

**CONSTITUTION
OF
GEOSPATIAL COUNCIL OF
AUSTRALIA LIMITED**

ACN 135 572 815

A COMPANY LIMITED BY GUARANTEE

21 NOVEMBER 2022

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1 STATEMENT OF RECOGNITION

The Geospatial Council of Australia Limited (hereinafter referred to as the Company) recognises the unceded sovereign lands and rights of Aboriginal and Torres Strait Island peoples as the First Peoples of these lands and waters.

First Nations culture and traditions are a rich source of knowledge and discovery. The Company recognises a professional commitment to engage and act meaningfully through reciprocal partnership and relationships with Aboriginal and Torres Strait Islander peoples.

2 PRELIMINARY

2.1 Name and nature of the Company

- (1) The name of the Company is "Geospatial Council of Australia Limited".
- (2) The Company is a public company limited by guarantee.
- (3) Each Member, who may be an Individual or an Organisation, undertakes to contribute an amount not exceeding \$20 to the property of the Company if the Company is wound up:
 - (a) at a time when that person is a Member; or
 - (b) within one year of the time that person ceased to be a Member,for:
 - (c) payment of the debts and liabilities of the Company contracted or incurred before that person ceased to be a Member; and
 - (d) payment of the costs, charges and expenses of winding up the Company.

2.2 Replaceable rules

The replaceable rules in the *Corporations Act* do not apply to the Company to the extent that they are inconsistent with this Constitution.

2.3 Objects

- (1) The objects for which the Company is established are:
 - (a) to be the peak geospatial body representing, supporting and advocating on behalf of Members and the Industry;
 - (b) to develop, maintain and/or promote technical standards for the Industry;
 - (c) to set the standards for and maintain the professional conduct of Members who work in the Industry;
 - (d) to create a greater public awareness of the benefits and essential role of the Industry and of those operating within it;
 - (e) to keep Members informed of best practice, global trends and issues critical to the Industry;
 - (f) to undertake professional development and any activity that assists Members or advances the interests of its Members or the Company generally;
 - (g) to recognise and celebrate excellence within the Industry.
- (2) In fulfilling these objects, the Company:
 - (a) must take an interest in legislative, environmental, technological, economic and social matters in order to protect and promote the interests of the Members;

- (b) may affiliate, cooperate or amalgamate with organisations with similar objects; and if amalgamating:
 - (i) receive any gift of property whether subject to any special trust or not for any one or more of the above objects;
 - (ii) transfer all or any part of the property, assets, liabilities and engagements of the Company to anybody with which it is authorised to amalgamate.
- (3) The Company:
 - (a) may only apply the income and property of the Company in promoting the objects of the Company; and
 - (b) must not subscribe to, support with its funds, or amalgamate with, any organisation which does not, to the same extent as this Constitution, restrict the application of its income and property and prohibit the making of distributions to its members.

2.4 No distribution to Members

- (1) Subject to clause 2.4(2), the Company must not make any distributions to any Members, whether by way of dividend, surplus on winding up or otherwise.
- (2) Clause 2.4(1) does not prevent the Company, with the approval of the Board acting in good faith, paying:
 - (a) reasonable remuneration to any officer or Director of the Company as determined by best practice governance and within the financial means of the Company;
 - (b) reasonable remuneration in consideration for services rendered or goods supplied by a Member to the Company in the ordinary course of business;
 - (c) interest, at a reasonable rate, on money borrowed by the Company from a Member;
 - (d) reasonable rent for premises leased to the Company by a Member;
 - (e) out-of-pocket expenses incurred by a Member for, or on behalf of, the Company; or
 - (f) any other reasonable amount paid to a member of a similar character to those described in this clause 2.4(2).

2.5 Definitions

In this Constitution:

Affiliated Entity means an organisation that directly or indirectly controls another entity, or is directly or indirectly controlled by another entity, or which is under common control alongside another entity;

AGM means the Annual General Meeting of Members;

Board of Directors or **Board** means the board of management of the Company which is constituted by the persons who hold office as Directors, from time to time;

By-laws means the By-Laws of the Company prescribed, adopted or amended by the Directors from time to time in accordance with this Constitution;

Business Day means a day except a Saturday, Sunday or public holiday anywhere in the Commonwealth;

Chair or **President** means a person elected to Chair the Board proceedings in accordance with clause 6 of this Constitution;

Chief Executive Officer or **CEO** means the person appointed in accordance with this Constitution to the office of Chief Executive Officer, being an employee (whether full-time or part-time) of the Company or an Affiliated Entity of the Company;

Code of Ethics means the principles which influence the decisions taken by the Board and Members;

Code of Conduct means the standards of practice that Members agree to adhere to;

Commonwealth means the Commonwealth of Australia and its external territories;

Company means Geospatial Council of Australia Limited;

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time;

Director means a Director of the Company for the time being;

Expulsion Event means a resolution carried by all of the Directors and not less than three quarters of all the Directors entitled to vote is to the effect that a Member:

(a) is not a person of good fame and character; or

(b) has acted or is likely to act or continue to act in a way that is prejudicial or contrary to the objects, interests or reputation of the Company or its Members;

Fee means a fee, subscription or levy payable by Members in accordance with this Constitution or the By-Laws;

Geospatial means the accurate knowing of 'where' which includes those disciplines of surveying (cadastral, engineering, mining and hydrographic surveying), geodesy, cartography and spatial analytics using the technologies of geographic information systems, global navigation satellite systems, remote sensing, earth observation and multi-dimensional scanning systems from satellite, airborne and terrestrial platforms, artificial intelligence, virtual reality and other emerging technologies applied to the knowledge or visualisation of location of objects and their relationships to other objects;

Individual Member means a natural person;

Industry means the provision of geospatial services or products and aligned activities;

