

**IP**Ed.

Institute of  
Professional Editors

## **CONSTITUTION**

**INSTITUTE OF PROFESSIONAL EDITORS LIMITED**

This Constitution is the primary legal document defining IPEd's nature, purposes, powers and governance structures and processes. A constitution is required by the *Corporations Act 2001* (Commonwealth).

The IPEd Constitution defines branches, sub-branches and special interest groups. The rules governing these operating units of IPEd are defined in the IPEd By-laws. Those By-laws are established under this Constitution and referred to where appropriate in the Constitution.

<b>SECTION A – PRELIMINARY MATTERS.....</b>	<b>1</b>
<b>1 Defined terms and interpretation .....</b>	<b>1</b>
<b>2 Nature of IPed .....</b>	<b>1</b>
<b>3 Capacity .....</b>	<b>1</b>
<b>4 Not for profit.....</b>	<b>1</b>
<b>5 Members guarantee .....</b>	<b>1</b>
<b>SECTION B – PURPOSE.....</b>	<b>2</b>
<b>6 Purpose of IPed .....</b>	<b>2</b>
<b>SECTION C – MEMBERS AND MEMBERSHIP .....</b>	<b>2</b>
<b>7 Membership.....</b>	<b>2</b>
7.1 Membership eligibility .....	2
7.2 Members of IPed.....	3
7.3 Membership Classifications .....	3
7.4 Members’ rights .....	3
7.5 Membership not transferable .....	3
7.6 Register of Members .....	3
7.7 Membership fees .....	4
<b>8 Ceasing to be a Member.....</b>	<b>4</b>
8.1 Overview.....	4
8.2 Resignation from membership .....	4
8.3 Automatic cessation of membership .....	4
8.4 Breach of the Code of Ethics or By-laws .....	4
8.5 Expulsion of a Member .....	5
8.6 Appeal of a Member Expulsion Resolution.....	5
<b>9 General Meetings .....</b>	<b>6</b>
9.1 Annual General Meeting .....	6
9.2 Holding of General Meetings.....	6
9.3 Convening of General Meetings at a Member’s request .....	6
9.4 Notice of meetings .....	6
9.5 Business of the Annual General Meeting .....	6
9.6 Members’ business .....	6
9.7 Failure to receive notice .....	6
9.8 Discussion items in General Meetings .....	6
<b>10 Proceedings at General Meetings.....</b>	<b>7</b>
10.1 Quorum.....	7
10.2 Chair of General Meetings.....	7
10.3 Adjournment .....	7
10.4 Special Resolutions .....	7
10.5 Voting rights .....	7
10.6 Representation at General Meetings .....	7
10.7 Decisions at General Meetings .....	8
10.8 Minutes of General Meeting .....	8
<b>SECTION D – MANAGEMENT BY THE BOARD.....</b>	<b>9</b>
<b>11 The Board .....</b>	<b>9</b>
11.1 Appointment of Directors .....	9
11.2 Directors appointed by Branches .....	9
11.3 Directors appointed by the Board .....	9
11.4 Directors’ duty .....	9
11.5 Requirements for appointment of Directors by Branches .....	9
11.6 Casual vacancies of Branch-appointed Directors.....	10

<b>12 Term of appointment, positions and removal of Directors</b> .....	<b>10</b>
12.1 Term of appointment – Branch-appointed Directors.....	10
12.2 Term of appointment – Directors appointed by the Board .....	10
12.3 Appointment of Board Chair and other positions.....	10
12.4 Removal of Directors .....	10
<b>13 Disqualification of Directors</b> .....	<b>11</b>
<b>14 Powers and duties of the Board</b> .....	<b>11</b>
14.1 Governance of IPEd .....	11
14.2 Bank accounts and financial transactions.....	11
<b>15 Directors’ and Committee members’ interests</b> .....	<b>12</b>
15.1 Directors’ and Committee members’ contracts .....	12
15.2 Declaration of interest.....	12
15.3 Votes by interested Directors or Committee members .....	12
<b>16 Proceedings of the Board</b> .....	<b>13</b>
16.1 Procedure generally .....	13
16.2 Quorum.....	13
16.3 Calling of meetings.....	13
16.4 Notice of meetings .....	13
16.5 Chair of meetings.....	13
16.6 Determinations.....	13
16.7 Delegation to Committees.....	13
16.8 Validation of irregular acts.....	14
16.9 Written resolutions .....	14
16.10 Proxy voting by Directors prohibited .....	14
<b>17 Borrowing powers</b> .....	<b>14</b>
<b>18 Company Secretary</b> .....	<b>14</b>
<b>19 Chief Executive Officer</b> .....	<b>14</b>
<b><u>SECTION E – BRANCHES AND SPECIAL INTEREST GROUPS</u></b> .....	<b><u>15</u></b>
<b>20 Branch formation and membership</b> .....	<b>15</b>
<b>22 Branch Committee</b> .....	<b>15</b>
<b>23 Special Interest Groups</b> .....	<b>15</b>
<b><u>SECTION F – ADMINISTRATIVE MATTERS</u></b> .....	<b><u>15</u></b>
<b>24 Minutes</b> .....	<b>15</b>
<b>25 Financial and other records</b> .....	<b>15</b>
<b>26 Seal</b> .....	<b>16</b>
<b>27 Notices</b> .....	<b>16</b>
27.1 Notices to Members.....	16
27.2 Deemed service.....	16
27.3 Persons entitled to notice of a General Meeting.....	16
<b>28 Winding up</b> .....	<b>16</b>
<b>29 Indemnity and insurance</b> .....	<b>16</b>
29.1 Indemnity .....	16
29.2 Insurance .....	17
<b>30 Alteration of Constitution</b> .....	<b>17</b>
<b><u>SCHEDULE 1 – INTERPRETATION</u></b> .....	<b><u>18</u></b>
1 Replaceable rules inapplicable .....	18
2 Definitions .....	18
3 Construction .....	19

**CONSTITUTION OF  
Institute of Professional Editors Limited**

ABN: 74 129 335 217  
Effective 8 November 2021

**A company limited by guarantee**

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## **SECTION A – PRELIMINARY MATTERS**

### **1 Defined terms and interpretation**

Schedule 1 – interpretation:

- (a) defines some of the terms used in this Constitution
- (b) clarifies the effect of the Corporations Act on this Constitution.
- (c) sets out rules of interpretation for this Constitution.

