

C O M P A N Y C O N S T I T U T I O N

Vic Teachers Ltd

Adopted from date of registration.

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Constitution

Definitions

Adult means a person over the age of 18.

Affiliate Members means Members of any new category of membership in the Company created by the SMC(E) from time to time.

AGM means annual general meeting of the Company.

Auditor means the auditor of the Company for the time being.

Branch means a branch of the Company.

Branch Rules means the rules relating to the formation, functioning and running of a branch.

Company means the entity described in the Schedule and referred to as "Company", which is incorporated under the Act as a company limited by guarantee.

Constitution means this Constitution, including the Schedule.

Delegate means a Member who has been elected or appointed as a delegate to Company meetings.

EGM means an extraordinary general meeting.

Eligible Office Bearer means a person who is not under the Act or any other applicable law restricted at the time from being appointed as a director of a company nor is disqualified from managing corporations (unless the person has been granted permission by ASIC or leave of the Court).

General Meeting means any general meeting of the Company.

Inaugural Period means the period ending at the time specified in the Schedule.

Inaugural Rules means the initial rules which apply during the Inaugural Period.

Inaugural SMC(E) means the first SMC(E) which will have the structure outlined in the Schedule.

Member means a worker admitted to membership of the Company.

Membership Fee means the applicable fee payable by a Member according to the class of membership to which the Member belongs.

Pledge Resolution is a proposal for limited matters requiring specific notification and a special majority.

Policies means the policies of the Company.

President means the Member elected as president of the Company.

PC Chairperson means a person who has been appointed by the SMC(E) as policy committee chairperson.

Secretary means the secretary of the Company upon its registration and every person subsequently appointed by the SMC(E) or elected as a secretary.

Services means the provision of member services.

Service Fee means the fees paid for the provision of specific Services.

Service Provider means the entities which the SMC(E) has selected to provide Services to the Company.

SMC means state management committee.

SMC(E) means the executive of the state management committee.

SMC(NE) means the non-executive of the state management committee.

State Association means an Association formed under the *Associations Incorporation Act 1981* (Qld) or under equivalent legislation in another Australian State or Territory.State.

Convention means the annual conference where the AGM is generally convened.

State Financial Officer means the person appointed by the SMC(E) to that role.

Treasurer means the Member elected as the treasurer of the Company.

1. Interpretation

(1) In this Constitution—

Act means the *Corporations Act 2001*; and

present—

- (a) at a SMC meeting, see clause (26);
- (b) at a General Meeting, see clause (47).

(2) A word or expression that is not defined in these rules but is defined in the Act has, if the context permits, the meaning given by the Act.

(3) The Replaceable Rules apply to the Company, except to the extent that they are inconsistent with this Constitution, but the Act otherwise prevails.

2. Name

The name of the Company is set out in the Schedule.

3. Limited Liability and Guarantee

(1) The liability of all Members is limited.

(2) Each Member must contribute an amount to the property of the Company if the Company is wound up during the period of the person's membership or within one year after the membership of the Member ceases.

(3) However, the Member's contribution is required only to the extent necessary for the purpose of the Company paying debts and liabilities that it incurred before the person ceased to be a Member and to adjust the rights of the contributories among themselves, and in any case is limited to a maximum of \$1.

4. Objects

The objects of the Company are—

(1) To provide tactical and strategic advice to Members, perform administrative, management, promotional, marketing, and service functions including, where appropriate, guiding and supporting Members through industrial issues and beyond.

(2) To advocate for Members of the Company in all matters relating to their profession.

(3) To promote and support the appointment and election of Members to external industry, employer or professional boards and representative bodies, for the sole and express purpose of representing the Company and the broader interests of the Members of the Company.

5. Powers

- (1) The Company has the powers of an individual.
- (2) The Company may, for example—
 - (a) enter into contracts including for the collection of fees and the provision of services;
 - (b) acquire, hold, deal with and dispose of property;
 - (c) charge for Services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Company may take over the funds and other assets and liabilities of any unincorporated Association or State Association, provided in either case that it has similar objects or has undertaken similar activities as the Company (or as the Company proposes to undertake).
- (4) The Company may issue secured and unsecured notes, debentures and debenture stock for the Company.
- (5) The Company may acquire land and other property for the use and benefit of the Company and Members of the Company and to sell, exchange or dispose of any such land and property.
- (6) The Company may borrow or raise money in such manner as may be determined from time to time by the SMC and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any part of the property of the Company, both present and future, or without any such charge and upon such terms and conditions as may be determined by the SMC and generally, to borrow money in any manner and on any conditions.
- (7) The Company also has all other powers given to it under the Act.

6. Classes of Members

- (1) The membership of the Company may consist of—
 - (a)
 - (i) Ordinary Members as set out in the Schedule.
 - (ii) Inaugural Members as set out in the schedule.
 - (iii) Subgroups of the ordinary Members as set out in the schedule.
 - (b) Any other class of membership as set out in the Schedule.
- (2) The conditions of entry are as set out in the Schedule.
- (3) The number of Members in each class shall be as set out in the Schedule.

7. Automatic Membership

A person who was a member of a State Association providing similar services to members of a similar occupation or categories of occupations and who, on or before a day fixed by the SMC(E),

agrees (including by the person's duly authorised agent) to become a Member of the Company, and has paid the Membership Fee, or signed the proper authority for the payment of the Membership Fee, will be automatically admitted by the SMC(E) as a Member.

8. New Memberships

- (1) Any person who is eligible under this Constitution may make application (including by the person's duly authorised agent) to join the Company by—
 - (a) completing the appropriate form, whether on-line or not, which will state—
 - (i) whether the Company has public liability insurance or not and if so how much;
 - (ii) that all correspondence and notices from the Company will be by electronic means; and
 - (iii) the specific legislative enactment and jurisdiction under which the Company is incorporated; and
 - (b) paying the prescribed Membership Fee or otherwise authorising the payment of the Membership Fee (whether personally or by their agent).
- (2) An applicant may propose their own membership on the membership form.
- (3) The SMC(E) shall at its sole discretion decide whether to accept or reject the membership application.
- (4) If the membership is accepted the Secretary will—
 - (a) not separately minute this but simply enter the Member's details in the register as set out in clause (16) as evidence of the SMC(E) decision.
 - (b) Advise the new Member in writing of their acceptance into the Company and of any special conditions that may apply.
 - (c) Advise their financial obligations regarding membership and how and when they may terminate their membership.
- (5) If the membership is rejected the Secretary will write to the applicant and advise them that—
 - (a) their application has been unsuccessful;
 - (b) there is no provision for appeal under this Constitution; and
 - (c) refund any Membership Fees that may have been paid.

9. Transfer, Resignation, Conclusion and Reinstatement of Membership

- (1) Any Member may join or may transfer from one Branch of the Company to another Branch as determined by the SMC(E) from time to time.

- (2) A Member may resign from the Company by giving written notice of resignation to the Secretary of the Company.
- (3) The resignation takes effect at—
 - (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice, the later time.
- (4) Unless the SMC(E) in its absolute discretion temporarily waives this provision, the membership will conclude if the Member has Membership Fees in arrears for more than four weeks.
- (5) A Member whose membership with the Company has ceased due to outstanding Membership Fees will not be eligible for an appeal or review of their Membership but may make a new application to join the Company.
- (6) The SMC(E) may in its absolute discretion reinstate membership.

10. Termination of Membership by SMC(E)

- (1) The SMC(E) may terminate membership if the Member—
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of this Constitution.
- (2) Before the SMC(E) terminates a membership, the SMC(E) must give the Member a full and fair opportunity to show why the membership should not be terminated.
- (3) If, after considering all representations made by the Member, the SMC(E) decides to terminate the membership, the Secretary of the SMC(E) must give the Member a written notice of the decision.

11. Appeal against Termination of Membership

- (1) A person whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice of the intention to appeal, provide notice of a General Meeting to decide the appeal.

12. General meeting to decide appeal

- (1) The General Meeting to decide an appeal must be held within three months after the Secretary receives the notice of intention to appeal.

- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
- (3) Also, the members of the committee who terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the Delegates present and eligible to vote at the meeting.

13. Membership Fee

- (1) The Membership Fee for each ordinary membership and any respective subgroup of this membership and for each other class of membership (if any)—
 - (a) Is for a period of one month and is the amount as determined from time to time by the SMC.
 - (b) The SMC(E) may at their absolute discretion offer discounts on the fee to—
 - (i) Part-time Members;
 - (ii) Affiliate Members;
 - (iii) Particular subgroups of Members; or
 - (iv) Members paying in advance.
 - (c) Except as set out in the Inaugural Rules, if the Member is a member of a specific branch of the Company then, after the deduction of the Service Fee, 50% of the balance of the Membership Fee must be allocated to the Branch relevant to that Member for the use of that Branch. The remaining 50% is retained for the use of the Company.
 - (d) Is payable when, and as determined by the SMC(E).
- (2) Any Member terminated in accordance with clause (9) will immediately cease to be a Member of the Company and will cease to be offered any Services by the Company until such time as they may be reinstated under the appeal provisions.
- (3) Any Membership Fees in credit at the time of the membership termination will be refunded pro rata to the Member as soon as practical.

14. Levies

The Company or a Branch of the Company may in addition to any Membership Fee, levy an extra fee from Members under the following conditions—

- (1) The purpose of the levy is specific;
- (2) The levy is for a time frame of less than 12 months;
- (3) A General Meeting of the Company, or if the levy is only to apply to the Members of a particular Branch, a Branch General Meeting, called specifically for the purpose resolves to do so; and
- (4) If it is a Branch Member levy, then it will apply only to the Members of that Branch.

15. Service Fee

The amount of the Service Fee, and its proportion as a percentage of the Membership Fee, will be determined from time to time by the SMC(E) at its absolute discretion.

16. Register of Members

- (1) The SMC(E) must keep an electronic register of all Members of the Company, and if applicable, record the Branch to which they have been assigned.
- (2) The register must include the following particulars for each Member—
 - (a) the full name;
 - (b) the postal or residential address;
 - (c) the date of admission as a Member;
 - (d) the date and time of termination;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the SMC(E), or the Members at a General Meeting, decide.
- (3) The register kept by the SMC(E) must be open for inspection by Members of the Company at all reasonable times.
- (4) A Member may contact the Secretary of the Company to arrange an inspection of the register.
- (5) The SMC(E) may, on the application of a Member of the Company, withhold information about a Member (other than the Member's full name) from the register available for inspection, if the SMC(E) has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm, or for any other reason at the sole discretion of the SMC(E).
- (6) The register of the Members of any Branch must be open for inspection by Members of that Branch at all reasonable times.

- (7) A Branch Member may contact the Secretary of the Branch to arrange an inspection of their branch register.
- (8) The Branch may, on application by a Branch Member, withhold information about a Member (other than the Member's full name) from the register available for inspection, if the Branch has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm, or for any other reason at the sole discretion of the Branch.

17. Prohibition on Use of Information on Register of Members

- (1) A Member must not—
 - (a) use information obtained from the register of Members of the Company to contact, or send material to another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the Company for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1)(a) and (b) do not apply if the use or disclosure of the information is approved by the SMC(E).

18. Appointment of Company Secretary

- (1) The appointment of the Secretary must comply with the Act and the Secretary must be an Adult, whether or not a Member of the Company or a member of the SMC(E).
- (2) If a vacancy occurs in the office of Secretary for any reason, the members of the SMC(E) must ensure a Secretary is appointed for the Company within one month after the vacancy happens.
- (3) A Secretary, by their appointment to that office and without any further procedural requirements, also becomes a member of the SMC(E).
- (4) A Secretary by their appointment also automatically becomes a Delegate for Company General Meetings.

19. Functions of Secretary

The Secretary's functions include, but are not limited to—

- (1) reporting to the SMC(E) and managing the business of the Company;
- (2) calling meetings of the Company, including preparing notices of meeting and of the business to be conducted at the meeting in consultation with the President of the Company;

- (3) keeping minutes of each meeting;
- (4) keeping copies of all correspondence and other documents relating to the Company;
- (5) maintaining the register of Members of the Company;
- (6) performing the duties of State Financial Officer if appointed to do so by SMC(E);
- (7) ensuring the collection of Membership Fees;
- (8) ensuring accurate books of account of the Company and all its Branches are maintained; and
- (9) facilitating the State Convention.

20. Removal of Secretary

The Secretary may only be removed under clause 23(3), by a resolution separate from any resolution relating to that person's office as a member of SMC(E).

21. Membership of SMC

- (1) