - (b) the annual subscription, determined in accordance with rule 22.
- 15.9 The applicant becomes a member upon payment of the application fee, if any, and the annual subscription. The name and details of the member must be entered in the Register.
- 15.10 If payment of the application fee, if any, and the annual subscription is not received within 2 months after the date of the giving of the notice referred to in rule 15.8 the directors may revoke their acceptance of the applicant for membership.

## **16. Notification by Members**

- 16.1 Each member must promptly notify the Secretary in writing of any change in the qualification of the member to be a member of the Institute.
- 16.2 Each corporate member must promptly notify the Secretary in writing of any change in the person nominated as its nominated representative under rule 14.2.
- 16.3 A person nominated as a nominated representative must consent to the nomination in writing.

## **17. Foundation Members**

- 17.1 Foundation Members who have signed this constitution before the Institute is registered become ordinary members of the Institute on registration of the Institute.
- 17.2 Foundation Members are not required:
- (1) to have any qualification for membership;
  - (2) to pay any application fee; or
  - (3) to pay an annual subscription until 1 July next occurring after registration of the Institute.
- 17.3 Foundation members must otherwise comply with this constitution.

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## **18. Life Membership**

- 18.1 If, in the opinion of the directors, a member has made over a period of years a significant contribution to the Institute the directors may nominate the member as a life member of the Institute.
- 18.2 A member nominated under rule 18.1 becomes a life member of the Institute on the nomination being approved by an ordinary resolution of members at a general meeting.
- 18.3 If the life member is a body corporate it must nominate in writing a nominated representative within 1 month after it becomes a life member.
- 18.4 A life member has all the rights and privileges of membership and is otherwise subject to this constitution.

## **19. Honorary Membership**

- 19.1 If, in the opinion of the directors, a person, not being a member of the Institute, has made over a period of years a significant contribution to the Institute, the directors may nominate that person as an honorary member of the Institute.
- 19.2 A person nominated under rule 19.1 becomes an honorary member of the Institute on the later to occur of:
- (1) the person consenting in writing to be an honorary member; and
  - (2) the nomination being approved by an ordinary resolution of members at a general meeting.
- 19.3 An honorary member which is a body corporate may, but need not, nominate a nominated representative.
- 19.4 An honorary member has no rights and privileges of membership, other than the right to receive notices of and attend and be heard at any general meeting, and is otherwise subject to this constitution.

## **20. Register of Members**

- 20.1 A register of members of the Institute must be kept in accordance with the Law.
- 20.2 The following must be entered in the Register in respect of each member:
- (1) the full name of the member;
  - (2) the address and facsimile number, if any, of the member;
  - (3) the category of membership;
  - (4) the date of admission to and cessation of membership;

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- (5) the date of last payment of the member's annual subscription;
  - (6) in the case of a corporate member the full name, address and facsimile number, if any, of its nominated representative; and
  - (7) such other information as the directors require.
- 20.3 Each member and nominated representative must notify the Secretary in writing of any change in that person's name, address or facsimile number within 1 month after the change.

## **APPLICATION FEE AND ANNUAL SUBSCRIPTION**

### **21. Application Fee**

- 21.1 The application fee payable by each applicant for membership is such sum as the directors prescribe from time to time in respect of each category of membership.
- 21.2 No application fee is payable by any honorary member.
- 21.3 Until the directors otherwise resolve no application fee is payable in respect of any other category of membership.

### **22. Annual Subscription**

- 22.1 The annual subscription payable by a member of the Institute is such sum as is recommended by the directors and approved by the Institute in general meeting.
- 22.2 Until the Institute otherwise resolves the annual subscription:
  - (1) for an ordinary member, being an individual, is \$150;
  - (2) for an ordinary member, being a body corporate, is to be set out by the Board on a case by case basis until the Board establishes a schedule of fees;
  - (3) for an associate member, being an individual, is \$50; and
  - (4) for an associate member, being a body corporate, is to be set by the Board as above.
- 22.3 All annual subscriptions are due and payable in advance on 1 July in each year.
- 22.4 If a person applies for membership of the Institute during the months of January to June inclusive the directors may reduce the annual subscription payable by the applicant in such manner as they think fit.
- 22.5 No annual subscription is payable by any life member or honorary member.

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## **23. Unpaid Annual Subscriptions**

23.1 If:

- (1) the annual subscription of a member remains unpaid for 2 months after it becomes payable; and
- (2) a notice of default is given to the member pursuant to a resolution of the directors;

the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the directors think fit to do so.

## **CESSATION OF MEMBERSHIP**

### **24. Resignation**

24.1 A member may resign from membership of the Institute by giving written notice to the Secretary.

24.2 The resignation of a member takes effect on the date of receipt of the notice of resignation or such later date as is provided in the notice.

### **25. Failure to Pay**

25.1 If a member has not paid all arrears of annual subscriptions in accordance with rule 22 or, if paid, the member's rights and privileges are not reinstated:

- (1) the member remains liable for all the obligations and liabilities of membership until the expiration of 6 months after the date of notification under rule 23.1(2); and
- (2) the member ceases to be a member and member's name must be removed from the Register at the expiration of the 6 month period.

### **26. Cessation of Membership**

26.1 A member who is an individual ceases to be a member:

- (1) on the death of the member; or
- (2) if the member is expelled under rule 27.

26.2 A corporate member ceases to be a member:

- (1) if it is wound up or is otherwise dissolved or deregistered; or
- (2) if it is expelled under rule 27.

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26.3 A life member or an honorary member ceases to be a member:

- (1) if the member is an individual, in accordance with rule 26.1;
- (2) if the member is a corporate member, in accordance with rule 26.2; or
- (3) if the directors, for any reason, request in writing the resignation of the member and the member does not resign within 2 months after the request is sent.

