Candidate Pack for Co-opted Directors

July 2020
**Who we are**
As optometry’s peak professional body, Optometry Australia represents the largest community of optometrists in Australia. Over 80% of all optometrists are our members. For over 100 years we have united the sector to make Australia a world leader in the delivery of vision and eye health services and patient care.

We are 100 per cent owned by our members – no other organisation understands optometry like us or has a more influential voice.

**What we do**
Our vision is excellence in eye and vision care and our mission is to lead, engage and promote optometry, optometrists and community eye health.

Our members benefit from our strong sector leadership, our expert clinical and practice management advice and support, and our member-only comprehensive professional development and networking opportunities.

Our consumer campaigns raise the profile of optometry as a profession, as well as promoting individual members, and their skills, to potential patients.

Our advocacy work at the national and state and territory levels, ensures that our members have a voice in Canberra and wherever it counts. Our organisation is our members’ seat at the table whenever important decisions about optometry and eye health are made.

Our whole-of-career professional indemnity insurance policy is the best for our members, regardless of where or how they work.

**Organisational structure**
We are a federated, not-for-profit organisation, which means that all of our profits are reinvested into services for our members. We’re comprised of a national organisation based in Melbourne which collaborates with five state bodies and a national board which acts as the governing body.

**Links**
- **Website**
  [https://www.optometry.org.au/](https://www.optometry.org.au/)
- **Our People**

**Attachments:**
- Optometry Australia Constitution
- Optometry Australia Shared Strategic Plan
- Optometry Australia Board Protocols
Guide for Candidate Co-opted Director – Optometry Australia

The Optometry Australia Board are bound by the company’s Constitution, the Corporations Act, and adhere to the AICD Code of Conduct and the Optometry Australia Protocols.

Our vision is excellence in eye and vision care and our mission is to lead, engage and promote optometry, optometrists and community eye health.

Our Values
- Forward thinking
- Integrity and respect
- Responsive and accountable
- Strategic vision
- Teamwork

We have attached the Optometry Australia Board Protocols, for reference. We have also included the Board Capability Matrix, highlighting all skills required for a high performing Board.

The following provides key insights and requirements of a Co-opted Director

The National Board exists to create value for grassroots members through the shared Strategic Plan.

The National Board is a strategic governing board. The company has policies that delegate operational responsibility to the CEO and the Board is diligent in working to the parameters that divide governance and operations.

Divisional members contract OA to deliver on the goals of the shared Strategic Plan and the ultimate beneficiaries of the services OA provides are grassroots members. The key to a high performing board is having diverse skills with each director having a clear understanding of the beneficiaries they serve.

Co-opted Directors are appointed by the Board, not the divisional members. They work collectively with the majority Member Director Board, who individually are nominated by the divisional members. The Member Director role is particularly complex, and needs to be understood by Co-opted Directors to ensure a cohesive Board. Optometry Australia is a company limited by guarantee, and as such any director must act in the best interests of the company. National Directors by law must act in the best interests of the National organisation, even if by doing so they may be at odds with one or more divisions (of which they may also be a director of one of those Boards). Member Directors do not represent the division which nominated them, and Member directors who sit on a divisional Board constantly have to manage conflict.

A Co-opted Director should have a strong understanding of managing conflict to fully understand the dynamics of the Board, be able to operate without bias and abide by strict laws of confidentiality. An excellent knowledge of corporate governance underpins the ability for each Co-opted Director to operate in this environment.

Understanding this purpose of Optometry Australia is critical to a Co-opted Director ensuring personal high performance. Conflict and challenges arise if the Co-opted Director endeavours to prioritise the interests of a particular division or divisions, as this may not align with providing value to grass roots members.
For example, when setting the fee that OA charges each division (capitation) the OA Board must align the annual budget with delivering on the goals in the shared Strategic Plan, and value creation for grassroots members. The operational and financial considerations of individual State Divisions do not fall under the remit of the OA Board, and the capitation fee set must focus on the strategic plan and delivering value to the broader membership as a whole. Divisions devolve/delegate power to the National Board. Divisions contract National to deliver services to their members, and the delivery of the services is monitored through the shared Strategic Plan. Divisions have no legal power to instruct the National Board or office on what they should be doing.

A Co-opted Director must understand that they cannot take instruction from a member (division).

The Board operates as a collective. Robust discussions and diverse opinions are welcomed. However, once a decision is made all Board must abide and publicly stand by the decision that has been made. Co-opted Directors must embrace the collective culture.

The collegiate, connected and friendly nature of the optometry profession influences the commitment, passion and culture of the organisation, however, it is secondary to operating at the highest levels of commercial business practice and corporate governance.

It is suggested that for a Co-opted Director to be successful they will need governance experience, as well as prior formal governance training through the AICD or equivalent.

If they have not done any governance training, they are unlikely to meet their obligations to the National Board. Any previous governance training will not negate the need to meet the training requirements noted in the Position Description below. This is endorsed within the Board Policy and Procedure Manual and therefore obligatory for all National Directors.

This is a remunerated position.

**Position Description Director**

Each director of Optometry Australia must act in accordance with the various legislative demands, and Optometry Australia’s Constitution. The overriding obligation is to act in the best interests of the company as a whole.

**Basic Functions**

Before Board meetings:

- Initiate and promote possible agenda items and ensure preparation of any supporting documents in consultation with the President.
- Be conversant with all topical issues relating to or affecting Optometry Australia and the Board.

Relating to Board matters, at the Board meeting or in between Board meetings:

- Through the President, to supervise the affairs and activities of Optometry Australia through regular meetings of the Board and other activities outside formal Board meetings such as teleconferences, out of session Board papers, and stakeholder meetings as required.
• To fully participate in all functions of the Board (as outlined in the Board Policy and Procedures Manual under “Role, responsibilities and functions of the Board”).
• To act honestly and in good faith for the benefit of Optometry Australia.
• Not to use his/her position for the purpose of deriving personal advantage.
• To exercise the degree of skill that may reasonably be expected from a person of his/her knowledge and experience.
• To be aware of the business of Optometry Australia to the degree necessary to fulfill the duties of a director.
• To avoid situations where personal or other interest may conflict with the interest of the company. If unavoidable, fully declare these conflicts in a transparent manner through the President of the Board annually and as they arise.

Following Board meetings:
• Review and provide the President modifications, where necessary, of the minutes of the meeting.
• Review all outcomes and actions and monitor the progress of their implementation.
• Meet reasonable requests from the Board or from the office for opinion, information, documents or decisions by any given deadlines.
• Observe confidentiality of board proceedings, documents and discussions.
• When requested, or whenever possible through opportunity, act as an agent for or representative of the Board and office in the pursuit or conduct of Organisation business.
• Be alert to all avenues and opportunities whereby the influence, promotion and recognition of Optometry Australia may be expanded and to report to the Board on all such avenues and opportunities and initiatives taken. Apart from extraordinary circumstances, initiatives would be taken only after board consideration.
• Gather and forward to the Board and CEO any information that may impact on Optometry Australia and its activities.
• Individually and publicly accept responsibility for all decisions made by the Board.

Qualifications & Experience:
• Have demonstrated exceptional leadership and strategic planning ability or possess such qualities and potential.
• Be available to participate as required in the pursuit of Optometry Australia business.
• Practising Optometric Board members to practise in a manner consistent with the professional standards and ethics set by the Optometry Board of Australia.
• Have adequate confidence and competence as a public speaker.
• Have the ability to research, analyse and discuss issues.
• Be flexible, adaptable and receptive to new ideas whilst remaining objective and committed to the best interests of Optometry Australia and its strategic objectives.
• To be familiar with the policies of Optometry Australia, the duties and responsibilities required of Board members, President, company secretary and
management, and the general management procedures employed at Optometry Australia.

- Directors will have completed a relevant Australian Institute of Company Directors course, either the full course within 5 years and maintained CPD, or a short course within 2 years of joining the Board, or undertake the full AICD course within the first year of their appointment.

Any additional training ought to be discussed with the President prior to committing to additional training.

Commitment to Professional Development:

- Optometry Australia is committed to a high performing Board and has established a Board Performance Committee whose purpose is to oversee all elements of the performance and professional development of the Board. This includes individual and collective performance review processes and the identification of collective and individual professional development initiatives.
Expression of Interest Co-opted Director

Please provide a copy of your CV (including governance education/qualifications), a cover letter that briefly details your interest in the position and a one-page summary that is an overview of specific skills, as follows:

Below is the Capability Matrix we use to assess the skills of our Board and identify any gaps that we wish to address. We do not expect candidates to be highly knowledgeable and proficient in every area. In fact, we expect there will be areas where candidates have no understanding.

We would appreciate a summary of experience, as it relates to the headings under Governance Competence – Directorship, Leadership, Strategy and Risk. A few dot points is all that is required.

Please provide a list of the areas that you consider you have high knowledge and consider yourself proficient. We do not require commentary, simply a list.

We have highlighted in RED specific skills that we have identified as requiring for the Board. Please provide a brief summary of your experience in these areas. Once again, a few dot points are all that is required.