Instrument means a formally executed written document creating or recording some legal right, liability or contractual relationship;

Legal Costs, of a person, means legal costs incurred by that person in defending an action for a Liability of that person;

Liability, of a person, means a liability incurred by that person as an officer or Director of the Company or an Affiliated Entity of the Company;

Member means an Individual Member or an Organisation Member whose name is entered in the Register as a member of the Company;

Organisation Member means a company, government organisation, education and/or research organisation, including schools, or a not for profit non-government organisations;

Prescribed Notice means the Prescribed Period of notice or any shorter period of notice for a meeting allowed under the Corporations Act;

Prescribed Period means 21 days;

Register means the register of Members kept under the Corporations Act;

Relevant Officer means a person who is, or has been, a Secretary, a Chief Executive Officer, a Director or an officer of the Company;

Representative means a representative of a Member appointed or nominated by the Member to act as the Member's representative for the purposes of this Constitution;

Secretary means the company secretary of the Company for the time being;

Term means the term of office of each Director (other than the Chief Executive Officer), being a period commencing on the date that the Director takes office and terminating on the date that the Director retires or ceases as a Director of the Company.

2.6 Interpretation

- (1) In this Constitution:
 - (a) a reference to a meeting of Members includes a meeting of any class of Members;
 - (b) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy or attorney; and
 - (c) a reference to a notice or document in writing includes a notice or document given by email or another form of written communication.
- (2) In this Constitution, headings are for convenience only and do not affect interpretation, and unless the context indicates a contrary intention:
 - (a) words importing the singular include the plural (and vice versa);
 - (b) words indicating a gender include every other gender;
 - (c) the word **person** includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership, and a trust;
 - (d) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning; and
 - (e) the word **includes** in any form is not a word of limitation.
- (3) Unless the context indicates a contrary intention, in this Constitution:
 - (a) a reference to a clause or a Schedule, is to a clause or a Schedule of this Constitution;
 - (b) a reference in a Schedule to a paragraph is to a paragraph of that Schedule;
 - (c) a Schedule is part of this Constitution; and
 - (d) a reference to this Constitution, is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time.
- (4) Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, By-Laws, regulations, rules and statutory instruments (however described) issued under it.
- (5) Unless the context indicates a contrary intention, in this Constitution:
 - (a) an expression that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision; and
 - (b) an expression that is defined in section 9 of the Corporations Act has the same meaning as in that section.

2.7 Exercise of powers

Subject to the Corporations Act, where this Constitution confers a power or imposes a duty, then, unless the contrary intention appears, the power may be exercised and the duty shall be performed, from time to time, as the occasion requires.

2.8 Severing invalid provisions

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, that does not affect or impair:

- (1) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
- (2) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.

3 MEMBERS

3.1 Classes of membership

- (1) There shall be the following classes of membership in the Company:
 - (a) Individual Members; and
 - (b) Organisation Members.
- (2) Subject to the Corporations Act, the Board may, from time to time determine the categories of membership within each class and the rights (other than voting rights) and obligations (including Fees) attaching thereto.

3.2 Eligibility for membership

A Member must meet eligibility criteria to be determined by the Board from time to time for a category of Individual Members or a category of Organisation Members as the case may be.

3.3 Applications for membership

- (1) If a person wishes to become a Member of the Company, they must apply for membership in accordance with this clause 3.3.
- (2) An application for membership of the Company must:
 - (a) be in the form prescribed by the Board from time to time;
 - (b) specify the class and category of membership being applied for by the applicant;
 - (c) include an acknowledgement by the applicant:
 - (i) they satisfy all eligibility criteria to be eligible as a Member for the category applied for and will notify the Company if that situation changes so as to make them ineligible;
 - (ii) agreeing to assume the liability to pay the member guarantee amount;
 - (iii) undertaking to support the objects of the Company;
 - (iv) undertaking to comply with the Constitution of the Company; and
 - (v) undertaking to comply with the Code of Ethics as amended from time to time; and
 - (d) be accompanied by any membership Fee payable pursuant to clause 3.4.
- (3) On payment of the required Fee, the membership officer must enter the applicants name, address and class of membership in the register, upon which the applicant becomes a Member.

3.4 Fees

The Company may require the payment of Fees, including an annual membership Fee, by Members in the amounts (including amounts differing between and within classes and categories) and at the times and in the manner as the Board resolves.

3.5 Recognition

The Company may issue to each Member, free of charge, recognition of membership in a format as determined by the Board.

3.6 Voting rights

- (1) Individual Members are entitled to one vote, with the exception of affiliates and students who do not receive voting rights.
- (2) Organisation Members are entitled to one vote per Organisation with the exception of schools who do not receive voting rights.

3.7 Member benefits

The Board may determine from time-to-time any additional rights attached to each membership class, or the categories within, with the exception of changes to voting rights as set out in clause 3.6.

3.8 No transfers

The rights of being a Member are not transferable whether by operation of law or otherwise.

3.9 Special Levy

If any matter arises which in the opinion of the Board affects the interests of the Company or of its Members and which involves any unusual expenditure or commitments, the Board is empowered to levy the Members on such basis as they may consider just and equitable and fix the method of payment provided that in any one financial year such levy or levies must not exceed an amount equal to the annual membership Fee of that Member unless first approved by a general meeting of the Members.

3.10 Failure to pay Fees

If any Member fails to pay Fees within 90 days after notice of the Fee, the Member may attend but not take part in any proceedings of the Company unless the Board extends the time for payment or waives the requirement to pay.

3.11 Interest

- (1) A Member must pay to the Company:
 - (a) interest at the rate reasonably determined by the Board on any Fees which are not paid on, or before, the time appointed for payment, from the time appointed for payment to the time of the actual payment; and
 - (b) expenses incurred by the Company because of the failure to pay, or late payment of, that amount.
- (2) The Board may waive payment of all or any part of an amount payable under clause 3.12(1).