### **2 Nature of IPEd**

The Institute of Professional Editors Limited (IPEd) is a public company limited by guarantee.

### **3 Capacity**

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

### **4 Not for profit**

The income and property of IPEd must be applied solely towards the promotion of the objects of IPEd 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 IPEd in return for any services rendered to IPEd, if such payment is approved by the Board
- (b) of remuneration to any Member in return for any services rendered to IPEd, if such payment is approved by the Board
- (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 IPEd
- (f) of grants made in good faith to further the objects of IPEd to be administered by a Member, or
- (g) by IPEd of honoraria or fees payable to the Directors as remuneration for their services as Directors, provided that the amount is reasonable in the circumstances and the amount has been approved by the Members of IPEd at the Annual General Meeting.

### **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 ceased to be a Member, for:

- (a) payment of the debts and liabilities of the Company incurred or contracted during their time of membership
- (b) the costs, charges and expenses of winding up, and
- (c) an adjustment of the rights of contributories among themselves.

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## SECTION B – PURPOSE

### 6 Purpose of IPEd

The purpose of IPEd is to advance the profession of editing. IPEd’s goals and activities may include:

- (a) being the nationally recognised professional association of the editing profession in Australia and other regions in which it operates
- (b) providing professional development opportunities for editors
- (c) providing an accreditation scheme that offers editors a mechanism for demonstrating their competence, as measured against *Australian standards for editing practice*, and provides potential employers with confidence in the skills of the editors they hire
- (d) developing and maintaining standards for all aspects of editing practice
- (e) advancing the interests of Members through affiliation with international associations of editors to provide mutual recognition of membership status and accreditation
- (f) providing access to information and advice on client–editor matters and contracts, and providing advocacy on editorial services matters
- (g) promoting legislative, administrative, economic, commercial and social frameworks that advance the interests of the editing profession
- (h) educating and informing the community about the activities and operations of the editing profession and the benefits to be derived from the use of professional editors
- (i) providing a forum for technical, commercial and social interaction, and facilitating effective research and development of solutions to issues affecting the editing profession
- (j) promoting ethical practice within the editing profession
- (k) promoting and maintaining close working relationships with and among Members and with other business and industry associations
- (l) providing a system for the resolution of disputes arising in the editing profession
- (m) doing all other lawful things that are incidental or conducive to the attainment of all or any of these objectives, or that may be calculated to advance directly or indirectly the interests of IPEd.

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## SECTION C – MEMBERS AND MEMBERSHIP

### 7 Membership

#### 7.1 Membership eligibility

- (a) To be eligible for membership of IPEd a person must:
  - (i) have a commitment to the purposes of IPEd
  - (ii) agree to be bound by IPEd’s Code of Ethics and IPEd By-laws, including all related review and appeal policies and procedures
  - (iii) complete and lodge a membership application in such form as determined by the Board from time to time
  - (iv) ensure that all information provided when applying for membership of IPEd is true and accurate and is not misleading or deceptive
  - (v) satisfy such other membership criteria as the Board may determine from time to time
  - (vi) pay any joining and annual fee as determined by the Board under rule 7.7
  - (vii) be aged 18 years or over.
- (b) A person who has been expelled from IPEd under rule 8.5 is not eligible to be a member of IPEd until two years have lapsed since their expulsion.
- (c) A person who has previously been expelled from IPEd and reapplies for membership must provide a detailed explanation of how they have remedied the circumstances of their expulsion.

## 7.2 Members of IPEd

- (a) The Members of IPEd are any persons - who have been admitted as Members of IPEd in accordance with rule 7.2 (b).
- (b) The IPEd Board shall admit as a Member any person who:
  - (i) satisfies the requirements set out in rule 7.1
  - (ii) completes and submits an application to be a Member, in the form approved by the - Board from time to time, by which the applicant agrees to be bound by the terms of this Constitution
  - (iii) is not otherwise ineligible under this Constitution.
- (c) If a person is admitted as a Member of IPEd, the Company Secretary must ensure that:
  - (i) the person is given notice of admission as a Member of IPEd
  - (ii) the name and details of the person are entered in the Members' register in accordance with rule 7.6.
- (d) The Company Secretary must ensure that each person not admitted as a Member of IPEd is informed of this decision and the reasons for it.

## 7.3 Membership Classifications

- (a) The membership Classifications of IPEd shall be:
  - (i) Voting Member
  - (ii) Non-voting Member.
- (b) The Board may by resolution establish IPEd Membership Categories within each Classification and the criteria for each Classification and Category of membership.