<table>
<thead>
<tr>
<th>Capability Element</th>
<th>Skills/Experience/Knowledge Description</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Governance Competence</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Directorship</strong></td>
<td>Experience in serving on public sector, private sector or not-for-profit boards. Experience in differentiating between strategic oversight and management accountabilities. Experience with developing and implementing governance policies. Demonstrated commitment to champion an organisational purpose.</td>
</tr>
<tr>
<td><strong>Leadership</strong></td>
<td>Experience serving as a Board Chair, Committee Chair, or in other significant positions of leadership.</td>
</tr>
<tr>
<td><strong>Strategy</strong></td>
<td>Experience with Strategic Planning. An understanding of planning frameworks that establish measurable long-term objectives.</td>
</tr>
<tr>
<td><strong>Risk</strong></td>
<td>Experience in the process of identifying principal corporate risks, and implementing measures to ensure management has appropriate risk management systems in place.</td>
</tr>
<tr>
<td>Strategic Corporate Knowledge</td>
<td></td>
</tr>
<tr>
<td>--------------------------------------------------------</td>
<td></td>
</tr>
<tr>
<td><strong>Accounting and Finance</strong></td>
<td></td>
</tr>
<tr>
<td>Understanding of strategic financial management investment, reporting and auditing requirements.</td>
<td></td>
</tr>
<tr>
<td><strong>Legal</strong></td>
<td></td>
</tr>
<tr>
<td>Experience in overseeing legislation compliance, including knowledge of governance, constitutional, corporate, risk and contractual matters.</td>
<td></td>
</tr>
<tr>
<td><strong>Human Resources</strong></td>
<td></td>
</tr>
<tr>
<td>Experience with CEO recruitment, performance management and HR obligations and/or experience in senior management roles.</td>
<td></td>
</tr>
<tr>
<td><strong>Marketing and Communications</strong></td>
<td></td>
</tr>
<tr>
<td>Experience in results driven marketing and communication activities.</td>
<td></td>
</tr>
<tr>
<td><strong>Industry Awareness</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Optometry Sector</strong></td>
<td></td>
</tr>
<tr>
<td>Understanding of stakeholder dynamics and needs of the optometric sector.</td>
<td></td>
</tr>
<tr>
<td><strong>Stakeholder Management</strong></td>
<td></td>
</tr>
<tr>
<td>Understanding of accountabilities and challenges / dealing with external stakeholders.</td>
<td></td>
</tr>
<tr>
<td><strong>Leading Change</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Driving Innovation</strong></td>
<td></td>
</tr>
<tr>
<td>Experience in driving business innovation, considering new models of operating, or introduction of new products, services and to new markets/assisting strategically to build relationships and create opportunities.</td>
<td></td>
</tr>
<tr>
<td><strong>Business Transformation</strong></td>
<td></td>
</tr>
<tr>
<td>Experience or exposure to industries or businesses that have successfully leveraged disruption and strategically adapted to optimise change, though new business models and/or technology.</td>
<td></td>
</tr>
<tr>
<td><strong>Optimising resources</strong></td>
<td></td>
</tr>
<tr>
<td>Experience in leading and supporting raising and allocation of resources, to achieve optimum results consistent with business plans, opportunities and needs of the business.</td>
<td></td>
</tr>
<tr>
<td><strong>Stakeholder Engagement</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Government</strong></td>
<td></td>
</tr>
<tr>
<td>Knowledge of/experience in influencing government strategy and policy development.</td>
<td></td>
</tr>
<tr>
<td><strong>Stakeholder Engagement</strong></td>
<td></td>
</tr>
<tr>
<td>Demonstrated skills in stakeholder engagement, with experience in large scale collaboration. Effective networking skills.</td>
<td></td>
</tr>
<tr>
<td><strong>Strategic Alliances</strong></td>
<td></td>
</tr>
<tr>
<td>Capacity to engage significant corporate, industry and other partners to add significant value in recognition and revenue.</td>
<td></td>
</tr>
</tbody>
</table>
CONSTITUTION

of

OPTOMETRY AUSTRALIA

ACN 004 622 431

Original version adopted at the 2008 AGM, 20 November 2008
Revised at the 2014 AGM, 21 November 2014
Revised at a general meeting in 2015, 31 July 2015
This revised version adopted at a general meeting on 19 July 2019
# TABLE OF CONTENTS

1. NAME OF COMPANY .................................................................................. 6
2. EXCLUSION OF REPLACEABLE RULES .................................................. 6
3. DEFINITIONS ............................................................................................ 6
4. STRUCTURE ............................................................................................... 6
5. OBJECTS ................................................................................................... 6
6. POWERS .................................................................................................... 6
7. INCOME AND PROPERTY OF COMPANY ................................................ 6
   7.1. Limitation on application ........................................................................ 6
   7.2. Divisions not to benefit .......................................................................... 7
   7.3. Payment in good faith ............................................................................. 7
   7.4. Provision of benefit in good faith ......................................................... 7
8. GUARANTEE ............................................................................................... 7
   8.1. Limitation of liability of Divisions .......................................................... 7
   8.2. Guarantee ................................................................................................ 7
9. ADMISSION TO MEMBERSHIP ............................................................... 7
   9.1. Number of Divisions that can be Members of the Company .................. 7
   9.2. Admission ............................................................................................. 7
   9.3. Eligibility ............................................................................................... 7
   9.4. Consideration of Application for Membership ...................................... 8
9.5. Call General Meeting of Divisions ......................................................... 8
9.6. Notification of Decision to Accept Application ....................................... 8
10. RIGHTS AND RESPONSIBILITIES OF DIVISIONS AS MEMBERS .......... 8
    10.1. Compliance with policies ...................................................................... 8
    10.2. Right of membership .......................................................................... 9
    10.3. Appointment of Representative .......................................................... 9
    10.4. Rights and Privileges of Divisions Personal ........................................ 9
11. DISCIPLINARY PROCEEDINGS AGAINST DIVISIONS ....................... 9
    11.1. Board May Recommend that a Division be Disciplined ....................... 9
    11.2. Notice to Divisions ............................................................................. 9
    11.3. General Meeting of Divisions ............................................................. 10
    11.4. Representation at meeting ................................................................. 10
    11.5. Application for readmission as Division ............................................. 10
    11.6. Notice of resolution ........................................................................... 10
    11.7. Removal from register ...................................................................... 10
12. CESSATION OF MEMBERSHIP ............................................................ 10
    12.1. Termination of Membership ............................................................... 10
    12.2. Procedure on termination ................................................................... 11
    12.3. Continuation of financial obligations ................................................ 11
    12.4. No claims ........................................................................................... 11
    12.5. No representations as to membership ............................................... 11
13. MEMBERSHIP FEES .............................................................................. 11
    13.1. Levy of membership fees .................................................................... 11
    13.2. Payment of fees by new Divisions ...................................................... 11
    13.3. Setting of membership fees and terms of payment ............................. 11
    13.4. Suspension of rights of Division .......................................................... 11
14. GENERAL MEETINGS OF DIVISIONS ............................................... 12
    14.1. Annual General Meeting ................................................................... 12
    14.2. Business of Annual General Meeting ............................................... 12
    14.3. General Meetings .............................................................................. 12
    14.4. Calling a General Meeting ................................................................. 12
15. NOTICE OF GENERAL MEETING ........................................ 12
15.1. Notice Period ......................................................... 12
15.2. Change to Constitution ........................................... 13
15.3. Form of Notice ....................................................... 13
15.4. Power to postpone or cancel meeting ......................... 13
15.5. Proceedings not invalidated ...................................... 13
16. CONDUCTING A GENERAL MEETING .......................... 13
16.1. Technology .......................................................... 13
16.2. Quorum ............................................................... 13
16.3. Chair ................................................................. 13
16.4. Adjournment ......................................................... 14
17. VOTES AT GENERAL MEETINGS ............................... 14
17.1. Vote by Divisions ................................................... 14
17.2. Casting Vote ........................................................ 14
17.3. Entitlement to vote .................................................. 15
17.4. Objections ............................................................ 15
18. RESOLUTIONS WITHOUT A MEETING ....................... 15
18.1. Written Resolution ................................................ 15
18.2. Separate Copies .................................................... 15
18.3. Facsimile ............................................................. 15
19. PROXY ................................................................. 15
19.1. Right to appoint ..................................................... 15
19.2. Rights of proxy ....................................................... 15
19.3. Abstention of exercise of vote .................................. 16
19.4. Proxy Limited to Single Meeting .............................. 16
19.5. Suspension .......................................................... 16
19.6. Revocation of Proxy ............................................... 16
19.7. Form ................................................................. 16
19.8. Lodgement of proxy ............................................... 16
20. REPRESENTATIVES .................................................. 16
20.1. Representatives Permitted ....................................... 16
20.2. Qualifications to Power Representatives .................... 17
21. APPOINTMENT AND REMOVAL OF DIRECTORS ........ 17
21.1. Number of Directors .............................................. 17
21.2. Appointment of Member Directors by Divisions .......... 17
21.3. Appointment of Co-opted Directors by the Board ......... 18
21.4. Term of office ....................................................... 18
21.5. Rotation of Member Directors ................................. 19
21.6. Election of President and other office bearers ............ 20
21.7. President of the Company to remain a Director .......... 21
21.8. General provisions relating to cessation of office of Director .................................................. 21
21.9. Removal of President from Office and appointment of replacement .................................................. 21
21.10. Director not to be appointed or removed ................. 21
22. POWERS AND DUTIES OF DIRECTORS .................... 21
22.1. Directors to Oversee .............................................. 21
22.2. General Powers .................................................... 22
22.3. Powers to Recognise Merit ..................................... 22
22.4. Powers to make By laws ......................................... 22
22.5. Powers to make By law may be referred to the Divisions in general meeting ........................................ 22
22.6. Power of Board to appoint President ....................... 22
22.7. Obligation to act in good faith in the best interests of the Company .................................................. 22
23. APPOINTMENT OF CHIEF EXECUTIVE OFFICER BY DIRECTORS .................................................. 22
23.1. Directors may appoint ................................................. 22
23.2. Power may be concurrent or exclusive ....................... 23
23.3. Powers may be varied .................................................. 23
24. PROCEEDINGS OF DIRECTORS ........................................ 23
24.1. Meetings of Directors .................................................. 23
24.2. Quorum for meeting of Directors ................................. 23
24.3. Calling meetings of Directors ....................................... 23
24.4. Notice of Meetings of Directors .................................... 23
24.5. Meetings by using Technology ..................................... 24
24.6. Votes at Meetings of Directors ..................................... 24
24.7. Chairperson and Deputy Chairperson of Directors ....... 24
24.8. Defects in appointment or qualifications of Director .... 24
24.9. Minutes ...................................................................... 25
24.10. Written Resolutions .................................................... 25
25. DELEGATION ................................................................. 25
26. DIRECTORS INTERESTS .................................................. 25
26.1. Contracts Not Voidable .................................................. 25
26.2. Liability to Account ..................................................... 26
26.3. No Disqualification from Contracting ............................ 26
26.4. Beneficial Interest of Directors ...................................... 26
26.5. Director not to be present at Meetings ......................... 26
26.6. Directors permitted to be Officers ................................. 26
27. PAYMENTS TO DIRECTORS ........................................... 26
27.1. Payments to Directors .................................................. 26
27.2. Remuneration of Directors .......................................... 27
28. LOCAL MANAGEMENT ..................................................... 27
29. APPOINTMENT OF ATTORNEYS AND AGENTS .............. 27
29.1. Appointment under Section 127 .................................... 28
29.2. Who may be an Attorney ............................................. 28
29.3. Provisions of Power of Attorney ................................... 28
29.4. Mode of Appointment .................................................. 28
29.5. Sub-delegation ............................................................. 28
30. EXECUTION OF DOCUMENTS .......................................... 28
30.1. Company may have a common seal ............................... 28
30.2. Safe custody of common seal ....................................... 28
30.3. Authority to Use of common seal ................................. 28
30.4. Execution of documents with common seal .................. 28
30.5. Fixture of signature ..................................................... 29
30.6. Execution of documents without using common seal ... 29
31. NOTICES ........................................................................ 29
31.1. Service ....................................................................... 29
31.2. Timing ....................................................................... 29
31.3. Persons entitled to Notice ............................................. 29
32. WINDING UP ................................................................. 30
32.1. General rule ............................................................... 30
32.2. General rule ............................................................... 30
33. INDEMNITY AND INSURANCE ......................................... 30
33.1. Application of this clause .......................................... 30
33.2. Indemnity ................................................................. 30
33.3. Extent of indemnity ..................................................... 30
33.4. Insurance ................................................................. 30
33.5. Savings ................................................................. 31
33.6. Deed ....................................................................... 31
34. ACCESS TO DOCUMENTS .................................................. 31
35. DEFINITIONS AND INTERPRETATIONS ...................... 31
35.1. Definitions ..................................................................... 31
35.2. Interpretation ................................................................. 32
CONSTITUTION OF OPTOMETRY AUSTRALIA

1. NAME OF COMPANY
   The name of the Company is Optometry Australia.

2. EXCLUSION OF REPLACEABLE RULES
   To the extent permitted by law, the sections or sub-sections of the Corporations Act referred to as a replaceable rule in accordance with section 135(1) of the Corporations Act do not apply to the Company unless expressly made applicable to the Company by a provision of this Constitution.

3. DEFINITIONS
   Definitions for words or phrases which have special meanings in this Constitution, and other guides to interpretation of this Constitution, are set out in clause 35.

4. STRUCTURE
   The structure of the Company consists of:
   (a) a Board of Directors;
   (b) Divisions (being the members of the Company); and
   (c) Committees appointed from time to time by the Board.

5. OBJECTS
   The objects of the Company are:
   (a) to unite in one federal organisation, organisations of optometrists in the various States and Territories of Australia to support the delivery of better eye health and vision outcomes for the Australian community; to promote, support, uphold and protect the character, status and interests of the profession of optometry and optometrists;
   (b) to generally promote and advance the education of optometrists in Australia to improve eye care;
   (c) to promote public knowledge of eye health, and eye and vision care;
   (d) to advance unity, fellowship, communication and co-operation between members of the Divisions; and
   (e) to do all such other things as are conducive to the attainment of the objects and the exercise of the powers of the Company.

6. POWERS
   The Company has the legal capacity and powers of a company limited by guarantee set out under section 124(1) of the Corporations Act and may only exercise such powers to:
   (a) pursue its objects in clause 5; and
   (b) do all things incidental or convenient in relation to the exercise of power under paragraph (a).

7. INCOME AND PROPERTY OF COMPANY
   7.1. Limitation on application
   The income and property of the Company however derived must be applied solely towards the furtherance of the Objects.
7.2. **Divisions not to benefit**

Save for clause 7.3, no portion of the income or the property of the Company will be paid, distributed or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Company.

7.3. **Payment in good faith**

Nothing in this Constitution shall prevent the payment in good faith of remuneration to any officers, servants or members of the Company in return for any services actually rendered to the Company nor for goods supplied in the ordinary course of business, nor prevent the payment of interest (at a rate not exceeding the 180 day bank bill rate) on money borrowed from any such person or reasonable and proper rent for premises leased by any such person to the Company.

7.4. **Provision of benefit in good faith**

Nothing in this clause 6 will prevent the provision of any benefit in good faith to a Division for the purposes of the Company as set out in the Objects or any purpose contemplated by this Constitution.

8. **GUARANTEE**

8.1. **Limitation of liability of Divisions**

The liability of Divisions is limited to the liability set out in clause 8.2.

8.2. **Guarantee**

Every Division undertakes to contribute an amount not exceeding $20 to the property of the Company in the event that the Company is wound-up at a time when the Division is a member of the Company or within 1 year after the Division ceases to be a member, if required for:

- (a) payment of debts and liabilities of the Company contracted before that Division ceased to be a member;
- (b) payment of the costs, charges and expenses of winding up the Company; and
- (c) adjustment of the rights of the contributories among themselves.

9. **ADMISSION TO MEMBERSHIP**

9.1. **Number of Divisions that can be Members of the Company**

The maximum number of members of the Company is unlimited.

9.2. **Admission**

The members of the Company will be:

- (a) the Divisions existing at the time that this document takes effect as the Constitution of the Company; and
- (b) any body corporate which the Company, by Special Resolution, admits to membership in accordance with this Constitution and which satisfies the eligibility criteria referred to in clause 9.3.

9.3. **Eligibility**

No applicant shall be eligible to be a member of the Company unless the applicant:

- (a) is a body corporate;
- (b) conducts its activities or provides services that are consistent with and supportive of the Objects;
- (c) has made an application for membership in the form prescribed by the Board from time to time and paid the application fee determined by the Board;
(d) has provided to the Board an up to date copy of its constitution, rules of incorporation or equivalent and such other information as the Board may prescribe;

(e) satisfies the Board that it will implement procedures and policies aimed at ensuring that its members or associates will conduct their activities in a manner that is consistent with the Objects, and the policies and procedures of the Company, and abide by any codes of conduct, policies, charters or by laws of the Company in force from time to time;

(f) has agreed in writing to provide a guarantee of not more than $20 to defray such debts, liabilities, costs, charges and expenses of the Company upon its winding up or dissolution in the form set out in clause 8.2;

(g) has paid to the Company an amount on account of the entrance fee set by the Board (in its absolute discretion) for admission as a member of the Company; and

(h) satisfies such other criteria for membership of the Company as the Board requires.

9.4. Consideration of Application for Membership

At the next meeting of Directors after the receipt of an application for membership by a body corporate who the Company may admit as a Division under this Constitution, the application will be considered by the Board. The Board may resolve to:

(a) recommend to the Divisions the admission of the applicant as a member of the Company or the rejection of the applicant’s application; or

(b) call on the applicant to supply any evidence of eligibility, or further information, that the Board considers reasonably necessary, and thereby defer making any recommendation under paragraph (a) until that evidence or information has been supplied.

9.5. Call General Meeting of Divisions

Where the Board recommends the admission of the applicant the Board must call and arrange to hold a general meeting of the Divisions to consider, and if thought fit to pass as a Special Resolution, a resolution that the applicant be admitted as a member of the Company.

9.6. Notification of Decision to Accept Application

If the Divisions pass a Special Resolution to admit the applicant as a member of the Company, the Chief Executive Officer will send the applicant written notice of the admission and:

(a) the applicant will become a member of the Company with effect from the date that the Special Resolution is passed; and

(b) the Board will cause the Division’s name to be entered in the register of members of the Company.

10. RIGHTS AND RESPONSIBILITIES OF DIVISIONS AS MEMBERS

10.1. Compliance with policies

Each Division existing at the date this document becomes effective as the Constitution of the Company and each other body corporate on being admitted to membership of the Company undertakes and agrees with the Company that so long as the Division is a member of the Company it will:

(a) observe, carry into effect and generally comply with the policies, procedures and rules of the Company as determined by the Board or by the Divisions in general meeting;
(b) implement and carry into effect all resolutions of the Board or the Divisions in general meeting insofar as such resolutions require any act, matter or thing to be done or performed within the State or Territory in which the Division was established or operates;

(c) actively and with all due diligence carry out and perform all such duties within the State or Territory where the Division was established or operates as may be vested in or delegated to it by resolution of the Board or the Divisions in general meeting; and

(d) acknowledge in the Division's constitution or rules its obligation to conform to the requirements of this clause 10.1.

10.2. Right of membership

Subject to the provisions of this Constitution, as a right of membership, Divisions are:

(a) entitled to attend meetings of Divisions;

(b) entitled to vote at meetings of Divisions;

(c) entitled to appoint a person as Member Director in accordance with clause 21.2; and

(d) able to participate in committees of the Company.

10.3. Appointment of Representative

Each Division may exercise its rights under this Constitution by means of a Representative appointed by the Division in accordance with clause 20.

10.4. Rights and Privileges of Divisions Personal

The rights and privileges of every Division will be personal to each Division and will not be transferable by the Division's own act or by the operation of law.

11. DISCIPLINARY PROCEEDINGS AGAINST DIVISIONS

11.1. Board May Recommend that a Division be Disciplined

The Board may recommend to the Divisions that the membership of a Division be forfeited, or recommend to the Divisions that the Division (Defaulting Division) be expelled, suspended, fined or otherwise disciplined if, in the opinion of the Board, the Defaulting Division:

(a) has refused, neglected or failed to comply with this Constitution; or

(b) has conducted itself in a way unbecoming of a Division, or been guilty of conduct prejudicial to the interests of the Company; or

(c) is Insolvent.

Where the Board makes a recommendation under this clause 11.1 the Board must comply with the procedures set out in this clause 11.

11.2. Notice to Divisions

Where the Board makes a recommendation under clause 11.1 the Board must:

(a) call and arrange to hold a general meeting of the Divisions to consider, and if thought fit to pass as a Special Resolution, a resolution adopting the Board’s recommendation and setting out the form and detail of discipline that the Board recommends be imposed; and

(b) with the notice of meeting provide a statement setting out:

(i) all information known to the Board that is material to the decision how to vote on the resolution; and

(ii) the reasons why the Board considers that the Defaulting Division should
be expelled as a member of the Company or disciplined as set out in the resolution; and

(iii) the Defaulting Division’s right to put its case to the other Divisions in the manner set out in clause 11.3(a).

11.3. General Meeting of Divisions

At the general meeting referred to in clause 11.2(a):

(a) the Defaulting Division is entitled to put its case to the other Divisions by:

(i) giving the other Divisions a written statement, not later than 5 Business Days before the date of the general meeting, setting out all information known to the Defaulting Division that is material to the decision how to vote on the resolution, and the reasons why the Defaulting Division considers that the Board’s recommendation and the proposed resolution is not justified in all the circumstances; and

(ii) speaking to the proposed resolution at the meeting;

(b) the Defaulting Division is not entitled to vote at the general meeting on the proposed resolution;

(c) the Defaulting Division is entitled to legal assistance and legal representation at the general meeting at its own cost;

(d) any other Division is entitled to speak to the proposed resolution.

11.4. Representation at meeting

Subject to clause 11.3, the proceedings at a general meeting held under clause 11.3 shall be conducted in such manner as the Board may from time to time prescribe.

11.5. Application for readmission as Division

Any Division expelled from the Company may at any time apply to the Board to be readmitted as a Division.

11.6. Notice of resolution

Where the Divisions pass a Special Resolution at a general meeting that is called and held under this clause 11, the Chief Executive Officer shall as soon as practicable cause to be served on the Defaulting Division a notice in writing setting out the terms of the Special Resolution and what is required of the Defaulting Division as a consequence of the passing of the Special Resolution. The Special Resolution of the Divisions shall be final and conclusive for all purposes. The Defaulting Division must comply with the notice in accordance with its terms.