3.12 Ceasing to be a Member

A person will cease to be a Member:

- (1) on the date of death, bankruptcy or insolvency of that Member; or
- (2) if that Member resigns in accordance with clause 3.13; or
- (3) if that Member is expelled or suspended under clause 3.14.

3.13 Member resignation

- (1) A Member may immediately resign as a Member by giving the Company notice in writing stating that they wish to resign.
- (2) Unless the notice provides otherwise, a resignation by a Member takes effect 30 days after the receipt of that notice by the Company.

- (3) A Member who resigns is not entitled to a refund of all or any part of the Fees paid by the Member for the year in which the Member resigns or any other year.

3.14 Expulsion or suspension of a Member

- (1) The Board may resolve to:
 - (a) expel a Member; or
 - (b) suspend a Member:
 - (i) for such period; and
 - (ii) from enjoying such rights and privileges of membership, as the Board may determine; if:
 - (c) an Expulsion Event (other than the non-payment of a Fee) occurs in respect of the Member; and
 - (d) the Company gives that Member at least 10 Business Days' notice in writing:
 - (i) stating the Expulsion Event and that the Member is liable to be expelled; and
 - (ii) informing the Member of their right under clause 3.14(3) (a).
- (2) The Board may resolve to expel a Member if the Member does not pay a Fee within 90 days after the due date for its payment.
- (3) Before passing any resolution under clause 3.14(1), the Board:
 - (a) must allow the Member to give to the Board, either orally or in writing, any explanation or defence of the Expulsion Event; and
 - (b) may resolve to adopt other procedures to aid the resolution of complaints against the Member, including the appointment of complaints committees and mediators.
- (4) Where a resolution is passed under clauses 3.14(1), 3.14(2) or 3.14(3) the Company must give the Member, notice ("Discipline Notice") in writing of the expulsion or suspension or other procedures, within 10 Business Days of the resolution.
- (5) A resolution under clauses 3.14(1), 3.14(2) or 3.14(3) takes effect on the date of the resolution.
- (6) The Board may reinstate an expelled Member on any terms and at any time as the Board resolves, including a requirement that all amounts due but unpaid by the expelled Member are paid.

4 PROCEEDINGS OF MEMBERS

4.1 Who can call meetings of Members

- (1) Subject to the Corporations Act, the Board may call a meeting of Members at a time and place as the Board resolves.
- (2) The Board must call and arrange to hold a general meeting on the request of Members made in accordance with the Corporations Act.
- (3) The Members may call and arrange to hold a general meeting as provided by the Corporations Act.

4.2 Annual General Meeting

- (1) The Company must hold an AGM if required by, and in accordance with, the Corporations Act.
- (2) The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:

- (a) the consideration of the annual financial report, the Directors' report and the auditor's report for the Company;
- (b) the appointment of the auditor of the Company; and
- (c) the fixing of the remuneration of the auditor of the Company.

4.3 How to call meetings of Members

- (1) The Company must give not less than the Prescribed Notice of a meeting of Members.
- (2) Notice of a meeting of Members must be given to each Member, each Director, and the existing auditor of the Company.
- (3) Subject to clause 4.1(1), a notice of a meeting of Members must:
 - (a) set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) meetings may be held exclusively by video conferencing if the Board determines that is the most practical means as long as the technology used to facilitate the meeting is clearly set out;
 - (c) state the general nature of the business of the meeting; and
 - (d) set out or include any other information or documents specified by the Corporations Act.
- (4) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid if either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.

4.4 Right to attend meetings

Each Member and the existing auditor of the Company is entitled to attend any meetings of Members. Subject to this Constitution, each Director is entitled to attend and speak at any meetings of Members.

4.5 Meeting at more than one place

- (1) A meeting of Members may be held in two or more places linked together by any technology that:
 - (a) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
 - (b) enables the Chair to be aware of proceedings in each place; and
 - (c) enables the Members in each place to vote on a show of hands and on a poll.
- (2) If a meeting of Members is held in two or more places under clause 4.5(1):
 - (a) a Member present at one of the places is taken to be present at the meeting; and
 - (b) the place of the meeting is deemed to be the location of the Chair, unless the Chair determines otherwise.

4.6 Quorum

- (1) Subject to clause 4.6(5), a quorum for a meeting of Members is at least 20 Members entitled to vote at that meeting.
- (2) In determining whether a quorum for a meeting of Members is present:
 - (a) where a person is present in person or virtually as a Member and as a proxy or attorney of another Member, that person is counted separately for each appointment provided that there is at least one other Member present; and

- (b) where a person is present as a proxy or attorney for more than one Member, that person is counted separately for each appointment provided that there is at least one other Member present.
- (3) A quorum for a meeting of Members must be present at the commencement of the meeting. If a quorum is present at the commencement of a meeting of Members, it is taken to be present throughout the meeting unless the Chair otherwise determines.
- (4) If a quorum is not present within 30 minutes after the time appointed for a meeting of Members:
 - (a) if the meeting was called under clause 4.1(2) or clause 4.1(3), the meeting is dissolved; and
 - (b) any other meeting is adjourned to the date, time and place as the Board may, by notice to the Members, appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned.
- (5) If a quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members:
 - (a) if there are not less than 10 Members present, they shall constitute a quorum; and
 - (b) otherwise, the meeting is dissolved.