## 7.4 Members' rights

- (a) A Member of IPEd who is entitled to vote has the right:
  - (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these rules
  - (ii) to submit items of business for consideration at a General Meeting
  - (iii) to attend and be heard at General Meetings
  - (iv) to vote at a General Meeting
  - (v) to have access to the minutes of General Meetings and other documents of IPEd as provided under rule 25
  - (vi) to inspect the register of Members according to the law.
- (b) A Member is entitled to vote if:
  - (i) the Member is a financial Member in a Category of the Voting Member Classification, and
  - (ii) the Member's rights are not suspended for any reason.
- (c) A Non-voting Member may not vote but may have other rights as determined by the Board or by resolution at a General Meeting.
- (d) Member data will be kept confidential in accordance with the law and the Company's Privacy Policy.

## 7.5 Membership not transferable

Membership of IPEd and the associated rights may not be transferred or sold in any manner whatsoever.

## 7.6 Register of Members

Without limiting the requirement under this rule, the following must be entered in the Register of Members in respect of each Member:

- (a) the name and address of the Member

- (b) the date of admission to and cessation of membership
- (c) any other information required by the Board or the law from time to time.

## **7.7 Membership fees**

- (a) The Board may, from time to time, determine the amount of the annual membership subscription fees and joining fees (if any).
- (b) Annual membership subscription fees are payable in advance on the anniversary date of each Member's joining date.
- (c) The rights of a Member (including the right to vote) who has not paid the annual subscription within 30 days of the due date are suspended until the subscription is paid.

## **8 Ceasing to be a Member**

### **8.1 Overview**

- (a) There are a number of circumstances that will result in a person ceasing to be a Member of IPEd. For instance, a person will cease to be a Member if that person:
  - (i) resigns from membership; see rule 8.2, or
  - (ii) automatically ceases to be a Member; see rule 8.3, or
  - (iii) is subject to cessation of their membership for breaches of the Code of Ethics or the By-laws under rule 8.4, or
  - (iv) is expelled from membership; see rules 8.5 and 8.6, or
  - (v) no longer complies with the membership eligibility criteria set out at rule 7.1.
- (b) The Board may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of Members as they so determine from time to time so long as they are consistent with the requirements set out in this rule 8.

### **8.2 Resignation from membership**

A Member may resign from membership of IPEd at any time by providing written notice to IPEd. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.

### **8.3 Automatic cessation of membership**

A Member's membership will automatically cease if the Member:

- (a) dies, or
- (b) fails to pay any joining fee or initial annual fee within -four weeks after being notified of admission into membership of IPEd or such later time as the Board may determine, or
- (c) fails to pay any required annual membership subscription fee within ninety days after the date on which that membership fee becomes due or such later time as the Board may determine.

### **8.4 Breach of the Code of Ethics or By-laws**

- (a) A breach of the Code of Ethics or the By-laws may, in certain circumstances, result in corrective, remedial or disciplinary action (including the suspension or cessation of membership).
- (b) The Board may implement policies and procedures in relation to the operation and enforcement of the Code of Ethics and the By-laws including in relation to:
  - (i) what types of breaches are considered material
  - (ii) what happens if a non-material breach occurs
  - (iii) what happens if a material breach occurs
  - (iv) the establishment of one or more review committees (including determining the composition and terms of reference of any such committees).

## 8.5 Expulsion of a Member

- (a) This rule, together with rule 8.6, describes what needs to happen when considering whether or not to expel a Member from IPEd (excluding situations relating to compliance with the Code of Ethics or the By-laws, which are to be dealt with in accordance with rule 8.4. In summary the process involves, following advice from and consultation with a Branch Committee:
  - (i) putting the Member in question on notice, and notifying the Member's Branch Committee
  - (ii) passing a Directors' resolution to expel that Member
  - (iii) if requested by that Member, letting the Branch Members decide whether or not to confirm the Directors' decision.
- (b) So long as the steps set out in this rule 8.5 and rule 8.6 are followed, the Board may resolve to expel a Member from IPEd if that Member:
  - (i) has refused or neglected to comply with the provisions of this Constitution, or
  - (ii) has acted in a way that, in the opinion of the Directors, is prejudicial to the interests or reputation of IPEd.
- (c) The Board must give the Member in question at least 21 days' notice of the date that the Board will consider the Member Expulsion Resolution. This notice must be in writing and let the Member know:
  - (i) that the Directors are to consider expelling the Member from membership of IPEd
  - (ii) the reasons why the Directors are to consider expelling the Member
  - (iii) of the right of the Member to give the Board, either orally or in writing, any explanation or defence relevant to a decision to expel that Member. A Director who is subject to a Member Expulsion Resolution is not entitled to vote on that resolution.
- (d) The Board has 21 days from the date a Member Expulsion Resolution is passed to notify the relevant Member about the Directors' decision. This notice must be in writing and let the Member know:
  - (i) that the Directors have resolved to expel the Member
  - (ii) the process to be followed if the Member wishes to appeal the decision as described at rule 8.6.

## 8.6 Appeal of a Member Expulsion Resolution

- (a) A Member resolved to be expelled in accordance with a Member Expulsion Resolution may appeal against that resolution. Such an appeal must be made to IPEd in writing addressed to the Chief Executive Officer or the Company Secretary and must be received within 14 days from the date of the expulsion notice described at rule 8.5(d) or such later time as the Directors may decide at their complete discretion.
- (b) If an appeal notice is received by the Board within the required timeframe, the Board must ensure that a resolution confirming the expulsion is considered by the Members at the next General Meeting. If the Member Expulsion Resolution is confirmed by the Members, the Member's expulsion takes effect from the date of that Members' resolution.
- (c) If an appeal notice is not received by IPEd within the required timeframe then:
  - (i) the Directors are not required to ensure that a resolution confirming the expulsion is considered by the Members
  - (ii) the Member's expulsion takes effect from the date of the Member Expulsion Resolution.
- (d) A Member who has been expelled from membership of IPEd is not permitted to reapply for membership until two years have lapsed since their expulsion. If the Member decides to reapply for membership, the Member must provide a detailed explanation of how they have remedied the circumstances of their expulsion, which will then be considered by the Board.

## **9 General Meetings**

### **9.1 Annual General Meeting**

An Annual General Meeting of IPEd must be held in accordance with the Corporations Act. The meeting may be convened by teleconference or by any technology that allows instantaneous communication by participants present at multiple locations.

### **9.2 Holding of General Meetings**

General Meetings are to be held at the times and places prescribed by IPEd in General Meeting, or if no time or place is prescribed, then at the times and places as determined by the Board. IPEd may hold a General Meeting of its Members at two or more venues using any technology that gives the membership as a whole a reasonable opportunity to participate.

### **9.3 Convening of General Meetings at a Member's request**

The Directors may whenever they think fit, and must upon a request made by any Member in accordance with section 249D of the Corporations Act, convene a General Meeting of IPEd.

### **9.4 Notice of meetings**

The Company Secretary shall ensure that at least 21 days' notice is given to Members of a meeting of Members (unless the Corporations Act otherwise provides). The notice may be given by electronic means, and must specify the place and method, day and hour of meeting, and all agenda items for the meeting, together with a description of the general nature of the agenda items.

### **9.5 Business of the Annual General Meeting**

The ordinary business of the Annual General Meeting is as follows:

- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then
- (b) to receive and consider:
  - (i) the annual report of the Board on the activities of IPEd during the preceding Financial Year, and
  - (ii) the auditor's report and audited financial statements of IPEd for the preceding Financial Year submitted by the Board
- (c) to confirm the appointment of Directors.

### **9.6 Members' business**

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

### **9.7 Failure to receive notice**

Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because a person entitled to receive notice of the meeting and/or a proxy form does not receive it, or the Company accidentally does not give notice of the meeting or a proxy form to a person.

### **9.8 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.

## 10 Proceedings at General Meetings

### 10.1 Quorum

- (a) The quorum for all General Meetings is 25 Members present in person, by proxy or attorney (including being present by technological means) or by electronic or postal ballot and entitled under these rules to vote at a General Meeting.
- (b) No business is to be transacted at any General Meeting unless a quorum is present at the time the meeting proceeds to business.
- (c) 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 Chair determines.
- (d) If a quorum is not then present at the adjourned meeting, the meeting must be dissolved.

### 10.2 Chair of General Meetings

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

### 10.3 Adjournment

- (a) The chair 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.
- (b) 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 14 days or more, in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

### 10.4 Special Resolutions

A Special Resolution is passed if not less than three-quarters (75%) of the Members voting at a General Meeting (whether in person or by proxy), or voting by electronic or postal ballot, vote in favour of the resolution.

### 10.5 Voting rights

Each financial Voting Member present at a General Meeting or by proxy or voting by ballot has the right to exercise one vote on any motion.

### 10.6 Representation at General Meetings

- (a) Subject to this Constitution, each Member entitled to vote at a meeting of Members may vote:
  - (i) in person, or
  - (ii) by electronic or postal ballot, orby proxy in a form as the Board may prescribe or accept, or by attorney in a form as the Board may prescribe or accept.
- (b) The chair of a meeting may require any person purporting to act as a proxy or attorney to establish to the satisfaction of the chair that the person has been validly appointed as a proxy or attorney and is the person named in the relevant instrument of appointment, failing which the person may be excluded from attending or voting at the meeting.
- (c) If IPEd receives a proxy form without the name of the proxy filled in, then the proxy is:
  - (i) the person specified by IPEd in the proxy form; or
  - (ii) if no person is specified in the proxy form, the chair of the meeting for which that proxy applies.
- (d) A proxy or attorney may not vote at a General Meeting or adjourned meeting unless the instrument appointing the proxy or attorney is received:

- (i) at the registered office of IPEd, at the electronic address of its registered office or at another place, or at the electronic address specified for that purpose in the notice convening the meeting
- (ii) at least 48 hours before the time appointed for the commencement of the meeting, as specified in the notice of meeting.
- (e) The authority of a proxy or attorney to speak and vote for a Member at a General Meeting is suspended while that Member is present at the meeting unless the Members present at the meeting resolve otherwise.
- (f) The chair may hold as many proxies as are given to the chair.
- (g) A proxy may be a general or a specific proxy. A general proxy gives the holder the right to vote on any matter based on the discussion at the meeting. A specific proxy stipulates how the holder is to vote on specific issues.

## **10.7 Decisions at General Meetings**

- (a) The Board may at any time resolve that in lieu of submitting a resolution, including a Special Resolution, to a General Meeting, it shall submit a resolution or resolutions to Members by means of an electronic or postal ballot, which ballot shall be conducted as nearly as practicable in the manner set forth herein, and the result of such ballot shall have the same force and effect as a resolution passed at the General Meeting of Members.
- (b) Except in the case of any resolution which as a matter of law requires a Special Resolution, questions arising at a General Meeting are to be decided by a majority of votes cast by the Members present at the meeting in person or by proxy and that decision is for all purposes a decision of the Members.
- (c) A resolution put to the vote of a General Meeting must be decided on a show of hands or on the voices or by electronic means unless a poll is demanded.
- (d) Before a vote to be decided is taken or before or immediately after the declaration of the result of the vote, a poll may be demanded:
  - (i) by the chair of the meeting, or
  - (ii) by at least five Members present and entitled to vote on the relevant resolution, or
  - (iii) by a Member or Members present at the meeting and representing at least 5% of the votes that may be cast on the resolution on a poll.
- (e) Unless a poll is demanded, a declaration by the chair of a General Meeting that a resolution has been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of IPEd, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is demanded at a General Meeting, it will be taken when and in the manner that the chair directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) A poll may not be demanded at a General Meeting on the election of a chair of the meeting.
- (h) The demand for a poll may be withdrawn.