11.7. Removal from register

If the Divisions resolve at a general meeting that the Defaulting Division’s membership of the Company be forfeited or that the Defaulting Division be expelled as a member of the Company, the Defaulting Division ceases to be a member of the Company with effect from the date that the Special Resolution is passed, its name shall be removed from the Register and it shall from that date cease to have any claim upon or any interest in the funds and property of the Company.

12. CESSATION OF MEMBERSHIP

12.1. Termination of Membership

A Division immediately ceases to be a member of the Company:

(a) if that Division resigns by giving the Chief Executive Officer not less than 6 months’ notice of resignation. The resignation of the Division will be immediately effective at the end of the notice period as set out in the notice of resignation;
(b) if that Division’s membership is forfeited, or the Division is expelled, under clause 11; or
(c) on the dissolution or liquidation of the Division.

12.2. **Procedure on termination**

Upon cessation of a Division’s membership pursuant to clause 12.1, the Chief Executive Officer shall:

(a) note on the Register the date the Division ceased to be a member of the Company; and
(b) notify the Division in writing of that date.

12.3. **Continuation of financial obligations**

A Division whose membership of the Company is terminated or ceases will be liable for all moneys due by that Division to the Company in addition to any sum not exceeding $20 for which the Division is liable under clause 8, and will not be entitled to any refunds by the Company on any fees or other charges paid to the Company by the Division.

12.4. **No claims**

A Division whose membership is terminated or ceases will not make any claim, monetary or otherwise, on the Company, its funds or property except as a creditor of the Company.

12.5. **No representations as to membership**

Any person or body corporate who for any reason ceases to be a Division shall no longer represent themselves in any manner as being a member of the Company.

13. **MEMBERSHIP FEES**

13.1. **Levy of membership fees**

Unless exempted by the Board, each Division must pay an annual membership fee for the period commencing on 1 July each year and expiring on 30 June the next year in accordance with clause 13.3.

13.2. **Payment of fees by new Divisions**

The first subscription payable by Divisions who are admitted as Divisions after the date on which this document comes into effect as the Constitution of the Company will be payable as referred to in clauses 13.1 and 13.3.

13.3. **Setting of membership fees and terms of payment**

(a) The Board will set or vary the annual fee payable by each Division for its membership to the Company at such times as the Board thinks fit in its absolute discretion.

(b) The annual fees are payable at such times and in such manner as determined by the Board.

13.4. **Suspension of rights of Division**

Without prejudice to any of the remedies available to the Company under clause 11, a Division’s rights derived by virtue of its membership of the Company shall be immediately suspended if:

(a) an annual membership fee payable by that Division remains unpaid for 30 days after it becomes due;

(b) the Board passes a resolution that a notice of default be issued to the Division requiring the Division to remedy the default, and directs the Chief Executive Officer to issue that notice on behalf of the Company;
(c) the Chief Executive Officer issues the notice of default to the Division in accordance with that resolution and direction; and

(d) the Division fails to remedy the default in accordance with the notice of default, and shall only be reinstated on payment in full of the annual membership fee the failure of which to pay has resulted in the suspension.

14. GENERAL MEETINGS OF DIVISIONS

14.1. Annual General Meeting

Subject to the law, a general meeting of Divisions shall be held at least once in every calendar year at such time and place as may be determined by the Board. This general meeting shall be called the “annual general meeting” and all other meetings of the Company shall be called “general meetings”. The Company must hold the annual general meeting in accordance with the Corporations Act and this Constitution.

14.2. Business of Annual General Meeting

The business of the annual general meeting shall include the following:

(a) the consideration of the Annual Financial Report, Directors’ Report and Auditors’ Report;

(b) the appointment of the auditor;

(c) the ratification of appointed Directors and the confirmation of Co-opted Directors; and

(d) any other business that the Board determines.

14.3. General Meetings

The Company may hold a general meeting of the Divisions at any time, if the general meeting is called and held in accordance with the Corporations Act and this Constitution.

14.4. Calling a General Meeting

(a) A general meeting may be called at any time by the Board.

(b) The Board must call and arrange to hold a general meeting on the request of not less than two Divisions or when otherwise required by the Corporations Act.

(c) A Division or Divisions may call, and arrange to hold, a general meeting only when permitted by, and then in accordance with, the Corporations Act.

15. NOTICE OF GENERAL MEETING

15.1. Notice Period

Subject to clause 15.2 and the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and on the day for which notice is given) of any general meeting must be individually given to:

(a) each Division entitled to vote at the meeting, and in the case of a general meeting called under clause 11, the Defaulting Division;

(b) each Director;

(c) the Chief Executive Officer in office at the time of the notice, if any; and

(d) the auditor for the time being of the Company.

No other person is entitled to receive notices of meetings of the Divisions.
15.2. **Change to Constitution**

Any notice of a general meeting at which it is proposed to modify or repeal the Constitution must be given to the persons required to be given a notice under clause 15.1 at least 42 days prior to the meeting.

15.3. **Form of Notice**

A notice calling a general meeting:

(a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the Technology that will be used to facilitate this;
(b) must state the general nature of the meeting’s business;
(c) if a Special Resolution is to be proposed at the meeting – set out an intention to propose the Special Resolution and state the resolution;
(d) must specify a place, facsimile number and electronic address for the purposes of proxy appointment; and
(e) if it is a notice to call an annual general meeting, the notice must specify the Member Directors who will retire at the conclusion of the annual general meeting in accordance with clauses 21.4 and 21.5.

15.4. **Power to postpone or cancel meeting**

(a) The Board may postpone or cancel any general meeting whenever it thinks fit (other than a meeting called as a result of a request under clause 14.4(b)).
(b) The Board must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.

15.5. **Proceedings not invalidated**

The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Division or the non receipt of a notice (or form) by any Division does not invalidate the proceedings at or any resolution passed at the general meeting.

16. **CONDUCTING A GENERAL MEETING**

16.1. **Technology**

The Company may hold a general meeting of the Divisions at two or more places at the same time using any Technology that gives the Divisions, as a whole, a reasonable opportunity to participate in the general meeting, or in any other manner permitted by the Corporations Act.

16.2. **Quorum**

(a) A quorum for a general meeting is four Divisions entitled to vote and be present at all times at the meeting.
(b) Business cannot be transacted at a general meeting of the Divisions unless a quorum is present.
(c) If, after 30 minutes from the time set for the general meeting, a quorum is not present, the meeting must be treated as adjourned to the same day in the following week, at the same time and place, or to such other day, time and place as the Chairperson of the meeting may determine. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

16.3. **Chair**

(a) The chairperson, or in the chairperson’s absence, the deputy chairperson, of Board meetings will be the chairperson at every meeting of Divisions.
(b) If there is no chairperson or deputy chairperson, or if neither the chairperson nor the deputy chairperson is present 15 minutes after the time set for the meeting:

(i) the Directors present at the meeting must choose another Director to be chairperson of a general meeting; or

(ii) if no Director is chosen under paragraph (b)(i), the Divisions present at the general meeting must elect a Representative of a Division (who is present at the meeting) to be chairperson for the general meeting.

16.4. Adjournment

(a) The chairperson of a general meeting may adjourn a general meeting to another time and place if a majority of the Divisions who are entitled to vote and are present at the general meeting consent to the adjournment.

(b) The chairperson of a general meeting must adjourn the general meeting if directed to do so by a majority of Divisions who are entitled to vote and are present at the general meeting.

(c) At a general meeting which is resumed after an adjournment, the only business that may be dealt with is business left unfinished at the previous adjourned general meeting.

(d) It is not necessary to give notice of:

(i) a meeting that is to be resumed after an adjournment; or

(ii) the business to be transacted at that meeting,

unless the meeting is adjourned for 30 days or more – in which case, notice must be given as if the meeting were an original general meeting of the Divisions.

17. Votes at General Meetings

17.1. Vote by Divisions

(a) Subject to those provisions of the Corporations Act not excluded in respect of this Constitution by clause 2, a resolution is carried if:

(i) 50% or more of the votes cast on the resolution are in favour of the resolution; and

(ii) 50% or more of the Divisions present and entitled to vote at the meeting are in favour of the resolution,

unless this Constitution or the Corporations Act requires the resolution to be carried as a Special Resolution in which case the resolution must be carried in the manner required for a Special Resolution under this Constitution.

(b) All resolutions put to the vote at a general meeting must be decided either as a resolution under paragraph (a) or as a Special Resolution. Each Division has that number of votes at a general meeting equal to the number of members of the Division at the date of the general meeting as shown in the Company’s records.

(c) The chairperson may determine any dispute about the number of votes to which a Division is entitled and the admission or rejection of a vote. The chairperson’s determination, if made in good faith, will be final and conclusive.

(d) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

17.2. Casting Vote

The chairperson does not have a casting vote in addition to the chairperson’s votes as a proxy, attorney or Representative.
17.3. **Entitlement to vote**
A Division is not entitled to vote at a general meeting if:

(a) the Division’s annual subscription is more than one month in arrears at the date of the meeting; or

(b) the Division’s membership is under suspension in accordance with the provisions of this Constitution at the time the vote is taken (including if the vote is taken at a meeting reconvened following an adjournment).

17.4. **Objections**

(a) An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered its vote.

(b) An objection must be referred to the chairperson of the meeting, whose decision is final.

(c) A vote which the chairperson does not disallow because of an objection is valid for all purposes.

18. **RESOLUTIONS WITHOUT A MEETING**

18.1. **Written Resolution**
If all the Divisions sign a document containing a statement that each of the Divisions is in favour of a resolution set out in the document, the resolution is treated as having been passed at a general meeting of the Divisions held on the day on which the document was signed by the Divisions.

18.2. **Separate Copies**
For the purposes of clause 18.1, separate copies of a document may be used for signing by Divisions if the wording of the resolution and statement is identical in each case.

18.3. **Facsimile**
Any document referred to in this clause 18 may be in the form of a facsimile or electronic transmission.

19. **PROXY**

19.1. **Right to appoint**
A Division who is entitled to attend and cast a vote at a meeting of the Divisions may appoint a person as the Division’s proxy to attend and vote for the Division at the meeting. The proxy need not be a Division.

19.2. **Rights of proxy**
Unless otherwise provided for in the proxy’s appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:

(a) to speak at the meeting to which the proxy’s appointment relates;

(b) to vote on:

(i) any amendment moved to the proposed resolution and on any motion that the proposed resolution not be put or any similar motion; and

(ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
19.3. Abstention of exercise of vote
A proxy may vote or abstain as he or she chooses except where an appointment of the proxy directs the way the proxy is to vote on a particular resolution. Unless otherwise indicated when voting, if a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the same manner.

19.4. Proxy Limited to Single Meeting
If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

19.5. Suspension
A proxy’s authority to speak and vote for a Division at a meeting is suspended while the Division is present at the meeting.

