

INSTITUTE OF PROFESSIONAL EDITORS LIMITED
ACN 129 335 217

CONSTITUTION

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CORPORATIONS LAW OF THE AUSTRALIAN CAPITAL TERRITORY

CONSTITUTION OF INSTITUTE OF PROFESSIONAL EDITORS LIMITED ABN:

A COMPANY LIMITED BY GUARANTEE

1 CAPACITY

Subject to the Corporations Law, the Company has the legal capacity of a natural person including the capacity to exercise the powers set out in section 124 of the Corporations Law. It is the intention that this Constitution will not restrict or prohibit the exercise by the Company of any of these powers except as expressly stated.

2 NOT FOR PERSONAL PROFIT

The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in this Constitution and no portion of it is to be paid or transferred directly or indirectly by way of profit to Members. This does not prevent the payment in good faith:

- (a) of remuneration to any officers or servants of the Company in return for any services rendered to the Company, if such payment is approved by the Council
- (b) of remuneration to any Member in return for any services rendered to the Company, if such payment is approved by the Council
- (c) for goods supplied in the ordinary and usual course of business
- (d) of interest at a reasonable and proper rate on money borrowed from any Member
- (e) of reasonable and proper rent for premises leased or licensed by any Member to the Company
- (f) of grants made in good faith to further the objects of the Company to be administered by a Member, or
- (g) by the Company of annual fees payable to the Councillors as remuneration for their services as Councillors, provided that the amount is reasonable in the circumstances and the amount has been approved by the Members of the Company at the Annual General Meeting.

3 OBJECTS

The objects for which the Company is established are:

- (a) to be the nationally recognised representative of the Editing Profession in Australia

- (b) to promote a legislative, administrative, economic, commercial and social framework in Australia which advances the interests of the Editing Profession
- (c) to educate and inform the community about the activities and operations of the Editing Profession in Australia and the benefits to be derived from the use of professional editors in Australia
- (d) to provide a forum for technical, commercial and social interaction, and to facilitate effective research and development of issues affecting the Editing Profession
- (e) to promote ethical practice within the Editing Profession
- (f) to develop and promote a high standard of professional practice, and to develop a community of practice within the Editing Profession
- (g) to promote and maintain close working relationships with and among Members and with other business and industry associations, and to complement and enhance the work of Members
- (h) to provide a system for the resolution of disputes arising in the Editing Profession
- (i) to deliver accountability and good corporate governance of the Company to the Members, and
- (j) to do all other lawful things that are incidental or conducive to the attainment of all or any of these objects, or that may be calculated to advance directly or indirectly the interests of the Company.

4 LIMITED LIABILITY

The liability of the Members is limited.

5 MEMBERS' GUARANTEE

Every Member undertakes to contribute an amount not exceeding \$10.00 to the property of the Company if it is wound up while the Member is still a Member, or within one year after a former Member ceases to be a Member, for:

- (a) payment of the debts and liabilities of the Company incurred or contracted before the time when it ceased to be a Member
- (b) the costs, charges and expenses of winding up, and
- (c) an adjustment of the rights of contributories among themselves.

6 MEMBERS

6.1 Eligibility

A Person may be admitted as a Member if the Person:

- (a) is an Australian state-based Industry Representative Body who agreed to contribute their annual Prescribed Levy to the Company as this Constitution requires
- (b) is a body which, by its constitution, prohibits the distribution of profits or any assets, whether on winding-up or otherwise, to any individual member, and
- (c) agrees to be bound by the Objects of this Constitution and any rules or by-laws established in relation thereto.

6.2 Further Members

The Company shall admit as a Member any Person who:

- (a) satisfies the conditions set out in clause 6.1 as a Member
- (b) pays a Prescribed Levy accepted by the Company
- (c) signs and forwards to the Secretary an application to be a Member, in the form approved from time to time by the Council, by which the applicant agrees to be bound by the terms of this Constitution
- (d) is approved as a Member by the Council, which shall not unreasonably withhold such approval, and
- (e) is not otherwise ineligible to be a Member under this Constitution or has not been previously removed as a Member.