## **27. Disciplining Members**

27.1 If any member:

- (1) wilfully refuses or neglects to comply with the provisions of this constitution; or
- (2) is guilty of any conduct which, in the opinion of the directors, is unbecoming of a member or prejudicial to the interest of the Institute;

the directors may resolve to censure, fine, suspend or expel the member from the Institute and, in the case of expulsion, to remove the member's name from the Register.

27.2 In exercising their powers under rule 27.1 the directors must not fine a member an amount exceeding the annual subscription of an ordinary member, which is an individual, of the Institute.

27.3 At least 1 week before the meeting of the directors at which a resolution of the nature referred to in rule 27.1 is passed the directors must give to the member notice of:

- (1) the meeting;
- (2) what is alleged against the member; and
- (3) the intended resolution.

27.4 At the meeting and before the passing of the resolution, the member must have an opportunity of giving orally or in writing any explanation or defence the member thinks fit.

27.5 A member may, by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the directors, elect to have the question dealt with by the Institute in general meeting and in that event, a general meeting of the Institute must be called for that purpose.

27.6 If at the meeting a resolution to the same effect as the resolution which was to be considered by the directors is passed by a majority of  $\frac{2}{3}$  of those present and voting (and the vote must be taken by secret ballot), the member concerned must be punished in the manner resolved and in the case of a resolution for expulsion the member is expelled and the member's name must be removed from the Register.

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27.7 If any member ceases to be a member in accordance with rule 27.1, the directors may reinstate the member and restore the name of that member to the Register upon and subject to such terms and conditions as they think fit.

27.8 The Board shall develop a code of ethics and present it to an annual general meeting before 31 December 2001. That code shall include provisions for the disciplining of members for breaches of that code. Should that code be adopted, the Board will cease to have the right to discipline members for conduct unbecoming of a member other than under that code.

## **28. Effect of Cessation of Membership**

28.1 If any member ceases to be a member within the provisions of this constitution, the member remains liable to pay to the Institute for any money which, at the time of the member ceasing to be a member, the member owes to the Institute on any account and for any sum not exceeding \$100 for which the member is liable under rule 8 of this constitution.

## **EXECUTION OF DOCUMENTS**

### **29. Institute Seal**

29.1 The Institute may, but need not, have a common seal.

### **30. Use of Institute Seal**

30.1 If the Institute has a common seal the directors must provide for its safe custody.

30.2 The common seal may not be fixed to any document except by the authority of a resolution of the directors or of a committee of the directors duly authorised by the directors.

30.3 The Institute executes a document with its common seal if the fixing of the seal is witnessed by:

- (1) 2 directors of the Institute; or
- (2) a director and a company Secretary of the Institute.

### **31. Execution of Documents Without Common Seal**

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

- (1) 2 directors of the Institute; or
- (2) a director and a company Secretary of the Institute.

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## **32. Execution - General**

- 32.1 A director may sign any document as director, with or without the seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature is effective in regard to compliance with the requirements of this constitution as to execution despite his or her interest.
- 32.2 Rules 30 and 31 do not limit the ways in which the directors may authorise documents to be executed on behalf of the Institute.

## **APPOINTMENT OF DIRECTORS**

### **33. Number of Directors**

- 33.1 The number of the directors must be not less than 3 nor more than 10.
- 33.2 The Institute in general meeting may by resolution increase or reduce the number of directors but the number may not be reduced below 3.

### **34. Directors' Qualifications**

- 34.1 No person may be a director unless that person is an ordinary member or a life member of the Institute or is the nominated representative of a corporate ordinary member.
- 34.2 Neither an honorary member nor the nominated representative of an honorary corporate member (if any) may be a director.
- 34.3 If a ballot is required balloting lists must be prepared listing the names of the candidates only in alphabetical order and a ballot must be sent to each financial member of the Institute together with the candidate's statement. Members must indicate their preference for no more than the number of vacancies required to be filled 30 days prior to the Annual General Meeting and these ballots must be returned to the Nominated Returning Officer so that it reaches the officer within 48 hours of the Annual General Meeting.

### **35. First Directors**

- 35.1 The first directors of the Institute are Professor Alan Doig, Brian Grainger, Professor Charles Sampford, Professor Debra Stewart, Howard Wilson and Howard Whitton.
- 35.2 The first directors shall hold office until either the 2nd or 3rd annual meeting. At the second annual meeting half of the then Board members shall retire but those so retiring shall be, subject to this constitution eligible for re-election. Those Board members not retiring at the 2nd annual meeting shall retire at the 3rd annual meeting. The group of Board members not retiring at the said annual meeting shall comprise such of the first directors who remain in office at that time and if more than the

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requisite number so remain, those chosen to remain shall either be agreed by the first directors or, if there be no such agreement, by lot.

### **36. Foundation Directors**

36.1 The Foundation Directors are those of the First Directors who have applied for incorporation of the Institute and those who consent to be directors within 30 days of the date of incorporation.

### **37. Election of Directors**

37.1 Following the appointment of Foundation Directors under rule 36.1, directors are elected at annual general meetings of the Institute.

37.2 An elected director holds office until the termination of the second annual general meeting held after his or her election.

37.3 Subject to rule 34 a retiring director is eligible for re-election.

37.4 At least 3 months prior to the annual general meeting of the Institute, the Board must appoint a Returning Officer for election purposes and cause the secretary to send within 15 days to all members a notice of the preliminary advice of the annual general meeting while at the same time dispatching nominations for the position of Director on the Board.

### **38. Nomination for Election**

38.1 Each candidate for election as a director must:

(1) be proposed by an ordinary member or the nominated representative of an ordinary corporate member; and

(2) be seconded by another ordinary member or the nominated representative of another ordinary corporate member;

both of which members must be current financial members of the Institute at the time of nomination.

38.2 No ordinary member or nominated representative of an ordinary member may propose more than 1 person as a candidate but may second more than 1 nomination.