19.6. Revocation of Proxy
A proxy may be revoked at any time by notice in writing by the Division to the Company.

19.7. Form
An appointment of a proxy is valid if it is signed by the Division making the appointment and contains the information required by the Corporations Act for the valid appointment of a proxy. The Board may determine that an appointment of proxy is valid even if it only contains some of the information required by the Corporations Act.

19.8. Lodgement of proxy
(a) The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before the time for holding the meeting or adjourned meeting at which the appointee proposes to vote.

(b) The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
   (i) the Office;
   (ii) a facsimile number at the Office; or
   (iii) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

(c) A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor revoked the proxy or power, unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant meeting or adjourned meeting.

20. REPRESENTATIVES
20.1. Representatives Permitted
Any Division may:
(a) appoint a natural person as a representative to exercise all or any of the powers a Division may exercise in all matters connected with the Company, including in the capacity of the Division’s proxy appointed under clause 19; and

(b) remove a Representative.

A Representative may or may not be a Director. The Division must give the Chief Executive Officer written notice of the appointment of a Representative.
20.2. **Qualifications to Power Representatives**

The appointment of a Representative may set out restrictions on the Representative’s powers.

21. **APPOINTMENT AND REMOVAL OF DIRECTORS**

21.1. **Number of Directors**

(a) There will not be less than three Directors and no more than 11 Directors unless the Company in general meeting by Special Resolution changes the maximum number (collectively referred to as the **Board**).

(b) If the number of Directors is reduced to fewer than three, or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to three (or higher if required for a quorum) for calling a general meeting, but for no other purpose.

21.2. **Appointment of Member Directors by Divisions**

(a) Subject to clauses 21.4, 21.5 and 21.6, each Division that receives a notice of annual general meeting under clause 15.3(e) which sets out that its appointed Member Director will retire at the conclusion of the annual general meeting is entitled to:

(i) appoint one Divisional Member of that Division who is not ineligible to be a director under the Corporations Act to be a Member Director; and

(ii) nominate an alternate Divisional Member of the same Division to be appointed as a Member Director (**Alternate Appointee**) should the Divisional Member referred to in paragraph (a)(i) be elected President, by giving the following documents to the Chief Executive Officer at least 7 days before an annual general meeting:

(iii) written notice from the Division confirming the appointment of the Member Director and nomination of the Alternate Appointee if paragraph (a)(ii) applies; and

(iv) a copy of the consent to act as a Member Director duly signed by each such appointed Divisional Member if he or she is not a Member Director at the time of appointment or nomination.

(b) At the annual general meeting, the Company must table the documents received under paragraph (a) and the Divisions must pass a resolution ratifying the each Division’s appointment of the Member Director in accordance with paragraph (a). For the avoidance of doubt, each Division does not have the right to veto another Division’s appointment of a Member Director.

(c) If a Member Director (**departed Member Director**) ceases to be a Member Director for whatever reason (including, without limitation, by resignation, vacation of office or removal) before the departed Member Director is required to retire from office under this clause 21, the Division that appointed the departed Member Director is entitled to appoint another Member Director (**replacement Member Director**) in place of the departed Member Director. To appoint a replacement Member Direct the Division must give to the Chief Executive Officer written notice of the appointment, accompanied by a consent to act as a Director duly signed by the replacement Member Director. The appointment takes effect on receipt by the Chief Executive Officer of the notice and the consent. For the avoidance of doubt, the appointment does not need to be ratified by a resolution of the Divisions. The replacement Member Director will continue to hold office as a Member Director until required to retire under clause 21.4.

No Division may appoint a Divisional Member of the Division to be another Member Director while a Member Director appointed by the Division in
accordance with this clause 21.2 and 21.4 is a Member Director (sitting Member Director), except where the sitting Member Director is elected as President under clause 21.6, in which case clause 21.6(e) applies.

21.3. Appointment of Co-opted Directors by the Board

(a) The Board may appoint a Co-opted Director by passing a resolution at a Board meeting, but the total number of Co-opted Directors on the Board who are so appointed must not at any time exceed two. For the avoidance of doubt, a person who is elected by the Board as President under clause 21.6(b) is not a Co-opted Director.

(b) At the annual general meeting first occurring after the appointment of a Co-opted Director under paragraph (a), a motion must be put to the Divisions to confirm the appointment of the Co-opted Director for the term of the appointment.

(c) At the annual general meeting referred to in paragraph (b), the Divisions must pass a resolution confirming the appointment of each Co-opted Director in accordance with paragraph (a). For the avoidance of doubt, the Divisions do not have the right to veto the appointment of Co-opted Directors.

(d) A Co-opted Director must either be:
   (i) the Chief Executive Officer; or
   (ii) an individual who satisfies the criteria under paragraph (e).

(e) An individual is eligible to be a Co-opted Director of the Company if he or she:
   (i) has relevant experience and expertise required by the Board;
   (ii) does not have any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of his or her judgment in relation to the Company (for the avoidance of doubt, this criterion does not disqualify an individual from being a Co-opted Director solely because they are a Divisional Member);
   (iii) gives the Company his or her signed consent to act as a director of the Company;
   (iv) is not ineligible to be a director under the Corporations Act; and
   (v) satisfies all other requirements determined by the Board from time to time.

21.4. Term of office

(a) Subject to clauses 21.5 to 21.10:
   (i) a Member Director is elected for a term of three years; and
   (ii) a Co-opted Director is appointed by the Board for a term not exceeding three years,

at the end of which he or she shall retire (term).

(b) Unless otherwise resolved by the Company in general meeting:
   (i) a retiring Member Director is eligible to be re-appointed in accordance with clause 21.2 for another term of three years; and
   (ii) a retiring Co-opted Director is eligible to be re-appointed in accordance with clause 21.3 for another term not exceeding three years,

at the end of which he or she shall retire.

(c) Subject to clause 21.5, a Member Director who has served three consecutive terms is not eligible to be re-appointed as a Member Director for a fourth consecutive term, but may be appointed by a Division as a Member Director in
accordance with clause 21.2 after a period of three years has elapsed since the end of his or her previous term as a Member Director. Subject to clause 21.6, this paragraph (c) does not prevent a person being elected as President, thereby remaining a Director while holding that office.

(d) A Co-opted Director:

(i) must not be appointed for a term if the appointment would mean they will serve consecutive terms totaling more than nine years;

(ii) who has served consecutive terms totaling nine years is not eligible to be re-appointed for a further consecutive term, but may be appointed by the Board as a Co-opted Director in accordance with clause 21.3 after a period of three years has elapsed since the end of his or her previous term as a Co-opted Director.

(e) For the purposes of this clause 21.4, service by a person to fill a vacancy in a Member Director position under clause 21.2(c) for any period will not be treated as a term.

(f) The Company may call for nominations for positions of Directors in such manner as the Board determines from time to time.

(g) The appointment and retirement of Member Directors under this clause 21 shall take effect after the conclusion of the annual general meeting.

21.5. Rotation of Member Directors

(a) At the second annual general meeting after the adoption of the changes to this Constitution at the special general meeting in July 2019, the two Member Directors who are the longest in office:

(i) must each retire as a Member Director at the conclusion of that annual general meeting; and

(ii) cannot be re-appointed as a Member Director in accordance with clause 21.2 until a period of three years has elapsed since their retirement as a Member Director.

(b) At each of the third and fourth annual general meetings after the adoption of the changes to this Constitution at the special general meeting in July 2019, the two Member Directors who are the longest in office:

(i) must each retire as a Member Director at the conclusion of the relevant annual general meeting;

(ii) can be re-appointed by the relevant Division and ratified by the Company as a Member Director in accordance with clause 21.2 for one term of not more than three years (Second Term); and

(iii) cannot be re-appointed as a Member Director in accordance with clause 21.2 until a period of three years has elapsed since the end of their Second Term.

(c) At the fifth annual general meeting after the adoption of the changes to this Constitution at the special general meeting in July 2019, and each annual general meeting thereafter, one third of the Member Directors who are the longest in office (reiring Member Directors) must retire from office at the conclusion of the annual general meeting and, subject to clauses 21.2, 21.4, 21.5 and 21.6, are eligible to be re-appointed as Member Directors.

(d) If it is not possible to identify two Member Directors longest in office for the purposes of this clause 21.5:

(i) where there is one Member Director longest in office, that person must retire from office, and the Board will determine by lot who of the remaining
Member Directors longest in office will retire; and

(ii) where there are more than two Member Directors longest in office, the Board will determine by lot who of the Member Directors longest in office will retire.

(e) Nothing in this Constitution affects the validity of appointment or the term of office of any Director (whosoever described) in office as at the date of adoption of the changes to this Constitution at the special general meeting in July 2019.

21.6. Election of President and other office bearers

(a) A person who holds the office of President of the Company is elected for a term of one year and shall retire as President at the conclusion of the next annual general meeting after his or her election as President. That person is, subject to:

(i) clause 21.6(c), eligible to be re-elected by the Board as President;
(ii) clause 21.2, eligible to be appointed as a Member Director; or
(iii) clause 21.3, eligible to be appointed as a Co-opted Director.

(b) Immediately after each annual general meeting, the new Board must hold a meeting at which the Board elects a President and appoints such other office bearers as the Board considers appropriate.

(c) A person is eligible to be elected to the office of President if he or she is:

(i) a Member Director of the new Board; or
(ii) a Member Director who retired at the conclusion of the immediately preceding annual general meeting (retired Member Director); or
(iii) the person who retired as President at the conclusion of the immediately preceding annual general meeting (immediate past President), as long as that person has not held office as:

(A) a Director of the Company for more than 12 consecutive years; or
(B) the President for more than three consecutive years.

(d) The immediate past President remains a Director until the conclusion of the meeting at which the Board elects a President under paragraph (b), but:

(i) is not entitled to vote at that meeting in elections for the office of President and other office bearers; and
(ii) must retire as a Director if he or she is not elected to the office of President.

(e) If a Member Director whose appointment was ratified at the immediately preceding annual general meeting is elected as President under paragraph (b) (new President):

(i) the Board must, at the Board meeting referred to in paragraph (b), ratify the appointment, as a Member Director, of the Alternate Appointee of the Division that appointed the new President as Member Director; or
(ii) if the Division did not nominate an Alternate Appointee under clause 21.2(a)(ii), the Division must, as soon as practicable after the Board meeting referred to in paragraph (i) appoint a Divisional Member of that Division to be a Member Director by notice in writing to the Chief Executive Officer, accompanied by a consent to act as a Member Director duly signed by the Divisional Member. The appointment takes effect on receipt by the Chief Executive Officer of the notice and the consent. For the avoidance of doubt, the appointment does not need to be ratified by the Divisions.
21.7. **President of the Company to remain a Director**

A person who is elected by the Board under clause 21.6 to the office of President of the Company:

(a) subject to paragraph (b), must remain a Director while President of the Company;

(b) shall, notwithstanding paragraph (a), cease to be President if his or her office of Director becomes vacant under this Constitution or the Corporations Act or they are removed from the office of President under clause 21.9.