6.3 Cessation of Membership

A Person ceases to be a Member if the Person:

- (a) ceases to pay the Prescribed Levy for two consecutive years
- (b) ceases to be a state-based Industry Representative Body
- (c) is dissolved or placed under some form of involuntary insolvency or administration, as the case may be
- (d) resigns their membership by written notice to the Councillors, or
- (e) is expelled by the Council under clause 6.4 of this Constitution.

6.4 Expulsion of Members

A Member may be expelled in accordance with the following:

- (a) the Company may expel a member who wilfully refuses or neglects to comply with the provisions of this Constitution or any other regulations of the Company
- (b) such an expulsion of a Member takes effect on the passing of a Special Resolution to expel that Member passed at a duly convened General Meeting, and

- (c) before the vote on such a Special Resolution, a delegate of the Member must be given an opportunity to present any oral or written explanation to the General Meeting.

6.5 Effect of expulsion

On expulsion, the former Member forfeits any rights or claims against the Company, but remains liable for all sums that it owes to the Company.

6.6 Reinstatement

An expelled Member may be reinstated as a Member by a Special Resolution at a subsequent General Meeting.

7 REGISTER OF MEMBERS

The Secretary must keep the Register at the Office and must enter in the Register the following details:

- (a) full names, postal and email addresses of all Members
- (b) the date on which each Member becomes a Member
- (c) the date on which any Member ceases to be a Member
- (d) a statement of numbers of all current members of the Member, to be updated by 1 July each year, and
- (e) full names, postal and email addresses and occupations of all Company Councillors.

The Register must not be used for any other purpose and is to be open for inspection by Members.

8 ALTERATION OF CONSTITUTION

This Constitution may be amended by the Members pursuant to a Special Motion of which Special Notice has been given by the Secretary, provided that the Special Motion is carried at the meeting by not less than three-quarters (75%) of the votes cast by the Members at the meeting, or as instructed by a Member's proxy.

9 GENERAL MEETINGS

9.1 Annual General Meeting

An Annual General Meeting of the Company must be held in accordance with the Corporations Law. The meeting may be convened by teleconference or by using virtual meeting technology. The meeting must propose a resolution appointing the list of nominees circulated pursuant to subclause 12.4(a).

9.2 Holding of General Meetings

General Meetings are to be held at the times and places prescribed by the Company in General Meeting, or if no time or place is prescribed, then at the times and places as determined by the Council in accordance with the provisions of paragraph 18 of this Constitution. Such meetings may be by teleconference or by using virtual meeting technology.

9.3 Convening of General Meetings at a Member's request

The Councillors may whenever they think fit, and must upon a requisition made by any Member in accordance with section 249D of the Corporations Law, convene a General Meeting of the Company.

9.4 Notice of meetings

The Secretary shall ensure that at least twenty-one days' notice is given to Members of a meeting of Members (unless the Corporations Law otherwise provides). The notice may be by email, and must specify the place and method, day and hour of meeting, all agenda items for the meeting, together with a description of the general nature of the agenda items.

9.5 Members' business

A Member who wishes to bring business before a General Meeting of the Company shall give written notice to the Secretary for inclusion in the agenda of the Notice of Meeting. The Secretary shall include that business in the next available General Meeting.

9.6 Omission to give notice

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

9.7 Discussion items in General Meetings

No other business except that set out in the agenda attached to the notice of General Meeting shall be conducted at the meeting.

9.8 Resolutions evidenced by each Member

Any written resolution of the Company determined without a General Meeting (whether in one document or in several copies) and signed by each Member entitled to vote is as valid and effectual as a resolution duly passed at a General Meeting of the Company, unless the Corporations Law requires a resolution to be passed at a General Meeting of the Company.

10 PROCEEDINGS AT GENERAL MEETINGS

10.1 Quorum

Members entitled to cast at least one-half of the total votes at the relevant time present in person (or by representative) and entitled to vote constitute a quorum for all General

Meetings. No business is to be transacted at any General Meeting unless a quorum is present at the time the meeting proceeds to business.