38.3 A nomination of a candidate for election must:

(1) be in writing;

(2) be signed by the candidate;

(3) be signed by the proposer and seconder; and

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- (4) be accompanied by a statement in writing about the candidate of not more than 200 words.
- 38.4 A nomination of a candidate for election must be received at the registered office of the Institute not later than 5p.m. on the day which is 30 days prior to the annual general meeting at which the candidate seeks election.
- 38.5 A list of the candidates' names in alphabetical order together with the proposers' and seconders' names must be sent to members with the notice of the annual general meeting.

### **39. Election Procedure - Directors**

- 39.1 If the number of candidates for election as directors is equal to or less than the number of vacancies on the board the chair of the annual general meeting must declare those candidates to be duly elected as directors.
- 39.2 If the number of candidates for election as directors is greater than the number of vacancies on the board a ballot must be held for the election of the candidates.
- 39.3 If a ballot is required balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- 39.4 At the annual general meeting the Returning Officer will announce the result of the ballot.
- 39.5 The candidates receiving the greatest number of votes cast in their favour must be declared by the Returning Officer as elected as directors.
- 39.6 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chair, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair:
- (1) does not exercise a casting vote; or
  - (2) is one of the persons in respect of whom there is inequality of votes;
- then the Returning Officer is entitled to determine by lot the identity of the successful director.

### **40. Office Bearers**

- 40.1 The office bearers of the Institute are:
- (1) the President;
  - (2) up to 5 Vice-Presidents (provided that if there be more than 1 Vice-President, Vice-Presidents shall have specific functions and be designated as such - for

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example "Vice-President" (Research Co-ordination) or "Vice-President" (Accreditation));

- (3) the Treasurer;
- (4) the Secretary General; and
- (5) the President-Elect for the following presidential term (if the directors determines to appoint one).

40.2 The persons holding office from time to time under rule 40.1 and the Secretary-General, if any, appointed under rule 57 constitute the executive committee of the Board.

40.3 The first officer bearers of the Institute will be Professor Charles Sampford as Vice President and Howard Whitton as Secretary General but with Noel Preston acting as Secretary General until 2 October 2000 while Mr Whitton is on leave.

#### **41. First Office Bearers and Subsequent Election at Board Meeting**

41.1 The first board meeting shall appoint a President and may appoint other first office bearers listed under rule 40.1. The President holds office for one year and is not eligible for re-election. The other first office bearers will hold office for two years but shall be eligible for re-election.

41.2 Subsequent office bearers will hold the office for 1 year or a shorter term if determined by the Board. All directors are eligible for re-election apart from the President who shall not be eligible to serve 2 consecutive terms as President. Any office bearer can be removed by an absolute majority of the Board.

41.3 The directors present must appoint one of their number to act as chair of the meeting for the purpose of the election.

#### **42. Eligibility and Nomination**

42.1 Any director is eligible for election to each office bearer's position provided that, the Board shall determine whether or not to appoint a President-Elect and whether to appoint more than 1 Vice-President.

42.2 Each director standing for election as an office bearer must be proposed by another director.

42.3 If a director stands for election for more than 1 position as an office bearer separate nominations must be received in respect of each position.

42.4 A nomination may be:

- (1) in writing, received by the Secretary not less than 24 hours prior to the board meeting at which the election is to take place and signed by the candidate and the proposer; or

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- (2) made orally at the meeting, provided that the candidate is present and consents to the nomination.

#### **43. Election Procedure - Office Bearers**

- 43.1 The election of the office bearers is held in the order in which the positions are listed in rule 41.1.
- 43.2 If there is only 1 candidate for election to any position of office bearer that person is declared elected to that position.
- 43.3 If there is more than 1 candidate for election to any position of office bearer a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.
- 43.4 In the case of an equality of votes in respect of any position a further ballot must be held immediately but if there is still an equality of votes the successful candidate must be determined by lot.
- 43.5 If a director is elected to a position as office bearer then his or her nomination, if any, for any other position must be treated as withdrawn before the election held in respect of the other position or positions.
- 43.6 Subject to this rule 43 a ballot is conducted in such manner as the directors determine.

### **APPOINTMENT OF DIRECTORS BETWEEN AGMS**

#### **44. Casual Vacancies and Additional Directors**

- 44.1 The continuing Directors or the Institute in general meeting may at any time appoint any person qualified to be a director under rule 34, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the number fixed in accordance with this constitution.
- 44.2 A person who is so appointed holds office until the termination of the annual general meeting next held after his or her appointment but is eligible for election at that meeting.

#### **45. Insufficient Directors**

- 45.1 In the event of a vacancy or vacancies in the office of a director or offices of directors, the remaining directors may act, but if the number of remaining directors is not sufficient to constitute a quorum at a meeting of directors, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute a quorum or convening a general meeting of the Institute.

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## **ALTERNATE DIRECTORS**

### **46. Appointment**

46.1 A director may appoint any person approved by a majority of the other directors to act as an alternate director in place of the appointor whenever the appointor is unable to act personally by reason of illness, absence or any other cause and may do so generally or for a meeting or for any other purpose or for a specified period.

### **47. Rights and Powers of Alternate Director**

47.1 An alternate director is entitled to notice of meetings of the directors and, if the appointor is not present at a meeting, is entitled to attend and vote in his or her stead.

47.2 When an alternate director exercises the director's powers, the exercise of the power is just as effective as if the powers were exercised by the director.

47.3 An alternate director is not taken into account for the purpose of rule 33.1.

### **48. Suspension or Revocation of Appointment**

48.1 A director may revoke or suspend the appointment of an alternate director appointed by him or her.

48.2 The directors may suspend or remove an alternate director by resolution after giving the appointor reasonable notice of their intention to do so.

### **49. Form of Appointment, Suspension or Revocation**

49.1 Every appointment, revocation or suspension under rules 46, 48.1 or 57 must be made by notice in writing to the Institute signed by the director making it.