21.8. **General provisions relating to cessation of office of Director**

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or this Constitution, the office of a Director becomes vacant if the Director:

(a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(b) resigns his or her office by notice in writing to the Company;

(c) is absent from Board meetings for a period of three consecutive calendar months, unless a majority of the other Directors have not, within 14 days of having been given a notice by the Chief Executive Officer giving details of the absence, resolved that leave of absence be granted;

(d) being the Chief Executive Officer, ceases to be Chief Executive Officer;

(e) being a Member Director appointed by a Division under clause 21.2, ceases to be a Divisional Member of that Division.

21.9. **Removal of President from Office and appointment of replacement**

(a) If the President loses the confidence of the Board, the Board may call and arrange to hold a general meeting of the Divisions to consider, and if thought fit to pass a resolution that the President be removed from office as the President and as a Director of the Company. The meeting must be held on a date not less than two calendar months after the date that the notice of general meeting is given to the Divisions. The Company must:

(i) give the President a copy of the notice of meeting at the same time as, or as soon as practicable after, it is given to the Divisions;

(ii) ensure that the President is aware of, and is permitted to exercise, his or her rights under section 203D; and

(iii) otherwise comply with its obligations under section 203D.

(b) In the event that the Company removes the President under this clause 21.9, the Board shall immediately, on such removal, elect a Member Director to act as President for the balance of the term of the President who has been removed.

(c) The period in office as acting President under paragraph (b) will not be treated as a term as President.

21.10. **Director not to be appointed or removed**

A person cannot be appointed as a Director or removed as a Director except as expressly provided in this clause 21.

22. **POWERS AND DUTIES OF DIRECTORS**

22.1. **Directors to Oversee**

Subject to the Corporations Act (excluding any provision that is a replaceable rule within the meaning of section 135 of the Corporations Act) and to any other provision of this
Constitution, the business of the Company is overseen by and under the direction of the Board.

22.2. **General Powers**

The Board may exercise all the powers of the Company and do all such acts and things which the Company is authorised or permitted to exercise and do and which are not by this Constitution or by the Corporations Act directed or required to be exercised or done by the Company in general meeting.

22.3. **Powers to Recognise Merit**

The Board may by resolution issue to a Divisional Member of a Division who, in the opinion of the Board, has given outstanding service to the Optometry Profession at either State or Federal level or at both levels such recognition of merit as is deemed appropriate.

22.4. **Powers to make By laws**

Subject to clause 22.5, the Board may make, vary, amend, enlarge, revoke or repeal by-laws, policies, rules, procedures and charters which are not inconsistent with this Constitution on all subjects not expressly reserved for the Company in general meeting whether or not the said subjects are amongst its powers expressly conferred by the Constitution including, but not limited to, by-laws regarding the control of members and the powers exercisable by Divisions, including, but not limited to, the prescribing of additional qualifications for admission as a Division and/or admission of applicants as Divisions of the Company or as members of Divisions.

22.5. **Powers to make By law may be referred to the Divisions in general meeting**

Notwithstanding clause 22.4, the Board may in its entire discretion refer any proposal to make vary, amend, enlarge, revoke or repeal by-laws, policies, rules, procedures and charters to be approved and enacted by Special Resolution of the Divisions in general meeting.

22.6. **Power of Board to appoint President**

Should any person elected as President or to other office of the Company resign during his or her term of office the Board may elect a person to act in his or her place for the balance of the term of office, but:

(a) the person elected as acting President must be a **Member Director**; and

(b) the period in office as acting President under paragraph (a) will not be treated as a term as President.

22.7. **Obligation to act in good faith in the best interests of the Company**

Each Director must exercise their powers and discharge their duties in accordance with the Corporations Act, in particular, he or she must act:

(c) in good faith in the best interests of the Company to the exclusion of the interests of all other persons, including but not limited to, the interests of any Division who appointed the Director to the office of Director; and

(d) for a proper purpose.

23. **APPOINTMENT OF CHIEF EXECUTIVE OFFICER BY DIRECTORS**

23.1. **Directors may appoint**

The Board may, upon such terms and conditions and with such restrictions and as they think fit, appoint a Chief Executive Officer and confer upon the Chief Executive Officer any of the powers exercisable by them.
23.2. **Power may be concurrent or exclusive**
Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Board.

23.3. **Powers may be varied**
The Board may at any time withdraw or vary any of the powers so conferred on the Chief Executive Officer.

**24. PROCEEDINGS OF DIRECTORS**

24.1. **Meetings of Directors**
(a) The Board may hold a meeting, adjourn or otherwise regulate their meetings as they think fit.
(b) The Board may include observers at meetings of the Board and may determine that all or part of a meeting be held using Technology.

24.2. **Quorum for meeting of Directors**
(a) The quorum necessary for the transaction of business shall be four Directors.
(b) A meeting of the Board during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under this Constitution for the time being vested in or exercisable by the Board generally.
(c) For the purposes of determining whether a quorum is present, a Director who is present in both his or her own capacity as a Member Director and as a replacement Member Director will be counted only once.
(d) The Directors do not need to be present at the same place to satisfy the quorum requirement.

24.3. **Calling meetings of Directors**
(a) Two Directors may at any time, call a Directors’ meeting.
(b) A Directors’ meeting must be called on at least 48 hours written notice of a meeting to each Director.

24.4. **Notice of Meetings of Directors**
(a) Notice of every Directors’ meeting must be given to each Director.
(b) Notice of a meeting of Directors may be given:
   (i) in writing, by electronic mail to an electronic address or by any Technology; and
   (ii) provided it accords with sub-paragraph (b)(i), in different ways to different Directors.
(c) If notice of a meeting of Directors cannot be given to a particular Director in accordance with paragraph (b), written notice served on:
   (i) the usual residential address of that person;
   (ii) the alternative address of that person notified under the Corporations Act; or
   (iii) such other address (including an electronic address) provided to the Company by that person for the purpose of serving notice on that person, will constitute notice to that person of that meeting for the purposes of this clause 24.4.
(d) It is not necessary to give notice of a meeting of the Board to a Director whom the Chief Executive Officer, when giving notice to the other Directors, reasonably believes to be outside Australia.
24.5. **Meetings by using Technology**

(a) The Board may, as it thinks fit, confer by any Technology.

(b) Notwithstanding that the Directors are not present together in one place at the time of the conference, the resolution passed by the Board at the conference will be deemed to have been passed at a meeting of the Board held on the day on which and at the time at which the conference was held.

(c) The provisions of this Constitution relating to proceedings of Directors apply to the conference to the extent that they are capable of applying, and with all necessary changes.

(d) A Director present at the commencement of the conference will be conclusively presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the conference.

(e) A Director may not leave a meeting held by an instantaneous communication device by disconnecting his instantaneous communication device unless he has previously expressly notified the Chairperson of the meeting of his intention to leave the meeting.

(f) Any minutes of a conference of a type referred to in paragraph (a) purporting to be signed by the chairperson of that conference or by the chairperson of the next succeeding meeting of Directors will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference.

(g) When, by the operation of paragraph (b), a resolution is deemed to have been passed at a meeting of the Board, that meeting will deemed to have been held at such place as is determined by the chairperson of the relevant conference, provided that at least one of the Board who took part in the conference was at that place for the duration of the conference.

24.6. **Votes at Meetings of Directors**

(a) Motions and resolutions arising out of any meetings of the Board will be decided by majority of votes and each Director (including the chairperson) has one vote.

(b) Subject to the Corporations Act, in the case of an equality of votes the chairperson of the meeting of Directors will not have a casting vote.

24.7. **Chairperson and Deputy Chairperson of Directors**

(a) The President for the time being shall be the chairperson of Directors.

(b) The Board may also elect a deputy chairperson who, in the absence of the chairperson at the meeting of the Board, may exercise all the powers and authorities of the chairperson.

(c) The Board may determine the period for which the person elected as chairperson or deputy chairperson is to hold office.

(d) If the Board does not make a determination under paragraph (c), the person concerned will hold office until otherwise resolved by the Board or until the person ceases to be a Director.

24.8. **Defects in appointment or qualifications of Director**

All acts:

(a) done at any meeting of the Board; or

(b) by any person acting as a Director,

will be as valid as if every such person had been duly appointed and every Director was qualified and entitled to vote, notwithstanding that it was afterwards discovered that:
(c) there was some defect in the appointment of a Director or of the person acting; or
(d) any Director was disqualified or not entitled to vote.

24.9. **Minutes**
The Board will cause minutes of:
(a) all proceedings or resolutions of general meetings;
(b) all proceedings and resolutions of meetings of the Board, including meetings of committees of Directors;
(c) all resolutions passed by Divisions without a meeting; and
(d) all resolutions passed by the Board without a meeting of Directors in accordance with this Constitution,
to be duly entered in books kept for that purpose in accordance with the Corporations Act.

24.10. **Written Resolutions**
(a) The Board may pass a resolution without a Directors’ meeting being held if all 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. The resolution is passed when the last Director signs the document.
(b) For the purposes of this clause 24.10, separate copies of a document (including but not limited to an electronic document) may be used for signing by Directors if the wording of the resolution and each copy is identical.
(c) Any document referred to in this clause 24.10 may be in the form of a facsimile or electronic transmission.
(d) This clause 24.10 applies to meetings of a Directors’ committee as if all members of the committee were Directors.

25. **DELEGATION**
(a) The Board may delegate any of their powers, other than those which by law must be dealt with by the Board as a Board, to a committee or committees.
(b) The Board may at any time revoke any delegation of power to a committee.
(c) A committee must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
(d) A committee may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.
(e) Meetings of any committee of Directors will be governed by the provisions of this Constitution, which deal with Directors’ meetings so far as they are applicable and are not inconsistent with any directions of the Board. The provisions apply as if each committee member was a Director.

26. **DIRECTORS INTERESTS**

26.1. **Contracts Not Voidable**
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 avoidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
26.2. **Liability to Account**

No Director contracting with or who has been 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.

26.3. **No Disqualification from Contracting**

A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.

26.4. **Beneficial Interest of Directors**

A Director of a body or entity in which a Director has a direct or indirect interest may:

(a) enter into any agreement or arrangement with the Company;
(b) hold any office or place a profit other than as auditor in the Company; and
(c) act in a professional capacity other than as auditor for the Company,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place a profit and or acting in a professional capacity with the Company.