10.2 Lack of quorum

If within thirty minutes after the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time, place and method, or to such other day, time, place and method as the chairperson determines. If at the adjourned meeting a quorum is not present within thirty minutes after the time appointed for the meeting, three Members present in person (or by representative) constitute a quorum, and if such reduced quorum is not then present, the meeting will be dissolved.

10.3 Chairperson

The chairperson of Councillors may chair every General Meeting. If there is no chairperson, or if the chairperson is not present within fifteen minutes after the time appointed for the meeting or is unable or unwilling or refuses to act, the Councillors must choose another Councillor as chairperson for that meeting only.

10.4 Adjournment

The chairperson of a General Meeting may, with the consent of a meeting at which a quorum is present (and must if directed by the meeting), adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

10.5 Notice of adjourned meeting

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, unless the meeting is adjourned for fourteen days or more, in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

10.6 Decision of resolutions

At a General Meeting a resolution put to the vote of the meeting is to be decided on the voices, unless a poll (before or on the declaration of the result of the voices) is demanded by the chairperson or by no fewer than three Members having the right to vote at the meeting (other than on the election of the chairperson of a meeting, or the adjournment of a meeting).

10.7 Minutes as evidence of result

Unless a poll is duly demanded, a declaration by the chairperson that a resolution has, on the voices, been:

- (a) carried
- (b) carried unanimously
- (c) carried by a particular majority, or

- (d) lost or not carried by a particular majority,

and an entry to that effect in the book containing the minutes of the proceedings of the Company signed by the chairperson, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

10.8 Taking of poll

- (a) If a poll is duly demanded, it must be taken in the manner and at the time and place that the chairperson of the meeting directs. The result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded, provided that a poll on the election of a chairperson of a meeting or on any question of adjournment must be taken at the meeting and without adjournment.
- (b) The demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which a poll has been demanded.
- (c) The demand for a poll may be withdrawn.
- (d) In the case of a dispute as to the admission or rejection of a vote on the voices or on a poll, the chairperson must determine the dispute and the determination made in good faith will be final and conclusive.

11 VOTES OF MEMBERS

11.1 Entitlement to vote

Every Member present in person, or represented by representative, may vote, whether on the voices or in a poll.

11.2 Allocation of votes

- (a) Due to the disparity in size of membership numbers from state to state, each Member is allocated votes according to its number of current members. Each Member must provide a return each year in accordance with paragraph 7 stating its membership numbers.
- (b) Each Member will receive one voting right for every fifteen members as reported in their annual return. Accordingly, the formula for voting rights is as follows:

$$n(V) = \text{number of reported members of each Member} / 15$$

where $n(V)$ is the number of voting rights a Member has.

- (c) If the application of the above formula results in a fraction, fractions from 0.1 to 0.4 will be rounded down, and fractions from 0.5 to 0.9 will be rounded up, to the next whole number.
- (d) The details as recorded in the Company Register of the number of reported members of each Member determine this issue.

11.3 Casting vote

In the case of equality of votes, the chairperson of the meeting at which the vote is taken is entitled to a casting vote, in addition to any votes to which they are entitled as a Member.

12 COUNCILLORS

12.1 Council composition

The Council will comprise one natural person as delegate for each Member of the Company.

12.2 Councillors' duty

In accordance with Corporations Law, each Councillor shall be bound to act in the interests of the Company as a whole, and not in the interests of any one or more Members or stakeholders who might have assisted or nominated their appointment to the Council.

12.3 Members' nomination of Councillors

Members are entitled to nominate to the Council one person to be appointed to the Council, provided in each case that:

- (a) the nominating Member supplies a brief résumé of the nominated person, outlining their skills and experience relevant to the position
- (b) the nomination is in the form of a written resolution from the nominating Member
- (c) the nominated person signs a consent to act as Councillor in writing, undertaking to the Company to act in the best interests of the Company as a whole and not in the interests of any particular Member or group of Members, and
- (d) the nomination, the résumé and the consent referred to in this clause are each delivered to the Secretary not less than six weeks before the holding of the Annual General Meeting.