49.2 The notice may be given by facsimile.

### **50. Termination of Appointment**

50.1 The appointment of an alternate director automatically determines:

- (1) if the appointor ceases to hold office as director;
- (2) on the happening in respect of the alternate director of any event which causes a director to vacate the office of director; or
- (3) if the alternate director resigns from the appointment by written notice left at the registered office of the Institute.

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**51. Power to Act as Alternate for More than 1 Director**

- 51.1 A director or any other person may act as alternate director to represent more than 1 director.

**POWERS OF DIRECTORS**

**52. Validation of Acts of Directors**

- 52.1 All acts done at any meeting of directors or of a committee of directors or by any person acting as a director are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a director and was entitled to vote.

**53. General Business Management**

- 53.1 The business of the Institute is to be managed by or under the direction of the directors.
- 53.2 The directors may exercise all the powers of the Institute except any powers that the Law or this constitution requires the Institute to exercise in general meeting.
- 53.3 No rule made or resolution passed by the Institute in general meeting can invalidate any prior act of the directors which would have been valid if that rule or resolution had not been made or passed.
- 53.4 The directors may pay all expenses incurred in promoting and forming the Institute.

**54. Borrowing Powers**

- 54.1 Without limiting the generality of rule 53, but subject to rule 6, the directors may exercise all the powers of the Institute to borrow money, to charge any property or business of the Institute and to issue debentures or give any other security for a debt, liability or obligation of the Institute or of any other person.
- 54.2 If the Institute borrows money from any member, the maximum rate of interest payable by the Institute is 10% per annum.

**55. Appointment of Attorney**

- 55.1 The directors may appoint any person or persons to be the attorney or attorneys of the Institute for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the directors), for the period and subject to the conditions they think fit.

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55.2 A power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the directors think fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

**56. Negotiable Instruments**

56.1 Any 2 directors, if the Institute has 2 or more directors, or the director, if the Institute has only 1 director, may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

56.2 The directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

**SECRETARY GENERAL**

**57. Power to Appoint**

57.1 The directors may appoint any person, not being a director, to the position of Secretary General for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

**58. A Full Member of the Board**

58.1 The Secretary General is a full member of the board of the Institute and may attend meetings of the directors except where the directors otherwise request. A Secretary General who was not already a member of the Board shall remain a member of the Board only while he or she retains the office of the Secretary General. A person who was already a Board member in his or her own right shall have the right to remain on the Board during his or her remaining term as a member of the Board.

58.2 The Secretary General is a member of the Executive Committee and may vote at any meeting of that Committee.

**59. Temporary Appointments**

59.1 If an Secretary General becomes incapable of acting in that capacity the directors may appoint any other person, not being a director, to act temporarily as Secretary General.

**60. Powers of Secretary General**

60.1 The directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon an Secretary General any of the powers exercisable by them.

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60.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the directors.

60.3 The directors may at any time withdraw or vary any of the powers so conferred on an Secretary General.

## **61. Remuneration of Secretary General**

61.1 Subject to the Law and to the provisions of any contract between the Institute and an Secretary General the remuneration of the Secretary General is fixed by the directors.

## **62. Executive Councillors**

62.1 The Board may appoint members to the Executive Councillors of the Institute in addition to those who hold positions as Executive Councillors under rule 64.5. Their role and functions shall be subject to specification and delineation by the Board. However, their role shall include the provision of advice to the Board and liaison with members.

62.2 The Board may delegate powers to all Executive Councillors or to 1 or more Executive Councillors individually.

62.3 The Board may appoint Executive Councillors to formal Institute Committees and informal task forces created to pursue objectives specified by the Board.

62.4 The Secretary General is to make every reasonable attempt to ensure that the Board agendas an accompanying papers are circulated to Executive Councillors for comment and suggestions and to circulate such comments and suggestions to Board members within 24 hours of their receipt.

## **COMMITTEES OF DIRECTORS AND REGIONAL BRANCHES**

### **63. Committees of Directors**

63.1 The directors may delegate any of their powers to:

- (1) the executive committee; and
- (2) other committees of directors;

and may revoke the delegation.

63.2 Any committee formed under rule 63.1 must in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the directors. The effect of the committee exercising a power in this way is the same as if the directors exercised it.

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63.3 The meetings and proceedings of any committee consisting of 2 or more members are governed by the provisions in this constitution regulating the meetings and proceedings of the directors.

63.4 The directors may establish any local boards or agencies for managing any of the affairs of the Institute in any specified locality and may appoint any persons to be members of the local board or any managers or agents and may fix their remuneration.

#### **64. Regional Branches and Administration**

64.1 The directors may provide for the management and administration of the affairs of the Institute in any specified region or locality in the manner they think fit.

64.2 Without limiting the operation of rule 64.1 the directors may:

- (1) establish any Chapters of the Institute in any part of the world (where it has more than 5 current members) to be known as "The International Institute for Public Ethics ( ) Chapter";
- (2) appoint any members of the Institute or any nominated representative of a corporate member to be a member of the local committee or branch;
- (3) appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the directors; and
- (4) authorise the members for the time being of the local committee or branch to fill any vacancies on it and to act despite vacancies.

64.3 A local committee or branch may remove any person appointed under rule 64.2(3) and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation is affected by it.

64.4 A Chapter of the Institute will hold an annual meeting to elect a President, Secretary and any other officers it requires for its effective operation.

64.5 The President and Secretary of any Chapter shall hold office as an Executive Councillor under rule 62 for as long as he or she remains as President or Secretary.

64.6 Each Chapter will report in writing to the Board on its activities on at least a half yearly basis.

64.7 Each Chapter will be responsible for raising its own funds for operational purposes and will not pledge the credit of the Institute without the prior written consent of the Board.