26.5. **Director not to be present at Meetings**

A Director who has a material personal interest in a matter that is to be considered at a Directors’ meeting must not:

(a) be present while the matter is being considered at the meeting; or
(b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

(c) be counted in determining whether or not the quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
(d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
(e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

26.6. **Directors permitted to be Officers**

A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

27. **PAYMENTS TO DIRECTORS**

27.1. **Payments to Directors**

No payment will be made to a Director of the Company other than payment:

(a) of remuneration in accordance with clause 27.2;
(b) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Board;
(c) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity of Director (for which remuneration
may be paid in accordance with clause 27.2), where the provision of a service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;

(d) of any salary or wage to the Director as an employee of the Company where the terms of employment have been approved by the Board, other than in the capacity of Director (for which remuneration may be paid in accordance with clause 27.2); and

(e) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

27.2. Remuneration of Directors

(a) The remuneration of the Directors of the Company will not:

(i) be more than the aggregate fixed sum which is determined by the Directors; nor

(ii) be by way of a commission on, or percentage of, operating revenue or surplus.

(b) Provided that the aggregate remuneration paid to the Directors does not exceed the aggregate fixed sum determined in accordance with paragraph (a), the Directors will determine:

(i) the amount of remuneration to be paid, or applied for the benefit of; and

(ii) the basis on which (for example, whether by way of salary or as a service fee) and the manner in which remuneration is to be paid to, any Director.

(c) For the purposes of paragraph (b), the remuneration of a Director who is paid by way of a salary or wage includes payments made in connection with the provision of superannuation benefits.

(d) The remuneration of a Director will be deemed to accrue from day to day.

(e) The remuneration of any Co-opted Director (such as a Chief Executive Officer of the Company appointed to the Board under clause 21.3):

(i) will, subject to paragraph (e)(ii) and the provisions of any contract between the Co-opted Director and the Company, be fixed by the Directors; and

(ii) may be by way of salary only, but will not be by way of commission on, or percentage of, operating revenue or surplus.”

28. LOCAL MANAGEMENT

(a) The Board may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

(b) Without limiting paragraph (a), the Board may:

(i) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and

(ii) delegate to any person appointed under sub-paragraph (b)(i) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution,

on any terms and subject to any conditions determined by the Board.

(c) The Board may at any time revoke or vary any delegation under this clause 28.

29. APPOINTMENT OF ATTORNEYS AND AGENTS
29.1. **Appointment under Section 127**

The Board may from time to time by resolution or power of attorney executed in accordance with Section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:

(a) for the purposes;
(b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
(c) for the period; and
(d) subject to the conditions, determined by the Board.

29.2. **Who may be an Attorney**

Without in any way limiting clause 29.1, an appointment by the Board of an attorney or agent of the Company may be made in favour of:

(a) any member of any local board established under this Constitution;
(b) any company;
(c) the members, directors, nominees or managers of any company or firm; or
(d) any fluctuating body or persons whether nominated directly or indirectly by the Board.

29.3. **Provisions of Power of Attorney**

A Power of Attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board think fit.

29.4. **Mode of Appointment**

The Board may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.

29.5. **Sub-delegation**

An attorney or agent appointed under this clause 29 may be authorised by the Board to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

30. **EXECUTION OF DOCUMENTS**

30.1. **Company may have a common seal**

The Company may have a seal, known as the common seal, on which its name, its Australian Company Number and the words “Common Seal” are engraved (Seal).

30.2. **Safe custody of common seal**

If the Company has a seal the Directors shall provide for the safe custody of the Seal.

30.3. **Authority to Use of common seal**

The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.

30.4. **Execution of documents with common seal**

The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:

(a) two Directors; or
(b) one Director and one Secretary; or
(c) one Director and another person appointed by the Directors for that purpose.
30.5. **Fixture of signature**

The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

30.6. **Execution of documents without using common seal**

The Company may execute a document without using the common seal if the document is signed by:

(a) two Directors; or
(b) one Director and one Secretary; or
(c) one Director and another person appointed by the Directors for that purpose.

A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.

31. **NOTICES**

31.1. **Service**

All notices or other communications required under this Constitution or the Corporations Act must be:

(a) in legible writing and in English addressed;
   (i) if to a Division, to the Division’s address specified in the Register; or
   (ii) if to the Company, to the Office or such other address as from time to time notified by the Board or a person authorised by the Board;

(b) sent to the recipient by hand, telegram, prepaid post (airmail, as to and from a place outside Australia) facsimile or e-mail; and

(c) signed by a person duly authorised by the sender.

31.2. **Timing**

(a) Without limiting any other means by which a party may be able to prove that a notice has been duly received by another party, subject to clause 31.3 a notice will be deemed to be duly received:
   (i) if sent by hand, when left at the address of the recipients;
   (ii) if sent by pre-paid post, one day after the date of posting;
   (iii) if sent by facsimile, upon receipt by the sender of an acknowledgement or transmission report generated by the machine from which the facsimile was sent indicating that the facsimile was sent in its entirety to the recipients facsimile number; or
   (iv) if sent by email, 24 hours of the e-mail being sent, provided that within that period there is no notification of e-mail transmission errors or undeliverability.

(b) If a notice is served by hand, or is received by facsimile or e-mail on a day which is not a Business Day, or after 5.00pm (recipient’s local time) on any Business Day, that notice will be deemed to be duly received by the recipient at 9.00am (recipient’s local time) on the first business day after that date. This provision also applies to receipt of notices of meeting.

31.3. **Persons entitled to Notice**

(a) Notice of every general meeting shall be given in any manner hereinbefore authorised to:
   (i) every Division having a right to attend and vote thereafter except Divisions
who have not supplied to the Company an address for the giving of notices to them;

(ii) the auditor for the time being of the Company; and

(iii) such other person as required by the Corporations Act or this Constitution.

(b) No person other than the persons referred to in this clause 31.3 shall be entitled to receive notice of general meetings.

32. WINDING UP

32.1. General rule
Subject to clause 32.2, where on the winding up of the Company or dissolution of the Company, there is a surplus of assets after satisfying all the Company's liabilities and expenses, the surplus will not be paid or distributed to the Divisions but will be given or transferred to such other institution or company having similar objects to those described in the objects of this Constitution, and is an institution or body and which prohibits the distribution of income, profit or assets to its members and which is exempt from the payment of income tax. Such institution or company will be determined by the Divisions on or before the time of such winding up or dissolution, failing such determination (of which there may be more than one such institution or company in which case the Divisions will determine the assets to be transferred to each) the institution or company shall be determined by application to the Supreme Court in the State of incorporation.

32.2. General rule
The Divisions in making a determination under clause 32.1 may appoint a Division (or Divisions) but only where such appointee continues to have similar objects to those described in the objects of this Constitution, and is a body corporate which prohibits the distribution of income, profit or assets to its members and which is exempt from the payment of income tax.

33. INDEMNITY AND INSURANCE

33.1. Application of this clause
Clauses 33.2 or 33.4 apply to:

(a) each person who is or has been a Director of the Company; and

(b) any other officers or former officers of the Company.

33.2. Indemnity
The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each person to whom this clause 33.1 applies against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Company.

33.3. Extent of indemnity
The indemnity in clause 33.2:

(a) is a continuing obligation and is enforceable by a person to whom clause 33.2 applies even though that person has ceased to be an officer of the Company;

(b) is enforceable without that person having first to incur any expense or make any payment; and

(c) operates only to the extent that the loss or liability in question is not covered by insurance.

33.4. Insurance
The Company may, to the extent permitted by law:

(a) purchase and maintain insurance; or
(b) pay or agree to pay a premium for insurance,

for any person to whom this clause 33.4 applies against any liability incurred by
the person as an officer of the Company where the Directors consider it appropriate to do
so.

33.5. Savings

Nothing in clause 33.2 or 33.4:

(a) affects any other right or remedy that a person to whom those clauses apply may
have in respect of any loss or liability referred to in those clauses; or

(b) limits the capacity of the Company to indemnify or provide or pay for insurance for
any person to whom those clauses do not apply.

33.6. Deed

Without limiting a person’s right under this clause 33, the Company may enter into a deed
agreeing with the person to give effect to the rights of the person conferred by this clause
33 or the exercise of a discretion under this clause, on such terms and conditions as the
Directors think fit, as long as they are not inconsistent with this clause 33.

34. ACCESS TO DOCUMENTS

(a) A person who is not a Director does not have the right to inspect any of the board
papers, books, records or documents of the Company, except as provided by law
or this Constitution, or as authorised by the Directors or by resolution of the
Divisions.

(b) The Company may enter into contracts with its Directors agreeing to provide
continuing access for a specified period after they cease to be a Director to board
papers, books, records and documents of the Company which relate to the period
during which the Director was a Director on such terms and conditions as the
Directors think fit and which are not inconsistent with this clause 34.

(c) The Company may procure that its subsidiaries provide a similar access to board
papers, books, records or documents as that set out in paragraphs (a) and (b).

35. DEFINITIONS AND INTERPRETATIONS

35.1. Definitions

In this Constitution unless the contrary intention appears:

“Alternate Appointee” is defined in clause 21.2;

“Auditor” means the Company’s auditor;

“Board” means the board of Directors of the Company;

“Business Day” means any day on which normal and usual business is performed and
which is not a Saturday, Sunday or public holiday in the State of Victoria;

“Co-opted Director” is defined in clause 21.3;

“Company” means the company limited by guarantee governed by this Constitution;

“Constitution” means the constitution of the Company as amended from time to time;

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

“Director” includes any person occupying the position of Director of the Company;

“Directors” means all or some of the Board acting as a Board;

A Division is “Insolvent” if:

(a) it is (or states that it is) an insolvent under administration or insolvent (each as
defined in the Corporations Act 2001); or
(b) it has had a controller (as defined in the Corporations Act 2001) appointed or is in liquidation, in provisional liquidation, under administration or wound up or has had a receiver or manager appointed to any part of its property; or

(c) it is subject to any arrangement, assignment, moratorium or composition, protected from creditors under any statute or dissolved (in each case, other than to carry out a reconstruction or amalgamation while solvent on terms approved by the Board); or

(d) an application or order has been made (and in the case of an application, it is not stayed, withdrawn or dismissed within 30 days), resolution passed, proposal put forward, or any other action taken, in each case in connection with that person, which is preparatory to or could result in any of (a), (b) or (c) above; or

(e) it is taken under section 459F(1) of the Corporations Act to have failed to comply with a statutory demand; or

(f) it is the subject of an event described in section 459C(2)(b) or section 585 of the Corporations Act; or

(g) it is otherwise unable to pay its debts when they fall due; or

(h) something having a substantially similar effect to any of paragraphs (a) to (g) happens in connection with that Division under the law of any jurisdiction;

“Division” means a member of the Company;

“Divisional Member” is a person who:

(a) awfully practises as an optometrist in a State or Territory of Australia; and

(b) is shown in the Company’s records as a fully paid up member of the Division operating in the State or Territory in which the person practices;

“Member Director” is defined in clause 21.2;

“Objects” means the objects set out in clause 5;

“Office” means the Company’s registered office;

“President” means the president of the Company;

“Register” means the register of Divisions of the Company;

“Representative” means a person appointed as such under clause 20;

“Special Resolution” means, a resolution:

(a) of which notice has been given in accordance with this Constitution;

(b) that has been passed by at least 75% of the votes cast by Divisions entitled to vote on the resolution; and

(c) that has been passed by at least three quarters of the Divisions present and entitled to vote on the resolution; and

“Technology” includes radio, telephone, closed circuit television or other electronic means or telecommunications device for audio or audio-visual communication.