4.7 President to Chair Meetings

- (1) The President shall (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Members.
- (2) If at a meeting of Members:
 - (a) there is no President; or
 - (b) the President is not present within 15 minutes after the time appointed for the holding of a meeting of Members; or
 - (c) the President is present within that time but is not willing to chair all or part of that meeting, the Directors present may, by majority vote, elect another Director or another person present to chair all or part of the meeting of Members.
- (3) Subject to clause 4.7(1), if at a meeting of Members:
 - (a) a Chair of that meeting has not been elected by the Directors under clause 4.7(2); or
 - (b) the President elected by the Directors is not willing to chair all or part of a meeting of Members,the Members present must elect another person, present and willing to act, to chair all or part of that meeting.

4.8 General conduct of meetings

- (1) Subject to the Corporations Act, the Chair of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (2) The Chair of a meeting of Members may delegate any power conferred by this clause to any person.
- (3) The powers conferred on the Chair of a meeting of Members under this clause 4.8 do not limit the powers conferred by law.

4.9 Resolutions of Members

- (1) Subject to the Corporations Act, a resolution is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution.

- (2) Unless a poll is requested in accordance with clause 4.10, a resolution put to the vote at a meeting of Members must be decided on a show of hands.
- (3) A declaration by the Chair of a meeting of Members that a resolution has on a show of hands been passed, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

4.10 Polls

- (1) A poll may be demanded on any resolution at a meeting of Members except:
 - (a) the election of a Chair of that meeting; or
 - (b) the adjournment of that meeting.
- (2) A poll on a resolution at a meeting of Members may be demanded by:
 - (a) at least 3 Members present and entitled to vote on that resolution; or
 - (b) Members with at least 5% of the votes that may be cast on the resolution on a poll; or
 - (c) the Chair of that meeting.
- (3) A poll on a resolution at a meeting of Members may be demanded:
 - (a) before a vote on that resolution is taken; or
 - (b) before, or immediately after, the result of the vote on that resolution on a show of hands is declared.
- (4) A demand for a poll may be withdrawn.
- (5) A poll demanded on a resolution at a meeting of Members must be taken in the manner and at the time and place the Chair directs.
- (6) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- (7) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

4.11 Adjourned, cancelled and postponed meetings

- (1) Subject to the Corporations Act, the Chair must, if the Members present with a majority of votes that may be cast at that meeting agree or direct the Chair to do so, adjourn a meeting of Members to any day, time and place.
- (2) No person other than the Chair of a meeting of Members may adjourn that meeting.
- (3) Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.
- (4) Subject to the Corporations Act and this clause 4.11, the Board may at any time postpone or cancel a meeting of Members by giving notice, not less than 5 Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.
- (5) A general meeting called under clause 4.1(2) must not be cancelled or postponed by the Directors without the consent of the Members who requested the meeting.
- (6) A general meeting called under clause 4.1(3) must not be cancelled or postponed by the Board without the consent of the Members who called the meeting.

- (7) A notice adjourning or postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in two or more places, the technology that will be used to facilitate this).

4.12 Number of votes

- (1) Subject to this Constitution and any rights or restrictions attached to a class of membership, on a show of hands or on a poll at a meeting of Members, every Member present has the number of votes specified in clause 3.6.
- (2) In the case of an equality of votes on a resolution at a meeting of Members, the Chair of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the Chair has in respect of that resolution.
- (3) A Member present at a meeting of Members is not entitled to vote on any resolution if any amount due and payable in respect of that person's membership has not been paid within 90 days after the due date for payment.
- (4) A Member present at a meeting of Members is not entitled to vote on a resolution at that meeting where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (5) The Company must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that person is not entitled to vote on that resolution.
- (6) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member is present in person at that meeting.

4.13 Objections to qualification to vote

- (1) An objection to the qualification of any person to vote at a meeting of Members may only be made:
 - (a) before that meeting, to the Board; or
 - (b) at that meeting (or any resumed meeting if that meeting is adjourned), to the Chair of that meeting.
- (2) Any objection under clause 4.13(1) must be decided by the Board or the Chair of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive.

4.14 Proxies and attorneys

- (1) A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll:
 - (a) in person;
 - (b) by not more than one proxy; or
 - (c) by not more than one attorney.
- (2) A proxy or attorney of a Member need not be a Member.
- (3) A Member may appoint a proxy or attorney for:
 - (a) all meetings of Members; or
 - (b) any one or more specified meetings of Members.
- (4) An instrument appointing a proxy is valid if it is signed, including by electronic signature or electronic lodgement, by the Member making the appointment and contains:
 - (a) the name and address of that Member;

- (b) the name of the proxy or the name of the office held by the proxy; and
 - (c) the meetings of Members at which the proxy may be used.
- (5) The Chair of a meeting of Members may determine that an instrument appointing a proxy is valid even if it contains only some of the information specified in clause 4.14(4).
- (6) An instrument appointing an attorney must be in a form as the Board may prescribe or accept, from time to time.
- (7) Subject to the Corporations Act, the decision of the Chair of a meeting of Members as to the validity of an instrument appointing a proxy or attorney is final and conclusive.
- (8) Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may:
 - (a) agree to a meeting of Members being called by shorter notice than is required by the Corporations Act or this Constitution;
 - (b) agree to a resolution being either or both proposed and passed at a meeting of Members of which notice of less than the Prescribed Period is given;
 - (c) speak on any resolution at a meeting of Members on which the proxy or attorney may vote;
 - (d) vote at a meeting of Members (but only to the extent allowed by the appointment);
 - (e) demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote; and
 - (f) attend and vote at any meeting of Members which is rescheduled or adjourned.
- (9) Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may vote on:
 - (a) any amendment to a resolution on which the proxy or attorney may vote;
 - (b) any motion not to put that resolution or any similar motion; and
 - (c) any procedural motion relating to that resolution, including a motion to elect the Chair of a meeting of Members, vacate the chair or adjourn that meeting.
- (10) The Company must only send a form of proxy to Members in respect of a meeting of Members which provides for the Member:
 - (a) to appoint a proxy of the Member's choice, but may specify who is to be appointed as proxy if the Member does not choose; and
 - (b) to vote for or against each resolution and may also provide for the Member to abstain from voting on each resolution.
- (11) If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is:
 - (a) the person specified by the Company in the form of proxy in the case where the Member does not choose; or
 - (b) if no person is so specified, the Chair of that meeting.
- (12) A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a meeting of Members but, unless specified, the proxy or attorney may vote as he or she thinks fit.