12.4 Process for appointment

- (a) The Councillors shall by written notice cause to be circulated a list of the nominees for appointment to the Council with the notice convening the Annual General Meeting.
- (b) At the Annual General Meeting, any person duly nominated by a Member in accordance with clause 12.3 shall be appointed as a Councillor.

12.5 Vacancies

- (a) If any vacancy occurs in the Council for any reason, that vacancy must be filled within three calendar months (or such period as the Councillors may otherwise resolve) by an appointee of the Member who nominated the Councillor whose position is now vacant. The person filling the vacancy shall retire at the next occurring Annual General Meeting.

- (b) All such appointments must be made by an instrument signed by the Member who appointed the replacement Councillor.
- (c) The continuing Councillors may act despite any vacancy in the Council. However, if the number of Councillors falls below a number equating to less than or equal to 50% of the total number of council positions the Councillors may act only:
 - (i) for the purpose of increasing the number of Councillors to the minimum by summoning a General Meeting of the Company, or
 - (ii) in emergencies,but for no other purpose.

12.6 Retirement

After the first Council is appointed, one-half of the Councillors will retire each year on a rotational basis, and each retired Councillor can be presented for re-appointment. In the absence of agreement among the Council (for that year only), the matter shall be decided by the persons of equal remaining length of term drawing lots.

13 TERM AND REMOVAL OF COUNCILLORS

13.1 Term of appointment

- (a) Subject to subclause 13.1(b) of this clause and clause 13.2, each Councillor holds office for two years, after which time each Councillor's position becomes vacant.
- (b) A retiring Councillor is eligible for re-appointment.

13.2 Removal of Councillors

- (a) Subject to the Corporations Law, the Members in General Meeting may by resolution remove any Councillor from office subject to subclause 13.2(b) and 13.2(c) below.
- (b) No resolution for the removal of a Councillor from office is to be put to a General Meeting unless a notice (signed by a Member duly qualified to vote at that meeting and signifying the intention of that Member to propose that resolution and briefly stating the reasons for the proposed resolution) is received by the Company not less than 6 weeks before the date appointed for holding the meeting.
- (c) Should a Councillor threatened with removal wish to make representations concerning his/her proposed removal, they may do so:
 - (i) in writing to the Secretary (who shall ensure a copy of such representations is sent to each Member before the General Meeting); or
 - (ii) by reading the content of the representations to the Members at the General Meeting; or

- (iii) by making oral submissions on his/her own behalf at a duly convened General Meeting.

14 DISQUALIFICATION OF COUNCILLORS

The office of a Councillor must ipso facto be vacated if:

- (a) the Councillor ceases to be or is removed as a Councillor pursuant to the Corporations Law, or pursuant to a removal resolution of Members in accordance with clause 13.2
- (b) the Councillor becomes an insolvent under administration, or makes any composition or arrangement with their creditors or any class of them
- (c) the Councillor becomes of unsound mind or their person or estate becomes liable to be dealt with in any way under the law relating to mental health
- (d) the Councillor resigns from office by notice in writing to the Company
- (e) the period for which the Councillor is appointed expires
- (f) the Councillor, without the permission of the other Councillors, is absent from three consecutive meetings of the Council, or
- (g) the Councillor is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of that interest as required by the Corporations Law.

15 POWERS AND DUTIES OF COUNCILLORS

15.1 Management of the Company

- (a) The management of the business and affairs of the Company is vested in the Councillors. In addition to the powers and authorities conferred on the Councillors by this Constitution or otherwise, the Councillors may exercise all the powers and do everything that the Company may exercise or do and that is not required to be exercised or done by the Company in General Meeting.
- (b) The powers of the Councillors are subject to the Corporations Law, this Constitution, and any regulations (not being inconsistent with this Constitution) from time to time made by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Councillors that would have been valid if that regulation had not been made.

15.2 Cheques and negotiable instruments

All cheques and other negotiable instruments and receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed by the persons and in the manner as the Council determines.