## **10.8 Minutes of General Meeting**

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken, the mover and seconder of that resolution and the result of the vote.
- (c) In addition, the minutes of each Annual General Meeting must include:
  - (i) the names of the Members attending the meeting
  - (ii) proxy forms or postal or electronic ballots received by IPEd under rule 10.6(e)
  - (iii) the financial statements submitted to the Members in accordance with rule 9.5(b)(ii)
  - (iv) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association

- (vi) any audited accounts and auditor's report or report of a review accompanying the financial statements.

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## **SECTION D – MANAGEMENT BY THE BOARD**

### **11 The Board**

The Company is managed by the Board in accordance with the powers and duties set out in rule 14.

#### **11.1 Appointment of Directors**

- (a) The Board comprises a minimum of six (6) and a maximum of ten (10) Directors.
- (b) Directors are to be appointed and hold office in accordance with this section.
- (c) The Company Secretary is to circulate with the notice convening the next Annual General Meeting a list of the Directors appointed under rules 11.2 and 11.3 since the previous General Meeting.

#### **11.2 Directors appointed by Branches**

- (a) Each Branch may by resolution of the Branch Committee appoint one Member to be a Director.
- (b) The Board may, in place of a Branch, appoint a Member to be Director if:
  - (i) the Branch is not in a position to appoint a Director within six weeks of the date advertised for the next Annual General Meeting, or
  - (ii) before the term of the Branch-appointed Director has commenced the Board is not satisfied that the Director has the skills and experience necessary to be a Director.
- (c) A Director appointed by the Board under this rule is a Branch-appointed Director.
- (d) The appointment of a Director by the Board under this rule revokes and replaces the appointment made by the Branch.
- (e) The names and details of Directors appointed under this rule must be compiled and given to the Company Secretary in accordance with rule 11.5.
- (f) The appointment of Directors under this rule has effect from the day after the next Annual General Meeting.

#### **11.3 Directors appointed by the Board**

- (a) The Board may at any time appoint one or more persons to be additional Directors.
- (b) The appointment of additional Directors under this rule must not cause the number of Directors to exceed the maximum specified in rule 11.1 (a).
- (c) The Board must not appoint a person to be an additional Director unless the Board is satisfied the person has the skills and experience necessary to be a Director.
- (d) The appointment of an additional Director has effect from the date specified in the instrument of appointment of the Director.

#### **11.4 Directors' duty**

In accordance with the *Corporations Act*, each Director shall be bound to act in the interests of IPEd as a whole, and not in their own personal interests or in the interests of any one or more Branches or Members or stakeholders who might have assisted or nominated their appointment as a Director.

#### **11.5 Requirements for appointment of Directors by Branches**

- (a) This rule sets out the arrangements that apply to the appointment of Directors under rules 11.2 and 11.6.
- (b) The Branch Committee is to prepare an instrument of appointment in a form approved by the Board, which is to include a brief résumé of the appointed person, outlining their skills and experience relevant to the role of Director.

- (c) The appointed person must countersign the instrument of appointment by which they consent to act as a Director, agree to abide by the Code of Conduct, and undertake to act in the best interests of IPEd as a whole and not in the interests of any particular Branch, Member or group of Members.
- (d) The Branch is to deliver the signed instrument of appointment and the résumé to the Company Secretary:
  - (i) not less than six weeks before the advertised date of the next Annual General Meeting if the Director is appointed to replace a Director whose term has expired, or
  - (ii) within three weeks of the date specified in the instrument of appointment if the Director is appointed under rule 11.6 to fill a casual vacancy.

### **11.6 Casual vacancies of Branch-appointed Directors**

- (a) A casual vacancy occurs when a Branch-appointed Director resigns or is otherwise incapable of serving as the Branch-appointed Director before their term expires.
- (b) The Branch Committee may, in accordance with this rule, appoint another Member to fill the vacancy until the next Annual General Meeting.
- (c) The Board may appoint a Member to fill a casual vacancy in place of a Branch if:
  - (i) the Branch is not in a position to appoint a Director within three months of the vacancy occurring, or
  - (ii) before the term of the Director appointed to fill the vacancy has commenced, the Board is not satisfied that the Director has the skills and experience necessary to be a Director.
- (d) The appointment of a Director by the Board under this rule revokes and replaces the appointment made by the Branch.

## **12 Term of appointment, positions and removal of Directors**

### **12.1 Term of appointment – Branch-appointed Directors**

- (a) This rule applies to Directors appointed under rule 11.2 whether by a Branch or by the Board
- (b) Subject to sub-rule (c) and rule 11.1, a Branch-appointed Director holds office for two years, after which time the Director's position becomes vacant.
- (c) A retiring Director is eligible for re-appointment, but no Director may retain office for more than three consecutive terms.
- (d) Any person who has held office for three consecutive terms is not eligible to be appointed under rule 11.2 until a minimum of two years has elapsed since they last held office as a Director.