35.2. Interpretation

In this Constitution, unless the contrary intention appears:

(a) one gender includes the other;

(b) words (including defined expressions) importing the singular include the plural and vice versa;

(c) a person includes a body corporate;
(d) words and expressions defined in the Corporations Act have the same meaning in this Constitution;

(e) headings are for ease of reference only and do not affect the construction of this Constitution; and

(f) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether the same or any other legislative authority having jurisdiction).
Lead pillar

Eye health is vital to individual and community health; a strong voice leading the profession will create an ideal environment for the profession to meet community eye health and vision care needs.

Our lead aspiration

By 2021, sustained effort by Optometry Australia and optometrists will position the profession to meet the growing eye health needs of the Australian community.

2021 lead goals

1. Optometric services will be remunerated appropriately as measured by increased Medicare patient rebates and member feedback highlighting increases in non-Medicare examination income.
2. Private Health Insurers will implement rules relating to rebate systems and process consistently across providers and in ways that support billing ease for optometrists.
3. The optometry service market will have expanded for the benefit of the community as measured by increases in the provision of optometric services; expanded scope of practice; and enhanced collaboration between optometrists and hospitals that is resulting in better access for patients and more sustainable systems for managing progressive eye disease.
4. There is an appropriate workforce strategy operating nationally as measured by the removal of optometry from the skilled occupation list; evidence that universities are considering community need in relation to student intake; the implementation of more flexible work arrangements within optometry practices; and collaboration across the sector to take control of the future of optometry within Australia.
5. Our members will be maintaining their high professional standards with static year-on-year AHPRA/OBA notifications and professional indemnity claims; and the introduction of new methodology to capture continuous quality improvement clinical data from members will enable professional standards tracking.
Engage pillar

Optometrists working in all modes of practice are vital in delivering better eye health outcomes for the Australian community.

Our engage aspiration

By 2021, optometrists are equipped and supported to meet the growing eye health needs of the Australian community.

2021 engage goals

(1) The work that we do, and the benefits that we deliver, will be highly valued by optometrists as measured by increased membership engagement and growth in membership numbers, particularly amongst younger cohorts.

(2) We will be engaging with, and be working with both independent and corporate optometry to consider and deliver collaborative strategies and projects that benefit all members and sector growth including enhanced employment opportunities, work life balance and job satisfaction.

(3) We will be delivering quality CPD aligned to what our members want.

Promote pillar

We are an active force for promoting and delivering better eye health outcomes for the whole community.

Our promote aspiration

By 2021, Optometry Australia will be the authoritative voice driving and facilitating the improvement of community eye health and vision care.

2021 promote goals

(1) We will deliver initiatives that build a comprehensive understanding of the role of optometrists amongst the health sector and broad community as measured by:

   a. The delivery of annual education opportunities amongst relevant health disciplines, resulting in increased referrals from such sectors as general practitioners and pharmacists;

   b. Our collaboration with RANZCO;

   c. The number of optometry appointments being generated annually by the Good vision for life campaign; and

   d. Optometry being embedded within relevant referral pathways and guides across primary and state health networks.
Enduring organisation pillar

Our independent and influential organisation makes a real difference in strengthening, supporting and promoting the profession.

Our enduring organisation aspiration

By 2021, Optometry Australia is a nation-wide team working cohesively to support the delivery of better eye health and vision outcomes for the Australian community.

2021 enduring organisation goals

Optometry Australia, in collaboration with the state organisations, will ensure that member fees directly benefit members through the range of services delivered and the advancement of the optometry sector. This will be measured by rigorous financial management, strong governance processes, information sharing, ongoing feedback, cross-federated duplication reduction, resource efficiencies and staff satisfaction.
2018-2021 Shared Strategic Plan

**LEAD**

1.1 Optometric services are remunerated appropriately throughout the sector

1.1.1 Favourable outcomes from the MBS review resulting in increased Medicare patient rebates, by June 2020

1.1.2 Members report an increase in non-Medicare examination income, year on year till June 2021.

1.2 We are working closely with Private Health Insurers for the benefit of our members

1.2.1 A ‘level playing field’ for practitioners in rebate systems and processes regardless of where they work, by June 2021

1.3 The optometry service market has expanded for the benefit of the community

1.3.1 Increase in provision of optometric services under Medicare for 0-4 years olds

1.3.2 Oral therapeutics are on track to be included in scope of practice by 2023, by June 2021

1.3.3 The development of case studies of optometrists and hospitals collaborating to provide integrated care for patients that results in better access for patients and more sustainable systems for managing progressive eye disease

1.4 There is an appropriate workforce strategy operating nationally

1.4.1 The removal of optometry from the skilled migration list, by June 2021

1.4.2 Universities considering ‘community need’ for optometrists as part of student number determination, by June 2021

1.4.3 The development of an innovative model to enhance the opportunities for Members to work to their capacity within family friendly practices, by June 2021

1.5 Our members are equipped to deal with sector evolution and change

1.5.1 Futures Project completed December 2018, and findings embedded in strategy and initiatives, by June 2021

1.6 Our members will maintain their high professional standards

1.6.1 Percentage of optometrists receiving notifications has remained static, year on year through till June 2021

1.6.2 Professional indemnity claim costs have remained static, year on year through till June 2021

1.6.3 We will have a system operating to capture clinical data from members to monitor continuous quality improvement, by June 2021
ENGAGE

2.1.1 Practising optometrists that are members will increase by 5% (Baseline: 82% Public number, 79.5% Capitation number at September 2017), by June 2021

2.1.2 Practising optometrists aged 25-29 and aged 30-34 who are members of will increase by 5%. (Baseline: 25-29 75.8%; 30-34 76.2% at September 2017), by June 2021

2.2 Optometry Australia is the pre-eminent provider of CPD

2.2.1 95% of members are accessing Federation CPD activities, by June 2021

2.2.2 95% of members are accessing 75% of their points from Federation CPD activities, by June 2021

PROMOTE

3.1 The health sector and broad community will have a comprehensive understanding of the role of optometrists

3.1.1 We will be providing annual education opportunities for at least 3 relevant health disciplines, by June 2021

3.1.2 Our members report an increase in referrals from General Practitioners and Pharmacists, year on year through till June 2021

3.1.3 We will have one collaborative project per annum with RANZCO, year on year till June 2021

3.1.4 GVFL will have delivered more than 3 million optometry appointments, by June 2021 (Baseline: 1.07 million at July 2017)

3.1.5 Optometry will be embedded within relevant referral pathways and guides across Primary Health Networks, State Health and Hospitals in at least 3 state health referral guidelines, by June 2021

ENDURING ORGANISATION

4.1 Optometry Australia and state organisations are operating to optimise value to members

4.1.1 Capitation fees will be reduced by 15%, by June 2021

4.1.2 There will be no duplication of services between National and State and State organisations, driving integration and collaboration, by June 2021

4.1.3 There will be a mutual accountability system operating between National and the States that will include an increase in the mutual satisfaction rating, by December 2018
4.1.4 National and States will be operating at break-even or surplus, year on year till June 2021

4.1.5 At least 20% of the revenue budget will be from non-capitation funds, by June 2021

4.1.6 We will be operating a comprehensive data analysis and sharing system across the Federation to enable evidence-based decision making and initiatives, by December 2018

4.1.7 The quality and skills of our staff, and the resourcing and structure, will be appropriate to successfully achieve our goals, by December 2018

4.1.8 Ensure the long-term sustainability by developing and implementing initiatives to mitigate risks from the external environment, including those identified in Quantum Research and Optometry 2040
Protocols:

These protocols are designed to guide the behaviour of Directors to ensure a high performance through creating a cohesive and robust Board.

They are aligned with the Code of Conduct which has a focus on good governance, and on our organisational shared values.

The federation has endorsed organisational values that are shared by all Boards, Staff and Members of the Federation:

*Forward Thinking; have Integrity and are trustworthy; Responsible and accountable; Strategic Vision; Teamwork*

The Board is a collective that works as a cohesive team. We trust one another and collectively commit to the following protocols:

**Alignment to shared purpose**

We understand that to serve in the best interests of Optometry Australia and the member divisions that we are motivated to be on the Board to serve the best interests of the beneficiaries of the services Optometry Australia provides, the grass roots members.

We understand and are committed to confidentiality and consider the consequences of all information shared to ensure that there is no advantage or disadvantage to the organisation in disclosure of information.

We understand conflict of interest and take a risk averse approach in our considerations.

We bring our independent thoughts to serve optometry and create a unified voice. Cohesiveness brings a unified purpose, common goals and ultimately serves our members to the highest level.

We are clear that we are not on the National Board to support a personal agenda, nor the agenda of any individual or any other organisation or any other organisation’s agenda.

**Clarity of purpose and performance**

We are clear that our role is to govern and not manage, and will ensure that we are capable to undertake our role and are committed to continued education and training to perform our role to the highest standards.

We are committed to be well prepared for each Board meeting and other duties that we perform, as well as ensuring we have the time to commit to our duties.

We will reflect on our individual and collective performance and seek to continually improve.

We will openly contribute to discussions with civility and will welcome and be respectful of differing opinions.

**Collective Accountability**

We are a collective and as such we will speak the same language externally, deliver on commitments the Board has made and support the organisation, Chair and CEO publicly.

We use the term ‘we’, in and out of the Boardroom when discussing Optometry Australia.

We will stand by the decisions that the Board makes as a collective, regardless of our personal opinion.
We will not allow any Board meeting or meeting that has the character of a Board meeting to be conducted without being minuted.

We will consider all our communications outside of formal meetings with one or more of our fellow directors carefully to ensure they are upholding the premise of the Board as a collective.

**Welcome Diversity**

We actively seek and explore different opinions and are receptive to the logic and attributes of all the views.

We keep an open mind and avoid pre-conceived notions, as well as considering the current environment so as not to be weighted by the past.