- (13) An appointment of proxy or attorney for a meeting of Members is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time scheduled for commencement of that meeting (or any adjournment of that meeting, unless the adjourned meeting is held within 48 hours of the original meeting).
- (14) Unless the Company has received notice in writing before the time scheduled for the commencement or resumption of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy or attorney is, subject to this Constitution, valid even if, before the person votes, the appointing Member:
- (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the appointment of that person; or
 - (d) revokes the authority under which the person was appointed by a third party.

5 DIRECTORS

5.1 Inaugural Board

- (1) The inaugural Board will be comprised of 5-9 Directors comprising
- (a) a designated chair who shall serve as President;
 - (b) the existing President of the Company and the Chair of the Spatial Industries Business Association & Geographic Information Technology Association (SIBA|GITA), who shall both serve as Deputy-Presidents, one of whom shall serve a one year term, the other of whom shall serve a 2 year term and if they do not agree on who shall vacate office at the end of year one, they are chosen by lot;
 - (c) one existing Director chosen by the Company and one existing Director from SIBA|GITA, chosen by the SIBA|GITA Chair, one of whom shall serve a one year term, the other of whom shall serve a 2 year term and if they do not agree on who shall vacate office at the end of year one, they are chosen by lot;
 - (d) up to 4 other persons selected by the incoming inaugural Chair of the Board and the existing President of the Company and Chair of SIBA|GITA, of which 2 may be non-Members, one of whom shall serve a one year term, one of whom shall serve a 2 year term and 2 of whom shall serve 3 year terms, and if they do not agree who shall vacate office at the end of year one or year 2, they are chosen by lot.

5.2 Ongoing Board

- (1) There must be:
- (a) not less than 5 Directors; and
 - (b) not more than 9 Directors,
- of which:
- (c) not more than 3 may be appointed by the Board; and
 - (d) the number of elected Directors must always be greater than appointed Directors.
- (2) For elected Director positions:
- (a) the appointment to the office of Director will be undertaken by vote at a general meeting in accordance with the procedure set out in By-laws made for this purpose.

- (b) the term expires at the end of the 3rd AGM after appointment unless terminated sooner under clause 5.6.
- (3) For appointed Director positions the Board:
 - (a) may appoint any eligible person as and when they see fit; and
 - (b) must determine the terms for such appointment, including the term of the position which will be, subject to clause 5.5, no longer than the period to the end of the 3rd AGM after the appointment is made.
- (4) No person may be nominated, appointed or re-appointed as a Director if they have held office as a Director continually since the conclusion of the AGM in the 6 years prior to the relevant year.
- (5) A Director who may not be nominated, appointed or re-appointed as a Director by virtue of clause 5.2(4) becomes eligible again for nomination or appointment once they have not been a Director for at least 10 continuous months.
- (6) When determining whether a Director has held office for 6 years under clause 5.2(4), a break in that Director's period of service which is 10 months or less is to be disregarded, such that the Director's period of service is deemed to be continuous.

5.3 Casual vacancies

In relation to a casual vacancy of an elected position of a Director, the Board may appoint eligible person to fill the position, and such appointee holds office until the end of the next AGM but if otherwise eligible, may stand for election at that AGM.

5.4 Eligibility for Directors

- (1) A person is only eligible for appointment or re-appointment, election or re-election as a Director if they:
 - (a) are an Individual Member or are in the current employ of an Organisation Member; and
 - (b) have been a Member of the Company for at least 12 months prior to the relevant time
 - (c) are eligible to vote at a general meeting at the relevant time;
 - (d) are ordinarily resident in Australia;
 - (e) are not at the relevant time an employee of the Company or any Affiliated Entity of the Company;
 - (f) have been approved as a nominee for Board membership in accordance with the procedure set out in By-laws made for this purpose; and
 - (g) are not otherwise disqualified from holding office under the Corporations Act.
- (2) A person is only eligible to be appointed as a Director by the Board if they:
 - (a) are a natural person;
 - (b) are not otherwise disqualified from holding office under the Corporations Act; and

- (c) are not at the relevant time an employee of the Company or any Affiliated Entity of the Company.

5.5 Vacation of office

In addition to the circumstances prescribed by the Corporations Act, the office of a Director becomes vacant if the Director:

- (1) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (2) becomes bankrupt or insolvent or makes any arrangement or composition with their creditors generally;
- (3) is found by the Board not to be a fit and proper person for the office of Director, including but not limited to being convicted on indictment of an offence and the Directors do not within 1 month after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director;
- (4) is absent from 3 consecutive meetings of the Directors, without the consent of the Directors, unless at the next meeting of the Directors, the Directors decide otherwise;
- (5) in the case of elected Directors, ceases to be eligible in accordance with clause 5.4(1); or
- (6) resigns by notice in writing to the Company.

5.6 Remuneration of Directors

If the Company is in the financial position to do so, and subject to the By-Laws, each Director is entitled to such remuneration (inclusive of superannuation where applicable) and expenses out of the funds of the company as the Board determines, subject to any aggregate limit in respect of a Financial Year that has been fixed by the company in general meeting by a resolution passed by at least 75 percent of the Members present and voting.

5.7 No alternate Directors

A Director is not entitled to appoint an alternate Director.

5.8 Interested Directors

- (1) Subject to clauses 5.4 and 5.5(6), a Director may hold any other office (other than auditor) in the Company or Affiliated Entity in conjunction with their Directorship and may be appointed to that office upon such terms as to tenure of office and otherwise (provided that the Director may not receive remuneration in that other capacity) as the Board thinks fit.
- (2) A Director is not disqualified merely because of being a Director from contracting with the Company in any respect including, without limitation any of the following:
 - (a) selling any property to, or purchasing any property from, the Company;
 - (b) guaranteeing the repayment of any money borrowed by the Company for a commission or profit; or
 - (c) acting in any professional capacity (other than auditor) on behalf of the Company.

- (3) No contract made by a Director with the company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.
- (4) No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.
- (5) The Board may make regulations requiring the disclosure of interests that a Director, and any person deemed by the Board to be related to or associated with the Director, may have in any matter concerning the company or an Affiliated Entity and any regulations made under this Constitution will bind all Directors.

5.9 Powers and duties of Directors

- (1) The Directors are responsible for managing the business of the Company and may exercise to the exclusion of the company in general meeting all the powers of the company which are not required, by the Corporations Act or by this Constitution, to be exercised by the company in general meeting.
- (2) The Directors may:
 - (a) appoint or employ any person to be an officer, agent or attorney of the company for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for such period and upon such conditions as they think fit;
 - (b) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (c) subject to any contract between the company and the relevant officer, agent or attorney and any applicable industrial law, remove or dismiss any officer, agent or attorney of the company at any time, with or without cause.
- (3) A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the Directors think fit.

6 PROCEEDINGS OF DIRECTORS

6.1 Proceedings of Directors

- (1) The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (2) Unless the Board unanimously resolves otherwise, the Board must meet at least 3 times per year.
- (3) The contemporaneous linking together by telephone or other electronic means (allowing reasonable interaction between them) of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors and all the provisions in this Constitution relating

to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.

- (4) A Director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (5) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chair of the meeting provided that at least 1 of the Directors involved was at that place for the duration of the meeting.

6.2 Convening of meetings of Directors

- (1) The Chair or any 2 or more Directors may, whenever they think fit, convene a meeting of the Directors.
- (2) The secretary must, when requested by the Chair or on the requisition of any 3 Directors, convene a meeting of the Directors.

6.3 Quorum at meetings of Directors

- (1) No business may be transacted at a meeting of Directors unless a quorum of Directors is present during the time the business is dealt with.
- (2) A quorum consists of the greater of:
 - (a) 4; and
 - (b) the number of Directors equal to half the number of Directors in office at the relevant time (rounded-up) if the number of Directors in office at the relevant time is an odd number), plus 1 Director,

present at the meeting of Directors.

- (3) If there is a vacancy in the office of a Director then, subject to clause 6.3(4), the remaining Director or Directors may act.
- (4) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors determined under this Constitution, the remaining Director or Directors must act as soon as possible:
 - (a) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or
 - (b) to convene a general meeting of the company for that purpose,

and, until that has happened, must only act if and to the extent that there is an emergency requiring them to act.

6.4 Chair

- (1) The Directors:

- (a) must elect one of the Directors to the office of Chair at the first meeting of the Directors following an AGM for the period to the next AGM or such other shorter period as they may decide; and
- (b) The elected Chair becomes the President of the Company.
- (2) If an election to the office of Chair is tied more than once for the same candidates, the Chair must be determined by lot.
- (3) No person may be elected Chair for more than a cumulative, whether or not consecutive, 6 years.
- (4) The Chair has such powers and duties as set out in this Constitution and as determined by the Directors.
- (5) The Chair must (if present within 10 minutes after the time appointed for the holding of the meeting and willing to act) preside as chair at each meeting of Directors.
- (6) If at a meeting of Directors:
 - (a) there is no Chair;
 - (b) the Chair is not present within 10 minutes after the time appointed for the holding of the meeting; or
 - (c) the Chair is present within that time but is not willing to act as chair of the meeting,the Deputy-President must, if present and willing to act, preside as chair, failing which the Directors present must elect one of themselves to chair the meeting.
- (7) Despite anything in clause 6.4(6), if the Chair and/or Deputy-President later attends a meeting of Directors, the more senior of them from time to time who is willing to act must take over as chair of the meeting.

6.5 Deputy-President

- (1) The Directors:
 - (a) must elect one of the Directors to the office of Deputy-President at the first meeting of the Directors following an AGM for the period to the next AGM or such other shorter period as they may decide; and
 - (b) may choose to elect two Deputy-Presidents one of whom must be the senior Deputy-President and the other the junior Deputy-President.
- (2) The Deputy-President has such powers and duties as set out in this Constitution and as determined by the Directors.

6.6 Decisions of Directors

- (1) A meeting of Directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.

- (2) Questions arising at a meeting of Directors are to be decided by a majority of votes cast by the Directors present and any such decision is for all purposes a determination of the Directors.
- (3) Other than in relation to an election of the Chair under clause 6.4(1)(a), in the case of an equality of votes upon any proposed resolution, the chair of the meeting, in addition to their deliberative vote, has a casting vote.

6.7 Written circulating resolutions

The Board may pass a resolution without a meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement are identical in each copy. The resolution is passed when the last Director signs.

6.8 Committees

- (1) The Board:
 - (a) may establish a committee or committees:
 - (i) consisting of such number of Directors (being at least 1) as they think fit (but the Chair may not be a member of any audit or similar committee);
 - (ii) consisting of such non-Directors and non-members as they think fit;
 - (iii) the chair of which must be a Director unless the Board determines otherwise; and
 - (iv) with such persons including non-Directors and non-members as observers, as they think fit.
 - (b) must set the terms of reference for any committee it establishes.
- (2) Any:
 - (a) employee of the company or an Affiliated Entity who is a member of a committee may not vote on that committee; and
 - (b) non-Director or non-Member who is a member of a committee may only vote on that committee if the relevant terms of reference permits.
- (3) The Directors may, in the relevant terms of reference or by resolution, delegate any of their powers to a committee or committees.
- (4) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.
- (5) The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee.
- (6) Notwithstanding clause 6.8(1)-(5), the Board may establish such other committees for the purpose of furthering the interests of the Company and the Members comprised of such persons (with or without Directors or members) and on such terms as the Board determines.

6.9 Delegation to individual Directors

- (1) The Directors may delegate any of their powers to one Director.
- (2) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board.

6.10 Validity of acts

An act done by a person acting as a Director or by a meeting of the Board or a committee of Directors attended by a person acting as a Director is not invalidated by reason only of:

- (1) a defect in the appointment of the person as a Director;
- (2) the person being disqualified to be a Director or having vacated office; or
- (3) the person not being entitled to vote,

if that circumstance was not known by the person or the Directors or committee (as the case may be) when the act was done.

7 EXECUTIVE OFFICERS

7.1 Secretaries and other officers

- (1) The Board must appoint at least one secretary.
- (2) The Board may employ officers.

7.2 Provisions applicable to all executive officers

- (1) A reference in this clause 7.2 to an executive officer is a reference to a secretary or officer appointed under clause 7.1.
- (2) The appointment of an executive officer may be for such period, at such remuneration and upon such conditions as the Board thinks fit.
- (3) Subject to any contract between the Company and the relevant executive officer and any applicable industrial law, any executive officer of the Company may be removed or dismissed by the Board at any time, with or without cause.
- (4) The Board may:
 - (a) confer on an executive officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Board) as they think fit;
 - (b) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (c) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.
- (5) An executive officer is not required to be or to qualify for appointment as a Member.

- (6) An act done by a person acting as an executive officer is not invalidated by reason only of:
- (a) a defect in the person's appointment as an executive officer; or
 - (b) the person being disqualified to be an executive officer,
- if that circumstance was not known by the person when the act was done.

7.3 Secretary

- (1) As at the date of adoption of this Constitution, the Secretary is the person specified as company secretary in the ASIC Register.
- (2) A Secretary or Secretaries may be appointed by the Board for any period and on any terms (including as to remuneration) as the Board resolves.
- (3) Subject to any agreement between the Company and a Secretary, the Board may remove or dismiss a Secretary at any time, with or without cause.
- (4) The Board may revoke or vary the appointment of a Secretary.

7.4 Indemnity and insurance

- (1) To the extent permitted by law, the Company must indemnify any Officer against:
 - (a) a Liability of that person; and
 - (b) Legal Costs of that person.
- (2) To the extent permitted by the law, the Company may make a payment (whether by way of advance, loan or otherwise) to an Officer in respect of Legal Costs of that person.
- (3) To the extent permitted by the law, the Company may pay, or agree to pay, a premium for a contract insuring any Officer against:
 - (a) a Liability of that person; and
 - (b) Legal Costs of that person.
- (4) To the extent permitted by law, the Company must enter into an agreement or deed with:
 - (a) every Officer; or
 - (b) a person who is, or has been, an officer of the Company or an Affiliated Entity of the Company,

under which the Company must do all or any of the following:

 - (c) keep books of the Company and allow that officer, and his or her advisers, access to those books on the terms agreed;
 - (d) indemnify that officer against any Liability of that officer;
 - (e) make a payment (whether by way of advance, loan or otherwise) to that officer in respect of Legal Costs of that officer; and

- (f) keep that officer insured in respect of any act or omission by that officer, while an officer of the Company or an Affiliated Entity of the Company, on the terms agreed (including as to payment of all or part of the premium for a contract of insurance).

8 POWERS OF THE COMPANY AND DIRECTORS

8.1 General powers

- (1) Subject to this Constitution, the Company may exercise, in any manner permitted by the Corporations Act, any power which a public company limited by guarantee may exercise under the Corporations Act.
- (2) The business of the Company is to be managed by, or under the direction of, the Board.
- (3) The Board may exercise all the powers of the Company except any powers that the Corporations Act or this Constitution requires the Company to exercise in general meeting.

8.2 Execution of documents

- (1) The Company may execute a document if the document is signed by:
 - (a) 2 Directors; or
 - (b) a Director and a Secretary;
 - (c) a Director and another person appointed by the Directors for that purpose; or
 - (d) delegated representatives appointed by the Board.
- (2) The Board may resolve, generally or in a particular case, that any signature on certificates for membership, or other common use documents specified by the Board, may be affixed by mechanical, electronic or other means.
- (3) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in the manner, and by the persons, as the Board resolves.

8.3 Attorney or agent

- (1) The Board may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves.
- (2) The Board may delegate any of its powers (including the power to delegate) to an attorney or agent.
- (3) The Board may, at any time, revoke or vary:
 - (a) an appointment under Clause 8.3(1); or
 - (b) any power delegated to an attorney or agent.

9 BY-LAWS

- (1) The Board may from time to time prescribe By-Laws of the Company on such matters considered necessary or expedient to give effect to this Constitution, to carry out the purposes of the Company

or for the regulation, management and control of the Company's affairs including but not limited to the following By-Laws:

- (a) Appointment of Directors, both Member and non-Member;
 - (b) Director remuneration;
 - (c) Memberships;
 - (d) Meeting and voting procedures;
 - (e) Committees; and
 - (f) Disciplinary procedures and complaints management.
- (2) By-Laws shall be prescribed, amended, repealed or adopted by the Board in meeting by a majority of no less than two thirds of the Directors present and entitled to vote.
- (3) In the event of any inconsistency between this Constitution and the By-Laws, this Constitution prevails.