### **12.2 Term of appointment – Directors appointed by the Board**

- (a) This rule applies to Directors appointed by the Board under rule 11.3.
- (b) The term of office for an additional Director is a period of up to two years as determined by the Board, after which the Director's position becomes vacant.
- (c) The Board may, at its discretion, reappoint an additional Director for further terms.

### **12.3 Appointment of Board Chair and other positions**

- (a) The Board must convene a Board meeting as soon as practicable following each Annual General Meeting to elect among themselves a Board Chair. The retiring Chair may be re-elected. Any casual vacancy in the position of Chair must be filled by a Director.
- (b) Other Board positions may be established at the discretion of the Board.

### **12.4 Removal of Directors**

- (a) Subject to the Corporations Act, the Members in General Meeting may by resolution remove any Director from office subject to sub-rule 12.4(b) and 12.4(c) below.
- (b) No resolution for the removal of a Director 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 IPEd not less than six weeks before the date appointed for holding the meeting.

- (c) Should a Director facing removal wish to make representations concerning their proposed removal, they may do so:
  - (i) in writing to the Company 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 their own behalf at a duly convened General Meeting.

### **13 Disqualification of Directors**

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

- (a) the Director ceases to be or is removed as a Director pursuant to the Corporations Act, or pursuant to a removal resolution of Members in accordance with rule 12.4
- (b) the Director becomes an insolvent under administration, or makes any composition or arrangement with their creditors or any class of them
- (c) the Director 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 Director resigns from office by notice in writing to IPEd
- (e) the period for which the Director is appointed expires
- (f) the Director, without prior notice to and the permission of the other Directors, is absent from more than two consecutive meetings of the Board
- (g) the Director is directly or indirectly interested in any contract or proposed contract with IPEd and fails to declare the nature of that interest as required by the Corporations Act.

### **14 Powers and duties of the Board**

#### **14.1 Governance of IPEd**

- (a) The governance of IPEd is vested in the Board and extends to the exercise of all the powers and authorities conferred on the Board by this Constitution or by any other authority.
- (b) The Board may exercise all of IPEd's powers, including the rule of delegation set out in rule 16.7, and may do everything that IPEd may do, and decline to do everything that IPEd may decline to do including functions that are required under this Constitution to be done by IPEd in a General Meeting.
- (c) The powers of the Board are subject to the Corporations Act, this Constitution, and any regulations (not being inconsistent with this Constitution) from time to time made by IPEd in General Meeting. No regulation made by IPEd in General Meeting shall invalidate any prior act of the Board that would have been valid if that regulation had not been made.

#### **14.2 Bank accounts and financial transactions**

- (a) The Board must approve and minute:
  - (i) the opening and closing of all bank and other financial accounts
  - (ii) the appointment of authorised account signatories and electronic account authorisers.
- (b) All contracts, commitments and financial transactions must be approved according to the policies and By-laws established by the Board from time to time, subject to sub-clauses (d) and (e) below.
- (c) All financial transactions processed must be signed or otherwise authorised by authorised account signatories or electronic authorisers according to the policies established by the Board from time to time.
- (d) If, on initial formation of a Branch the society from which the Branch was formed transfers

funds to IPEd that the Branch identifies as Branch reserved funds, those funds are restricted donations, and the branches will each have sole discretion and authority to decide the use of their reserved funds in accordance with IPEd's purpose, as set out in Section B of this constitution, and to approve transactions on the funds.

- (e) The Board will ensure that appropriate internal controls are applied to branch reserved funds, including to execute transactions directed by the branches, account appropriately for the funds and all transactions on them, and ensure that branches properly authorise such transactions.

## **15 Directors' and Committee members' interests**

### **15.1 Directors' and Committee members' contracts**

Subject to the Corporations Act:

- (a) no Director or proposed Director or Committee member is disqualified by that office, subject to rule 19, from:
  - (i) entering into a contract, agreement or arrangement with IPEd, or
  - (ii) becoming or remaining a director of any company in which IPEd is in any way interested or which is in any way interested in IPEd
- (b) no contract, agreement or arrangement in which a Director or Committee member is in any way interested, or entered into by or on behalf of IPEd, can be avoided merely because of that Director's or Committee member's interest, and
- (c) no Director or Committee member who:
  - (i) enters into a contract, agreement or arrangement in which the Director or Committee member has an interest, or
  - (ii) is a director of the other company with which IPEd has entered into the contract, agreement or arrangement

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

### **15.2 Declaration of interest**

The nature of a Director's or Committee member's interest in any contract, agreement or arrangement must be declared by that Director or Committee member at a meeting of the Directors or of a Committee in accordance with the Corporations Act as soon as practicable after the relevant facts have come to their knowledge. A general notice that a Director or Committee member 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 rule as regards the Director or Committee member and the transactions. After giving the general notice it is not necessary for the Director or Committee member to give any Special Notice relating to any particular transaction with that firm, organisation or corporation. Any declaration made or any general notice given by a Director or Committee member under this rule must be recorded in the minutes of the Board or Committee meeting.

### **15.3 Votes by interested Directors or Committee members**

Subject to the Corporations Act, a Director or Committee member who has a material personal interest in a matter that is being considered at a meeting of Directors or of a Committee:

- (a) may be counted in determining whether a quorum exists
- (b) must not vote on the matter (or in relation to a proposed resolution under sub-rule 15.3(c)(ii) in relation to the matter, whether in relation to that or a different Director or Committee member)
- (c) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting, unless:
  - (i) the matter applies to an interest that the Director or Committee member has as a Member in common with other Members, or
  - (ii) the Directors or the Committee members have passed a resolution that specifies the

Director or Committee member, the interest and the matter, and states that the Directors or Committee members voting for the resolution are satisfied that the interest does not disqualify the Director or Committee member from considering or voting on the matter.