16 COUNCILLORS' CONTRACTS

16.1 Councillors' interests

Subject to the Corporations Law:

- (a) no Councillor or proposed Councillor is disqualified by that office from:
 - (i) entering into a contract, agreement or arrangement with the Company, or
 - (ii) becoming or remaining a director of any company in which the Company is in any way interested or which is in any way interested in the Company
- (b) no contract, agreement or arrangement in which a Councillor is in any way interested, entered into by or on behalf of the Company can be avoided merely because of that Councillor's interest, and
- (c) no Councillor who:
 - (i) enters into a contract, agreement or arrangement in which the Councillor has an interest, or
 - (ii) is a director of the other company with which the Company has entered into the contract, agreement or arrangement,

is liable to account to the Company for any profits or remuneration realised by that Councillor as a result of their interest in or directorship of the other company.

16.2 Declaration of interest

The nature of a Councillor's interest in any contract, agreement or arrangement must be declared by that Councillor at a meeting of the Councillors in accordance with the Corporations Law as soon as practicable after the relevant facts have come to their knowledge. A general notice that a Councillor is a member of any specified firm, organisation or corporation and is to be regarded as interested in all transactions with that firm, organisation or corporation is a sufficient declaration under this clause as regards the Councillor and the transactions. After giving the general notice it is not necessary for the Councillor to give any special notice relating to any particular transaction with that firm, organisation or corporation. The Secretary must record in the minutes any declaration made or any general notice given by a Councillor under this clause.

16.3 Votes by interested Councillors

Subject to the Corporations Law, a Councillor who has a material personal interest in a matter that is being considered at a meeting of Councillors:

- (a) must not vote on the matter (or in relation to a proposed resolution under subclause 16.3(c)(ii) in relation to the matter, whether in relation to that or a different Councillor), and

- (b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting,

unless:

- (c) (i) the matter applies to an interest that the Councillor has as a Member in common with the other Members, or
- (ii) the Councillors have passed a resolution that specifies the Councillor, the interest and the matter, and states that the Councillors voting for the resolution are satisfied that the interest does not disqualify the Councillor from considering or voting on the matter.

17 COUNCILLORS' CONFLICTS OF INTEREST

If a Councillor holds an office or possesses a property such that they might have duties or interests which directly or indirectly conflict with their duties or interest as Councillor, that Councillor must declare at a meeting of the Councillors the fact, nature, character and extent of the conflict. A general notice that a Councillor holds an office or possesses a property such that they might have duties or interests which directly or indirectly conflict with their duties or interest as Councillor is a sufficient declaration under this clause as regards the Councillor and the office or property, as the case may be. After giving the general notice, it is not necessary for the Councillor to give any special notice relating to any particular transaction which concerns that office or property. The Secretary must record in the minutes any declaration made or any general notice given by a Councillor under this clause.

18 PROCEEDINGS OF COUNCILLORS

18.1 Procedure generally

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

18.2 Quorum

The quorum for a meeting of the Council is the next whole number after one-half of the number of Councillors in office, or such higher number as determined by the Council from time to time. No business may be conducted unless a quorum is present.

18.3 Calling of meetings

A Councillor may at any time convene a meeting of the Council by giving notice and agenda items to the Secretary. The Secretary must then give notice and the agenda items to Councillors either personally, by email, or by posting the notice and agenda items in a prepaid envelope or wrapper addressed to the Councillor at the address shown in the Register for that purpose.

18.4 Notice of meetings

Twenty-one days' notice of a meeting of the Council is to be given to all Councillors (except to a Councillor whom the Secretary, when giving notice to other Councillors, reasonably believes to be outside Australia).

18.5 Chairperson of meetings

The Council shall appoint one of its number to be chairperson by majority vote on the voices. If the chairperson is not present within fifteen minutes of the time appointed for the holding of the meeting without explanation, or is unable or unwilling or refuses to act, the Councillors present must elect a chairperson of their meeting from among themselves.