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## **REMOVAL AND RESIGNATION OF DIRECTORS**

### **65. Removal of Directors**

65.1 The Institute:

- (1) may by resolution remove a director from office; and
- (2) may by resolution appoint another person as a director instead.

### **66. Resignation of Director**

66.1 A director may resign as a director of the Institute by giving a written notice of resignation to the Institute at its registered office.

### **67. Vacation of Office of Director**

67.1 In addition to the circumstances in which the office of a director becomes vacant by virtue of the Law, the office of a director becomes vacant if the director:

- (1) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (2) is absent from 3consecutive meetings of directors without the prior leave of the directors or, where no leave is granted, the directors are not satisfied that the absence was justified in all the circumstances;
- (3) ceases to be qualified as a director in accordance with rule 34; or
- (4) holds any office of profit under the Institute.

## **DIRECTORS' INTERESTS**

### **68. Prohibition on Being Present or Voting**

68.1 Except to the extent permitted by the Law a director who has a material personal interest in a matter that is being considered at a meeting of directors:

- (1) must not be counted in a quorum;
- (2) must not vote on the matter; and
- (3) must not be present while the matter is being considered at the meeting.

68.2 If a director who has a material personal interest in a matter that is being considered at a meeting of the directors is not prohibited by the Law from being present at the meeting and voting, the director may be present, be counted in the quorum and may be heard but may not vote on the matter.

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## **69. Director to Disclose Interests**

- 69.1 A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Institute must, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of the interest at a meeting of the directors or by written notice to the Secretary of the Institute.
- 69.2 A director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as director must declare at a meeting of the directors of the Institute or by written notice to the Secretary of the Institute the fact and the nature, character and extent of the conflict.

## **70. Effect of Interest in Contract**

- 70.1 If a director has an interest in a contract or proposed contract with the Institute (other than as a member), or a conflicting interest or duty in relation to any other matter being considered by the directors, and the director discloses the nature and extent of the interest or duty at a meeting of the directors or by written notice to the Secretary of the Institute:
- (1) the contract may be entered into; and
  - (2) if the disclosure is made before the contract is entered into:
    - (a) the director may retain benefits under the contract even though the director has an interest in the contract;
    - (b) the Institute cannot avoid the contract merely because of the existence of the interest; and
    - (c) the director is not disqualified from the office of director.
- 70.2 For the purposes of rule 70.1 "contract" includes an arrangement, dealing or other transaction, either as vendor, purchaser, mortgagee or otherwise.

## **71. Other Interests**

- 71.1 Without limiting rule 69, or rule 70 a director may to the extent permitted by the Law:
- (1) hold any other office or place of profit under the Institute (other than the office of auditor) in conjunction with the office of director; and
  - (2) be interested in any operation, undertaking or business undertaken or assisted by the Institute or in which the Institute is or may be interested.

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**72. Extension of meaning of "Institute"**

72.1 For the purposes of rules 69, 70 and rule 71 "Institute" includes any subsidiary of the Institute and any other company in which the Institute or any subsidiary of the Institute is or becomes a shareholder or is otherwise interested.

**REMUNERATION OF DIRECTORS**

**73. No Directors' Fees**

73.1 With the exception of the Secretary-General, no director may receive any remuneration for his or her services in his or her capacity as a director of the Institute.

**74. Directors' Expenses**

74.1 Despite rule 73, a director may receive a benefit in money or moneys' worth for or in lieu of payment of:

- (1) out of pocket expenses incurred by the director in the performance of any duty as a director of the Institute where the amount payable does not exceed an amount previously approved by the directors of the institute;
- (2) all travelling and other expenses properly incurred by the director in attending and returning from meetings of the directors or any committee of the Institute or general meetings of the Institute or otherwise in connection with the business of the Institute;
- (3) any service rendered to the Institute by the director in a professional or technical capacity, other than in the capacity as a director, as long as:
  - (a) the provision of the service has the prior approval of the Board (excluding the interested director);
  - (b) the amount payable is approved by the Board (excluding the interested director); and
  - (c) the amount payable is not more than an amount which commercially would be reasonable payment for the service; or
  - (d) insurance premiums or indemnities permitted by the *Corporations Law*.
- (4) in attending and returning from meetings of the directors or any committee of the Institute;
- (5) in attending and returning from general meetings of the Institute; and
- (6) in connection with the business of the Institute.

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## SECRETARY

### 75. Terms of Office of Secretary

- 75.1 A Secretary of the Institute holds office on the terms and conditions (including as to remuneration) that the directors determine.

## INDEMNITY AND INSURANCE

### 76. Indemnity

- 76.1 To the extent permitted by the Law, the Institute indemnifies:

- (1) every person who is or has been an officer of the Institute; and
- (2) where the board of directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Institute;  
  
against any liability incurred by that person in his or her capacity as an officer of the Institute or of the related body corporate (as the case may be):
- (3) to any other person (other than the Institute or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
- (4) for costs and expenses:
  - (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
  - (b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

### 77. Insurance

- 77.1 The Institute may, where the board of directors considers it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Institute against any of the following liabilities incurred by the person as an officer, namely:

- (1) any liability which does not arise out of conduct involving:
  - (a) a wilful breach of duty in relation to the Institute; or
  - (b) without limiting rule 77.1(1)(a), a contravention of subsection 232(5) or (6) of the Law; and
- (2) any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in rule 77.1(1).

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77.2 In the case of a director, any premium paid pursuant to this rule is not remuneration for the purpose of rule 73.

**78. Director Voting on Contract of Insurance**

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

**79. Meaning of "Officer"**

79.1 For the purposes of rules 76, 77 and 78, "officer" means a director, Secretary or executive officer.

**DIRECTORS' MEETINGS**

**80. Circulating Resolutions**

80.1 The directors may pass a resolution without a directors' meeting being held if an absolute majority of directors entitled to vote on the resolution sign a document containing a statement that he or she is in favour of the resolution set out in the document.