## **16 Proceedings of the Board**

### **16.1 Procedure generally**

The Board may meet for the dispatch of business and adjourn and otherwise regulate their meetings as they deem necessary to conduct the business of the company. The Board may meet by any combination of means that allows simultaneous communication among those Directors attending the meeting.

### **16.2 Quorum**

- (a) The quorum for a meeting of the Board is the next whole number after one-half of the number of Directors in office, or such higher number as determined by the Board from time to time. No business may be conducted unless a quorum is present.
- (b) A quorum is not present if at any time the number of Directors in office is less than or equal to half (50%) the maximum number of Directors specified in rule 11.1 (a).
- (c) If a quorum is not present the Directors may act only:
  - (i) to summon a General Meeting for the purpose of increasing the number of Directors so as to constitute a quorum, or
  - (ii) to comply with a lawful and imminent duty of the Directors, or
  - (iii) in emergencies.

### **16.3 Calling of meetings**

A Director may at any time convene a meeting of the Board by giving notice and agenda items to the Company Secretary. The Company Secretary must then give notice and the agenda items to Directors personally, by email or by posting the notice and agenda items addressed to the Director at the address shown in the Register for that purpose.

### **16.4 Notice of meetings**

Fourteen days' notice of a meeting of the Board, or such period of notice as the Board decides, is to be given to all Directors.

### **16.5 Chair of meetings**

The Board Chair will manage Board meetings. If the Chair 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 Directors present must appoint a chair of their meeting from among themselves.

### **16.6 Determinations**

- (a) Subject to sub-rule 16.6(b) and rule 16.9, questions arising at a meeting of the Board are to be decided by a majority of votes, taken on the voices. Each Director has one vote, and a determination by a majority of Directors will for all purposes be deemed a determination of the Board.
- (b) If a majority of Directors (voting on a parity basis on the voices) agree that it is in the best interests of IPEd that a matter should be decided by the Members in General Meeting, the Board may refer the matter for determination by the Members in accordance with rule 9 of this Constitution.

### **16.7 Delegation to Committees**

The Board may delegate any of its powers to Committees and form Standing Committees consisting of Directors or other persons as the Board thinks fit, subject to the following limitations:

- (a) members of any Committee must be current Members of IPEd but a Committee may also co-

opt non-member experts

- (b) the authority of the Committee is subordinate to that of the Board
- (c) any Committee formed must comply with any regulations that may be imposed on it by the Board in exercising the Board's delegated power (subject to sub-rules 16.7(d) and 16.7(e))
- (d) the meetings of Committee consisting of more than one person are governed by the rules of this Constitution regulating the meetings of the Directors so far as they are applicable, and are not superseded by any regulations made by the Directors under this Constitution
- (e) the record and minute-keeping requirements of the Committee are governed by rules 24 and 25 of this Constitution so far as they are applicable, and are not superseded by any regulations made by the Directors under this Constitution.

## **16.8 Validation of irregular acts**

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

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

## **16.9 Written resolutions**

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

## **16.10 Proxy voting by Directors prohibited**

A Director may not authorise any other person to vote on behalf of the Director. Any purported vote cast by proxy is invalid and may not be counted in the deliberations or decisions of the Board.

## **17 Borrowing powers**

- (a) Subject to sub-rule 17(b), the Directors may exercise all the powers of IPEd to:
  - (i) borrow money
  - (ii) mortgage or charge all or part of its undertakings and assets
  - (iii) issue debentures, debenture stock and other securities outright or as security for any debt, contract, guarantee, engagement, obligation or liability of IPEd on the terms and conditions the Directors think fit.
- (b) Borrowing in accordance with sub-rule 17(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 IPEd by way of membership fees in any one year.
- (c) Exceptions to the borrowing restrictions set out in sub-rule 17(b) can be made by means of Special Resolution of the Members in General Meeting.

## **18 Company Secretary**

- (a) The Directors must appoint at least one Company Secretary in accordance with the Corporations Act, at the remuneration and on the terms and conditions as the Directors think fit. Any Company Secretary so appointed may be removed by the Directors.
- (b) The Company Secretary need not be a Member.
- (c) The Company Secretary is to be the custodian of all legal contracts, securities and other negotiable instruments and records of agreement.

## **19 Chief Executive Officer**

- (a) The Board may engage the services of any person (not being a Director) as Chief Executive Officer to manage the operations and administration of IPEd.

- (b) The Board shall define the delegated authorities, powers and duties of the Chief Executive Officer.
- (c) The appointment of a Chief Executive Officer may be for such period, at such remuneration and upon such conditions as the Board thinks fit.

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## **SECTION E – BRANCHES AND SPECIAL INTEREST GROUPS**

### **20 Branch formation and membership**

- (a) Branches of IPEd cover geographic regions where there are sufficient members to justify the establishment of a Branch.
- (b) The Board may, with input from existing Branches as appropriate, establish additional Branches, or merge or terminate Branches.
- (c) The choice of geographic regions in which Branches are established or maintained is at the discretion of the Board.
- (d) The Board may form sub-branches, in consultation with a Branch, within the region of that Branch. The terms and conditions governing the formation, merger or termination and operation of sub-branches are defined in the Branch By-laws
- (e) Each Member of IPEd shall be assigned in the Register to a Branch. The terms and conditions governing the assigning of branch membership are defined in the Branch By-laws.

### **22 Branch Committee**

The rules governing Branch Committees, operations and management are defined in the Branch By-laws.