18.6 Determinations

- (a) Subject to subclause 18.6(b) and clause 18.9, questions arising at a meeting of the Council are to be decided by a majority of votes, taken on the voices. Each Councillor has one vote, and a determination by a majority of Councillors will for all purposes be deemed a determination of the Council. If there is equality of votes at a meeting at which a quorum is present, the chairperson has a second or casting vote in addition to a deliberative vote.
- (b) If a majority of Councillors (voting on a parity basis on the voices) agree that it is in the best interests of the Company that a matter should be decided by the Members in General Meeting, then Council may refer the matter for determination by the Members in accordance with paragraph 11 of this Constitution.

18.7 Delegation to Committees

The Council may delegate any of its powers to Committees consisting of Councillors or other persons as the Council thinks fit, subject to the following limitations:

- (a) members of any Committee must be current members of a Member organisation
- (b) the authority of the Committee is subordinate to that of the Council
- (c) the duration of a Committee's operation is limited to the term of the Council from which it derives its authority
- (d) any Committee formed must comply with any regulations that may be imposed on it by the Council in exercising the Committee's delegated power (subject to subclauses 18.7(e) and 18.7(f))
- (e) the meetings of Committees consisting of more than one person are governed by the clauses of this Constitution regulating the meetings of the Councillors so far as they are applicable, and are not superseded by any regulations made by the Councillors under this Constitution, and
- (f) the record- and minute-keeping requirements of the Committee are governed by paragraphs 20 and 21 of this Constitution so far as they are applicable, and are not superseded by any regulations made by the Councillors under this Constitution.

18.8 Validation of irregular acts

Any act done by any meeting of the Council, or by a Committee, or by any person acting as a Councillor will be valid even if it is later discovered:

- (a) that there was some defect in the appointment or continuance in office of a Councillor or such other person, or
- (b) that any of them was disqualified or had vacated office or were not entitled to vote.

18.9 Written resolutions

A resolution in writing signed by all the Councillors for the time being in Australia (not being less than a quorum) is as valid and effectual as if it had been passed at a duly convened meeting of Councillors. Such resolution may consist of one document or several copies.

18.10 Voting authority

A Councillor who is unable to attend a meeting of the Council may authorise another Councillor to vote at that meeting, and the Councillor authorised will have the voting rights for each Councillor by whom they are so authorised as set out in clauses 18.6 and 18.8 of this Constitution in addition to their own vote. Any such authority must be in writing (including by fax or email) and must be produced at the meeting at which it is to be used and be left with the Secretary for retention with the Company's records.

19 BORROWING POWERS

- (a) Subject to subclause 19(b), the Councillors may exercise all the powers of the Company to:
 - (i) borrow money
 - (ii) mortgage or charge all or part of its undertakings and assets, and
 - (iii) issue debentures, debenture stock and other securities outright or as security for any debt, contract, guarantee, engagement, obligation or liability of the Company or of any third party,

on the terms and conditions the Councillors think fit.

- (b) Borrowing in accordance with subclause 19(a) is permitted only if the total repayments (on the principal borrowed plus interest on all borrowings) do not exceed 25% of the total funds received by the Company by way of Prescribed Levies in any one year.
- (c) Exceptions to the borrowing restrictions set out in subclause 19(b) can be made by means of Special Resolution of the Members in General Meeting.

20 MINUTES

The Councillors must cause minutes to be kept in accordance with the Corporations Law:

- (a) of the names of the Councillors present at each meeting of the Council and of any of its Committees, and
- (b) of all resolutions and proceedings of General Meetings and of meetings of the Council and of Committees.

The minutes must be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next meeting.

21 FINANCIAL RECORDS

21.1 Financial and other records

The Councillors must cause proper financial and other records to be kept, and provide annual financial reports to Members as required by the Corporations Law. The Councillors must from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations any financial or other records of the Company are to be open to the inspection of Members who are not Councillors.

21.2 Time for financial reports

The interval between the end of a Financial Year of the Company and the annual financial reporting to Members must not exceed the period (if any) prescribed by the Corporations Law.