80.2 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.

80.3 The resolution is passed when the last director signs.

80.4 Every resolution passed under rule 80.1 must as soon as practicable be entered in the minutes of the directors' meetings.

80.5 A facsimile, electronic mail message or similar means of communication addressed to or received by the Institute and purporting to be signed or sent by a director for the purpose of this rule 80 must be treated as a document in writing signed by that director.

**81. Meetings of Directors**

81.1 The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

81.2 The minutes of any meeting of the directors must state the method of meeting and the persons present.

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## **82. Calling Directors' Meetings**

82.1 A director may at any time, and a Secretary must on the requisition of a director, call a meeting of the directors.

## **83. Notice of Meeting**

83.1 Reasonable notice of every directors' meeting must be given to each director and alternate director except that it is not necessary to give notice of a meeting of directors to any director who:

- (1) has been given special leave of absence; or
- (2) is absent from Australia and has not left a facsimile number at which he or she may be given notice.

83.2 Any notice of a meeting of directors may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.

## **84. Telecommunication Meeting of Directors**

84.1 For the purpose of this constitution the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("telecommunication meeting") of a number of the directors not less than a quorum constitutes a meeting of the directors. All the provisions of this constitution relating to a meeting of the directors apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this rule 84.1. The following provisions apply to a telecommunication meeting:

- (1) all the directors for the time being entitled to receive notice of a meeting of the directors (including any alternate director) are entitled to notice of a telecommunication meeting;
- (2) all the directors taking part in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (3) notice of the meeting may be given on the telephone or other electronic means;
- (4) each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part at the commencement of the meeting and each director so taking part must be treated for the purposes of this constitution as present at the meeting; and
- (5) at the commencement of the meeting each director must announce his or her presence to all the other directors taking part in the meeting.

84.2 If the Secretary is not present at a telecommunication meeting one of the directors present must take minutes of the meeting.

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- 84.3 A director may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that director has previously notified the chair of the meeting.
- 84.4 A director is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that director has previously obtained the express consent of the chair to leave the meeting.
- 84.5 A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair of the meeting.

## **85. Chairing Directors' Meetings**

- 85.1 The President is the chair of all meetings of the directors.
- 85.2 At a meeting of directors if:
- (1) no President has been elected as provided by rule 42; or
  - (2) the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;  
  
the most senior Vice-President (as determined by length of service) shall be the chair of the meeting, but if:
  - (3) no Vice-President has been elected as provided by rule 56; or
  - (4) the Vice-President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;  
  
the directors present may elect one of their number to be chair of the meeting.

## **86. Quorum**

- 86.1 At a meeting of directors, the number of directors whose presence is necessary to constitute a quorum is 3 directors entitled to vote or such greater number as is determined by the directors. The quorum must be present at all times during the meeting.
- 86.2 An alternate director is counted in a quorum at a meeting at which the director who appointed the alternate is not present (so long as the alternate is, under the Law, entitled to vote).

## **87. Passing of Directors' Resolutions**

- 87.1 A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.

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- 87.2 The chair has a casting vote if necessary in addition to any vote he or she has as a director. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.
- 87.3 A person who is an alternate director is entitled (in addition to his or her own vote if he or she is a director) to 1 vote on behalf of each director whom he or she represents as an alternate director at the meeting and who is not present at the meeting.

## **MEETINGS OF MEMBERS**

### **88. Circulating Resolutions**

- 88.1 This rule 88 applies to resolutions which the Law, or this constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Law to remove an auditor.
- 88.2 The Institute may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 88.3 Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- 88.4 The resolution is passed when the last member signs.
- 88.5 If the Institute receives by facsimile transmission a copy of a document referred to in this rule 88 it is entitled to assume that the copy is a true copy.
- 88.6 The passage of the resolution satisfies any requirement in the Law or this constitution that the resolution be passed at a general meeting.

### **89. Calling of General Meeting**

- 89.1 Except as permitted by law, a general meeting, to be called the "annual general meeting", must be held at least once in every calendar year.
- 89.2 Except as provided in the Law, no member or members may call a general meeting.

### **90. Amount of Notice of Meeting**

- 90.1 Subject to the provisions of the Law as to short notice, at least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notice from the Institute.

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## **91. Persons Entitled to Notice of General Meeting**

91.1 Written notice of a meeting of the Institute's members must be given individually to:

- (1) each member entitled to vote at the meeting;
- (2) each director; and
- (3) the Institute's auditor.

91.2 No other person is entitled to receive notice of general meetings.

## **92. How Notice is Given**

92.1 The Institute may give the notice of meeting to a member:

- (1) personally;
- (2) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (3) by sending it to the fax number or electronic address (if any) nominated by the member.

## **93. When Notice Is Given**

93.1 A notice of meeting sent by post is taken to be given 3 days after it is posted.

93.2 Except as provided by rule 93.3, a notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

93.3 Service by fax or electronic mail is not effective if:

- (1) in the case of service by fax, the Institute's fax machine fails to issue a transmission report which shows that the relevant number of pages comprised in the notice has been sent;
- (2) in the case of service by electronic mail, the Institute's computer reports that delivery has failed; or
- (3) in either case the addressee notifies the Institute immediately that the notice was not fully received in a legible form.

93.4 For the purpose of this rule 93 "**business day**" means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Institute has its registered office.

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## **94. Contents of Notice**

94.1 A notice of a general meeting must:

- (1) set out the place, date and time for the meeting;
- (2) state the general nature of the business of the meeting;
- (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- (4) contain a statement setting out the following information:
  - (a) that the member has a right to appoint a proxy; and
  - (b) that the proxy need not be a member of the Institute.

94.2 The notice of meeting must:

- (1) set out the place, date and time for the meeting;
- (2) state the general nature of the business of the meeting;
- (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- (4) contain a statement setting out the following information:
  - (a) that the member has a right to appoint a proxy; and
  - (b) that the proxy need not be a member of the Institute.