### **23 Special Interest Groups**

The Board may form Special Interest Groups, open to members of any Branch, to pursue interests such as particular editing specialisations. The terms and conditions governing the formation and operation of Special Interest Groups shall be defined in the By-laws.

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## **SECTION F – ADMINISTRATIVE MATTERS**

### **24 Minutes**

The Directors must cause minutes to be kept in accordance with the Corporations Act:

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

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

### **25 Financial and other records**

The Directors must cause proper financial and other records to be kept, and provide annual financial reports to Members as required by the Corporations Act. The Directors 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 IPEd are to be open to the inspection of Members who are not Directors.

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

## 26 Seal

The Directors may decide that IPEd 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 Board. The Directors need not affix the common seal to every deed, but each deed must be signed by two Directors and countersigned by the Company Secretary or by some other person appointed by the Directors for that purpose. The Directors may determine from time to time the manner by which other instruments are executed by IPEd.

## 27 Notices

### 27.1 Notices to Members

IPEd may give notice to a Member:

- (a) personally
- (b) by sending it by post to the Member at their registered address as recorded in the register
- (c) by sending it to the email address nominated by the Member and recorded in the register
- (d) by publishing the notice in a newsletter distributed to all Members, or
- (e) in any other way allowed under the Corporations Act.

### 27.2 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 email, subject to state, territory and federal Electronic Transactions Acts, 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.
- (c) 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.

### 27.3 Persons entitled to notice of a 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 IPEd.

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

## 28 Winding up

If IPEd 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 IPEd 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* (Commonwealth), 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.

## 29 Indemnity and insurance

### 29.1 Indemnity

Subject to section 199A of the Corporations Act, a person who is or has been an officer (as defined in the Corporations Act) or auditor of IPEd is indemnified (to the maximum extent permitted by law)

out of the assets of IPEd against any liability incurred by the person as such an officer or auditor:

- (a) to another person (other than IPEd or a related body corporate) unless the liability:
  - (i) is for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act, or
  - (ii) arises out of conduct involving a lack of good faith
- (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 Act, or
  - (ii) in defending or resisting criminal proceedings in which the person is found guilty, or
  - (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 Act in which the court denies the relief.

## **29.2 Insurance**

Except to the extent precluded by the Corporations Act including section 199B, IPEd 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 Act) or auditor of IPEd or of a related body corporate of IPEd 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 IPEd or a contravention of section 182 or 183 of the Corporations Act, 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.

## **30 Alteration of Constitution**

This Constitution may be amended by the Members pursuant to a Special Resolution of which Special Notice has been given by the Company Secretary, provided that the Special Resolution 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, or by ballot.

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## SCHEDULE 1 – INTERPRETATION

### 1 Replaceable rules inapplicable

The replaceable rules in the Corporations Act do not apply to IPEd unless repeated in this Constitution or specifically made applicable to this Company by a provision of this Constitution.

### 2 Definitions

In this Constitution, unless the context otherwise requires:

“**Board**” means all or some of the Directors for the time being acting as a Board.

“**Business day**” means a day that is not a Saturday, Sunday or public holiday in a state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

“**Branch**” means a duly formed branch of IPEd, formed according to this Constitution.

“**Branch Committee**” is an IPEd Committee elected by the members of a Branch and delegated by the Board to manage that Branch.

“**Chief Executive Officer**” is a staff officer employed by the Board to manage IPEd’s operations.

“**Code of Conduct**” outlines the core principles and values by which Directors, committee members and volunteers will conduct themselves in the course of their work.

“**Code of Ethics**” is the document which informs and guides the conduct of Members.

“**Committee**” means an IPEd committee duly formed pursuant to rule 16.7.

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

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

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

“**Corporations Act**” means the *Corporations Act 2001* (Commonwealth).

“**Director**” means a person appointed as a Director of the Company according to rule 11

“**document**” includes a document in electronic form.

“**editing profession**” includes students of editing and professional editors.

“**Effective date**” means 31 October 2018, the date on which this Constitution becomes effective.

“**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 an IPEd meeting of Members with an agenda of formal business requiring approval or decisions by Members.

“**IPEd By-laws**” means the rules governing the Branches, Sub-Branches and Special Interest Groups of IPEd.

“**Member**” means a Person admitted as a Member of IPEd pursuant to rule 7.

“**membership category**” means a category of membership defined in the IPEd Membership Policy with criteria for admission and rights defined in that Policy.

“**membership fee**” means the annual membership subscription fee payable by Members according to their Category.

“**Member Expulsion Resolution**” is a resolution passed by the Board to expel a Member.

“**Office**” means the registered office of IPEd.

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

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

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

“**Register of members**” means the Register of Members kept pursuant to chapter 2C, part 2C.1 of the *Corporations Act*.

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

“**Special Resolution**” means a resolution proposed for a purpose that by this Constitution or the Corporations Act is required to be treated as a Special Resolution. A Special Resolution must be carried by not less than three-quarters (75%) of the votes cast.

“**Special Notice**” means notice of not less than 21 days of the time and place of the relevant meeting, and notice of not less than 21 days of the resolutions in respect of which notice is given.

“**Standing Committee**” means a permanent Committee of the IPEd Board.

“**Sub-branch**” means a group of Members within a Branch, residing in a particular geographic area.

### 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) present in the context of being present at a meeting of any kind includes being present by means of any technology that allows instantaneous communication with other meeting attendees
    - (iv) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes electronic transmission
    - (v) 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
    - (vi) signature and signed include any accepted form of electronic signature
    - (vii) vote or voting include any means of voting, including electronic voting
- this Constitution includes its schedules and annexures.