22 SECRETARY

- (a) The Councillors must appoint one Secretary in accordance with the Corporations Law, at the remuneration and on the terms and conditions as the Councillors think fit. Any Secretary so appointed may be removed by the Councillors.
- (b) The Secretary need not be a member of a Member organisation.
- (c) In addition to their duties as Company Secretary under the Corporations Law, the Secretary shall administer the Company secretariat, and shall be responsible to the Council in the discharge of their duties in all respects.
- (d) The Secretary is to be the custodian of all legal contracts, securities and other negotiable instruments and records of agreement.

23 SEAL

The Councillors may decide that the Company shall have a common Seal or a duplicate common Seal. If they do, they must provide for the safe custody of any Seal. The Seal may be used only by the authority of the Council. The Councillors need not affix the common Seal to every deed, but each deed must be signed by two Councillors and countersigned by the Secretary or by some other person appointed by the Councillors for that purpose. The

Councillors may determine from time to time the manner by which other instruments are executed by the Company.

24 HONORARY TREASURER

The Councillors must appoint an Honorary Treasurer, who shall be a member of the Council. The Treasurer is responsible for overseeing the following tasks:

- (a) ensuring the collection and receipt of all monies due to the Company and the making of all payments authorised by the Company
- (b) keeping accurate accounts and records showing the financial affairs of the Company with full details of receipts and expenditures connected with transactions undertaken by the Company
- (c) providing access to those accounts and records to any Councillor or Member who gives seven days' notice of their intent to the Company Secretary
- (d) preparing budgets designed to meet specific business objectives required by Council, and
- (e) compiling financial documents into a complete financial statement for the Company's transactions during the year, for presentation to the Members at the Annual General Meeting.

25 NOTICES

25.1 Notices to Members

The Company may give notice to a Member:

- (a) personally
- (b) by sending it by post to the Member at its registered address as recorded in the Register
- (c) by sending it to the fax number or email address (if any) nominated by the Member and recorded in the Register, or
- (d) in any other way allowed under the Corporations Law.

25.2 Deemed service

- (a) If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- (b) A notice sent by fax is deemed to be received on production of a transmission report by the machine from which the fax was sent which indicates that the fax was sent in its entirety to the fax number of the recipient, if produced before 5 pm on a Business Day, otherwise on the next Business Day.

- (c) (i) A notice sent by email is deemed to be received on the day of transmission, if transmitted before 5 pm on a Business Day, otherwise on the next Business Day.
- (ii) A notice sent by email is deemed not to be served only if the computer system used to send it reports that delivery failed or if the email was incorrectly addressed.

25.3 Persons entitled to notice of General Meeting

Notice of every General Meeting must be given in the manner authorised to:

- (a) every Member, and
- (b) the auditor for the time being (if any) of the Company.

No other person is entitled to receive notices of General Meetings.

26 WINDING UP

If the Company is wound up or dissolved and, after the satisfaction of all its debts and liabilities, any assets whatsoever remain, the remaining assets must not be paid or distributed to the Members but must be given or distributed to:

- (a) some other fund, authority or institution determined in General Meeting (or, failing which, by a Judge of the Supreme Court of the Australian Capital Territory) having objects or purposes similar to the purposes of the Company and which is a named fund, authority or institution known to have been approved under subdivision 30-B of the *Income Tax Assessment Act 1997*, or
- (b) any fund, authority or institution falling under one or more of the items listed in the tables in subdivision 30-B of the *Income Tax Assessment Act 1997*.

27 INDEMNITY

27.1 Indemnity

Subject to section 199A of the Corporations Law, a person who is or has been an officer (as defined in the Corporations Law) or auditor of the Company is indemnified (to the maximum extent permitted by law) out of the assets of the Company against any liability incurred by the person as such an officer or auditor:

- (a) to another person (other than the Company or a related body corporate) unless the liability:
 - (i) is for a pecuniary penalty order under section 1317G of the Corporations Law or a compensation order under section 1317H of the Corporations Law, or
 - (ii) arises out of conduct involving a lack of good faith, and

- (b) for legal costs and expenses incurred by the person, unless the costs and expenses are incurred:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under section 199A(2) of the Corporations Law
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established, or
 - (iv) in connection with proceedings for relief of the person under the Corporations Law in which the court denies the relief.