## **95. Notice of Adjourned Meeting**

95.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

## **96. Accidental Omission to Give Notice**

96.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this constitution or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

## **97. Postponement of General Meeting**

97.1 The directors may postpone the holding of any general meeting whenever they think fit (other than a meeting requisitioned by members as provided by the Law) for not more than 42 days after the date for which it was originally called, except in the case

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of the annual meeting which shall not be held outside the advertised period of the annual conference.

- 97.2 Whenever any meeting is postponed (as distinct from being adjourned under rule 99.3 or rule 101) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

## **98. Technology**

- 98.1 The Institute may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

## **99. Quorum**

- 99.1 The quorum for a meeting of the Institute's members is 5 persons entitled to vote and the quorum must be present at all times during the meeting.

- 99.2 In determining whether a quorum is present, count individuals attending as proxies or body corporate representatives. If an individual is attending both as a member and as a proxy or body corporate representative, count them only once.

- 99.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:

- (1) where the meeting was called by the members or upon the requisition of members, the meeting is dissolved; or
- (2) in any other case, the meeting is adjourned to the date, time and place the directors specify. If the directors do not specify 1 or more of those things, the meeting is adjourned to:
  - (a) if the date is not specified - the same day in the next week;
  - (b) if the time is not specified - the same time; and
  - (c) if the place is not specified - the same place.

- 99.4 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

## **100. Chair at General Meetings**

- 100.1 The President of the Institute, if present, presides as chair at every general meeting.

- 100.2 Where a general meeting is held and:

- (1) there is no President of the Institute; or

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- (2) the President is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Vice-President of the Institute (and if there is more than 1 Vice-President the longer serving Vice-President present) if present presides as chair of the meeting or, if a Vice-President is not present or is unwilling to act, the members present must elect any 1 of their number to be chair of the meeting.

### **101. Adjournment of Meetings**

- 101.1 The chair must adjourn a meeting of the Institute's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.
- 101.2 Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 101.3 Except as provided in rule 95, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **PROXIES AND BODY CORPORATE REPRESENTATIVES**

### **102. Who Can Appoint A Proxy**

- 102.1 A member who is entitled to attend and cast a vote at a meeting of the Institute's members may appoint a person as the member's proxy to attend and vote for the member at the meeting. The proxy need not be a member.

### **103. Rights of Proxies**

- 103.1 A proxy appointed to attend and vote for a member has the same rights as the member:
- (1) to speak at the meeting;
  - (2) to vote (but only to the extent allowed by the appointment);
  - (3) to join in a demand for a poll.
- 103.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- 103.3 A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

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#### **104. When Proxy Form Must Be Sent to All Members**

104.1 If the Institute sends a member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

- (1) if the member requested the form or list - the Institute must send the form or list to all members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
- (2) otherwise - the Institute must send the form or list to all its members entitled to appoint a proxy to attend and vote at the meeting.

#### **105. Appointing a Proxy**

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

- (1) the member's name and address;
- (2) the Institute's name;
- (3) the proxy's name or the name of the office held by the proxy; and
- (4) the meetings at which the appointment may be used.

An appointment may be a standing one.

105.2 An undated appointment is taken to have been dated on the day it is given to the Institute.

105.3 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

- (1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- (2) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (3) if the proxy is the chair - the proxy must vote on a poll, and must vote that way;
- (4) if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a member, this rule 105.3 does not affect the way that the person can cast any votes the person holds as a member.

105.4 An appointment does not have to be witnessed.

105.5 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

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**106. Form of Proxy Sent Out by Institute**

106.1 A form of proxy sent out by the Institute may be in a form determined by the directors but must:

- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and
- (2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

106.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.

106.3 Despite rule 106.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

**INTERNATIONAL INSTITUTE FOR PUBLIC ETHICS**

ACN .....

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member/members of the abovenamed company, appoint \_\_\_\_\_ of \_\_\_\_\_ or, in his or her absence, \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the \*annual general/\*general meeting of the company to be held on 20 \_\_\_\_\_ and at any adjournment of that meeting.

HThis form is to be used \*in favour of/\*against the resolution.

Signed on \_\_\_\_\_ 20 \_\_\_\_\_.

\* Strike out whichever is not desired.

HTo be inserted if desired.

**107. Receipt of Proxy Documents**

107.1 For an appointment of a proxy for a meeting of the Institute's members to be effective, the following documents must be received by the Institute at least 24 hours before the meeting:

- (1) the proxy's appointment; and
- (2) if the appointment is signed by the appointor's attorney - the authority under which the appointment was signed or a certified copy of the authority.

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107.2 If a meeting of the Institute's members has been adjourned, an appointment and any authority received by the Institute at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

107.3 The Institute receives an appointment authority when it is received at any of the following:

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

107.4 An appointment of a proxy is ineffective if:

- (1) the Institute receives either or both the appointment or authority at a fax number or electronic address; and
- (2) a requirement (if any) in the notice of meeting that:
  - (a) the transmission be verified in a way specified in the notice; or
  - (b) the proxy produce the appointment and authority (if any) at the meeting;

is not complied with.

## **108. Validity of Proxy Vote**

108.1 A proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

108.2 Unless the Institute has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- (1) the appointing member dies;
- (2) the member is mentally incapacitated;
- (3) the member revokes the proxy's appointment; or
- (4) the member revokes the authority under which the proxy was appointed by a 3<sup>rd</sup> party.

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## **109. Body Corporate Representative**

109.1 A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise:

- (1) at meetings of a company's members;
- (2) at meetings of creditors or debenture holders; or
- (3) relating to resolutions to be passed without meetings.

The appointment may be a standing one.

109.2 The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

109.3 A body corporate may appoint more than one representative but only 1 representative may exercise the body's powers at any one time.

109.4 Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

## **110. Attorney of Member**

110.1 An attorney for a member may do whatever the member could do personally as a member, [but if the attorney is to vote at a meeting of members or a class of members the instrument conferring the power of attorney or a certified copy of the authority must be produced to the Institute at least 24 hours before the meeting, in the same way as the appointment of a proxy].

## **VOTING AT MEETINGS OF MEMBERS**

### **111. Meaning of "Member"**

111.1 For the purpose of ascertaining:

- (1) whether a quorum is present at a general meeting; or
- (2) the person entitled to vote at a general meeting or join in demanding a poll;

"member" means:

- (a) a member, being an individual, who is present in person or by proxy or attorney; and
- (b) the nominated representative of a corporate member, who is present in person or, if not so present, the corporate member's proxy, attorney or person authorised under rule 109.

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## **112. How Many Votes a Member Has**

112.1 Subject to rules 111, 113 and 114 at any general meeting of members, each ordinary member and each life member present has 1 vote on a show of hands and on a poll.

112.2 The vote may be exercised in person or by proxy, body corporate representative or attorney.

## **113. Voting Disqualification**

113.1 A member is not entitled to vote at a general meeting if:

- (1) the annual subscription of the member; or
- (2) in the case of a person who is a nominated representative, the annual subscription of the corporate member for which he or she is the nominated representative;

is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

## **114. Objections to Right to Vote**

114.1 A challenge to a right to vote at a meeting of members:

- (1) may only be made at the meeting; and
- (2) must be determined by the chair, whose decision is final.

114.2 A vote not disallowed following the challenge is valid for all purposes.

## **115. How Voting Is Carried Out**

115.1 A resolution put to the vote at a meeting of the Institute's members must be decided on a show of hands unless a poll is demanded.

115.2 On a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

## **116. Matters on which a Poll may be Demanded**

116.1 A poll may be demanded on any resolution.

116.2 A demand for a poll may be withdrawn.

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## **117. When a Poll is Effectively Demanded**

117.1 At a meeting of the Institute's members, a poll may be demanded by:

- (1) at least 3 members entitled to vote on the resolution; or
- (2) the chair.

117.2 The poll may be demanded:

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

## **118. When and How Polls Must Be Taken**

118.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

118.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

118.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

118.4 The result of the poll is the resolution of the meeting at which the poll was demanded.

## **119. Chair's Casting Vote**

119.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to his or her deliberative vote (if any).

119.2 The chair has a discretion both as to use of the casting vote and as to the way in which it is used.

## **ANNUAL GENERAL MEETING**

### **120. Business of an Annual General Meeting**

120.1 The business of an annual general meeting may include any of the following, even it not referred to in the notice of meeting:

- (1) the consideration of the annual financial report, directors' report and auditor's report;
- (2) the election of directors

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- (3) the appointment of the auditor; and
  - (4) the fixing of the auditor's remuneration.
- 120.2 The business of the annual general meeting also includes any other business which under this constitution or the Law ought to be transacted at an annual general meeting.
- 120.3 The chair of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Institute.
- 120.4 If the Institute's auditor or the auditor's representative is at the meeting, the chair of an annual general meeting must allow a reasonable opportunity to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

## **MINUTES**

### **121. Minutes to be Kept**

- 121.1 The directors must carry ensure that:
- (1) minutes of all proceedings of general meetings and of meetings of its directors are entered, within 1month after the relevant meeting is held, in books kept for that purpose; and
  - (2) those minutes are signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.
- 121.2 Without limiting rule 121.1(1) the directors must cause minutes to be made of:
- (1) all appointments of officers and servants;
  - (2) the names of the directors and alternate directors present at all meetings of directors and the Institute; and
  - (3) of the method by which a meeting of directors was held.

## **ACCOUNTS, AUDIT AND RECORDS**

### **122. Accounts**

- 122.1 The directors must cause proper accounting and other records to be kept in accordance with the Law.
- 122.2 The directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached to them) as required by the Law for each Financial Year.

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### **123. Audit**

123.1 A registered company auditor must be appointed.

123.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

### **124. Rights of Inspection**

124.1 Subject to the Law and this constitution, the directors determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Institute or any of them are open to the inspection of members other than directors, and a member other than a director does not have the right to inspect any document of the Institute except as provided by law or authorised by the directors or by the Institute in general meeting.

## **INADVERTENT OMISSIONS**

### **125. Formalities Omitted**

125.1 If some formality required by this constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the directors that the omission has directly prejudiced any member financially. The decision of the directors is final and binding on all members.

## **WINDING UP**

### **126. Winding Up**

126.1 If upon the winding up or dissolution of the Institute any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Institute but must be given or transferred to some other institution or institutions determined by the members of the Institute at or before the time of dissolution.

126.2 If the members do not make the necessary determination under rule 7.1, the Institute may apply to the Supreme Court to determine the institution or institutions.

126.3 No institution is eligible to receive property under this rule 126 unless:

- (1) it has objects similar to the objects of the Institute;
- (2) its constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under rules 5 and 6 and this rule 126; and

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- (3) its income is exempt under Division 50 of the *Income Tax Assessment Act 1997*.

## **SIGNING**

### **127. Signing**

- 127.1 The persons whose names are written below agree to this constitution and to be members of the Institute.

Name of Subscriber	Signature of Subscriber	Signature and Name, Address and Occupation of Witness to Signature
CHARLES JOHN GORDON SAMPFORD	..... Signature	..... Signature  ..... Full Name  ..... Address  ..... Occupation
HOWARD KEITH WHITTON	..... Signature	..... Signature  ..... Full Name  ..... Address  ..... Occupation
NOEL WILLIAM PRESTON	..... Signature	..... Signature  ..... Full Name  ..... Address  ..... Occupation

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# CONSTITUTION

INTERNATIONAL INSTITUTE FOR PUBLIC ETHICS