10 CODE OF ETHICS

- (1) The Board must submit for adoption by the Members at each AGM:
- (a) a Code of Ethics; and
 - (b) amendments to the Code of Ethics as the need arises.
- (2) Any submission made by the Board under clause 11(1) requires the approval of Members representing at least 75% of the votes entitled to be cast by the Members present in person or by proxy or attorney at a general meeting.
- (3) The Code of Ethics adopted for the time being by the Company is binding upon all Members.

12 COMPLAINTS AND DISCIPLINARY PROCEDURES

- (1) Without limiting the generality of the Board's rights to make By-Laws, the Board may make By-Laws setting out the Company's disciplinary procedures, including in relation to:
- (a) the investigation, handling and resolution of complaints against Members, regulation of the professional conduct of Members, breaches of the Code of Ethics or this Constitution and such other matters as determined by the Board from time to time;
 - (b) establishing one or more bodies that are responsible for administering the Company's disciplinary procedures as determined by the Board from time to time;
 - (c) actions required of Members to assist the Company with any disciplinary procedures; and

- (d) the production of documents, access to documents and premises and the provision of information for the purposes of the Company's compliance, investigation and disciplinary proceedings including regulations for the disclosure of such documents and information (other than those subject to legal professional privilege) during and for the purposes of the conduct of disciplinary proceedings.
- (2) The Board may enter into a memorandum of understanding or other agreement with a dispute resolution scheme with respect to the hearing and determination of complaints against Members and for the exchange of information between the Company and the approved external dispute resolution scheme, and such other matters considered appropriate by the Board.

13 NOTICES

13.1 Notice to Members

- (1) Subject to clause 13.1(2), the Company may give notice to a Member:
 - (a) by hand delivery;
 - (b) by sending it by prepaid post to the address of the Member in the Register or the alternative address (if any) nominated by that Member;
 - (c) by sending it to the electronic address (if any) nominated by that Member; or
 - (d) with the approval, given by special resolution of the Board, by advertisement in accordance with clause 13.1(3).
- (2) If the address of any Member in the Register is not within Australia and that Member does not nominate an alternative address within Australia, unless otherwise specified by the Corporations Act, the Company may (in addition to any method of service specified in clause 13.1(1)) give a notice to that Member by:
 - (a) posting it on the Company's internet website (if any); or
 - (b) advertisement in accordance with clause 13.1(3).
- (3) Any notice allowed to be given by the Company to Members by advertisement is sufficiently advertised if advertised once in a daily newspaper circulating in the States and Territories of Australia.
- (4) A notice sent by prepaid post may be included:
 - (a) separately with; or
 - (b) as part of the text of,any other document sent by prepaid post by the Company to Members.

13.2 Notice to Directors and Committee Members

The Company may give notice to a Director or Committee Member:

- (1) by hand delivery;
- (2) by sending it by prepaid post to the usual residential address of that person or the alternative address (if any) nominated by that person;
- (3) by sending it to the electronic address (if any) nominated by that person; or
- (4) by any other means agreed between the Company and that person.

13.3 Notice to the Company

A person may give notice to the Company:

- (1) by leaving it at the registered office or principal place of business of the Company;
- (2) by sending it by prepaid post to the registered office of the Company;
- (4) by sending it to the electronic address (if any) nominated by the Company for that purpose; or
- (5) by any other means permitted by the Corporations Act.

13.4 Time of service

- (1) A notice sent by prepaid post to an address within Australia is taken to be given:
 - (a) in the case of a notice of meeting, 5 Business Days after it is posted; or
 - (b) in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (2) A notice sent by prepaid post to an address outside Australia is taken to be given:
 - (a) in the case of a notice of meeting, 7 Business Days after it is posted; or
 - (b) in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (3) A notice sent by electronic means is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct electronic address.
- (4) The giving of a notice by prepaid post is sufficiently proved by evidence that the postage was paid and the notice:
 - (a) was addressed to the correct address of the recipient; and
 - (b) was placed in the post.

13.5 Signatures

The Board may decide, generally or in a particular case, that a notice given by the Company be signed by mechanical or other means.

14 WINDING UP

14.1 Transfer of surplus

On a winding up of the Company, the Members must determine one or more companies, associations or institutions whose constitutions:

- (1) require them to pursue only objects similar to those in clause 2.3 and to apply their income in promoting those objects;
- (2) prohibit them from making distributions to their members to at least the same extent as in clause 2.4; and
- (3) if companies, prohibit them from paying fees to their Directors and require their Directors to approve all other payments the companies make to their Directors, to whom the liquidator must give or transfer any surplus on winding up.

14.2 Application to Supreme Court

If the Members fail to make a determination under clause 14.1 within 20 Business Days of the winding up of the Company, the liquidator may make an application to the Supreme Court to make that determination.

15 ACCOUNTS AND AUDIT

- (1) The Board must cause proper accounting and other records to be kept and must ensure the distribution to every Member of copies accompanied by a copy of the Board's report and the auditor's report as required by the Corporations Act.
- (2) The Board may from time to time determine whether and at what times and place and under what conditions or regulations the accounting and other records of the Company are to be open for inspection of Members, subject to the Constitution and the Corporations Act.
- (3) The accounting and other records of the Company must be examined and a report prepared by a registered company auditor in accordance with the Corporations Act.
- (4) The appointment, removal, remuneration, functions, rights, duties and liabilities of such registered company auditor are to be regulated by and be subject to the provisions of the Corporations Act.

16 INSPECTION OF RECORDS

- (1) Subject to the Corporations Act and relevant privacy legislation, the Board shall decide whether and to what extent, and at what time and places and under what conditions, the Register, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than those who are also Directors).

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- (2) A Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Board or by the Company in a meeting of Members.