27.2 Insurance

Except to the extent precluded by the Corporations Law including section 199B, the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer (as defined in the Corporations Law) or auditor of the Company or of a related body corporate of the Company against any liability:

- (a) incurred by the person as such an officer or auditor which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of section 182 or 183 of the Corporations Law, or
- (b) for costs and expenses incurred by the person in defending proceedings as such an officer, whether civil or criminal and whatever their outcome.

28 INTERPRETATION

28.1 Replaceable Rules inapplicable

The Replaceable Rules in the Corporations Law do not apply to the Company unless repeated in this Constitution or specifically made applicable to this Company by a provision of this Constitution.

28.2 Definitions

In this Constitution, unless the context otherwise requires:

“**Business Day**” means a day that is not a Saturday, Sunday or public holiday in the Australian Capital Territory.

“**Committee**” means a committee formed pursuant to clause 18.7.

“**Company**” means Institute of Professional Editors Limited.

“**Constitution**” means this constitution and all supplementary constituted or amending Constitutions for the time being in force.

“**Corporations Law**” means the *Corporations Act 2001*.

“**Council**” means the board of directors of the Company.

“**Councillor**” means any person occupying the position of a Councillor of the Company by whatever name called.

“**Councillors**” means the Councillors for the time being or such number of them as have authority to act for the Company.

“**Editing Profession**” includes students of editing and professional editors.

“**Financial Year**” means the period of twelve months commencing on 1 July in any year and ending on 30 June in the following year.

“**General Meeting**” means meeting of Members.

“**Industry Representative Body**” means a body, incorporated or unincorporated, which represents the interests of Professional Editors (at least in part), having a broad membership from within that Profession, and which exists solely for the benefit of its members.

“**Members**” means Persons admitted as members of the Company pursuant to paragraph 6.

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

“**Officer**” has the meaning defined in section 9 of the *Corporations Act 2001*.

“**Person**” includes a firm, corporation or association or a natural person of either gender.

“**Prescribed Levy**” means a Council-prescribed sum paid in any given financial year to the Company, which sum is paid for the purpose of funding the services of the Company in accordance with the Constitution.

“**Replaceable Rules**” means the sections of the *Corporations Act 2001* referred to as replaceable rules in that Act.

“**Register**” means the register of Members kept pursuant to the Corporations Law.

“**Special Motion**” means a motion proposed for the purpose of altering the Constitution of the Company where the Special Motion is discussed at a General Meeting convened for that purpose. A Special Motion has to be carried by not less than three-quarters of the votes cast.

“**Special Notice**” means notice of not less than twenty-one days of the time and place of the relevant meeting, and notice of not less than twenty-one days of the resolutions in respect of which notice is given.

“**Special Resolution**” means a motion carried by not less than three-quarters of the votes cast.

“**Seal**” means the common seal (if any) of the Company.

“**Secretary**” means any person appointed to perform the duties of secretary of the Company, or any person appointed to act temporarily as such.

28.3 Construction

In this Constitution, unless the context otherwise requires:

- (a) words in the singular include the plural and vice versa
- (b) any gender includes the other genders
- (c) if a word or phrase is defined, its other grammatical forms have corresponding meanings
- (d) “**includes**” means includes without limitation
- (e) a reference to:
 - (i) a person includes a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority
 - (ii) any legislation or subordinate legislation includes any corresponding later legislation or subordinate legislation
 - (iii) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes facsimile and email transmission, and
 - (iv) month means a period commencing on any day of a calendar month and ending on:
 - (A) the corresponding day in the next succeeding calendar month, or
 - (B) (if a corresponding day does not occur in the next succeeding calendar month), the last day of the next succeeding calendar month
 - (v) this Constitution includes its schedules and annexures, and
- (f) subject to this clause 28.3, Division 10 of Part 1.2 of the Corporations Law applies in relation to this Constitution as if this Constitution were an instrument referred to in section 110B of the Corporations Law.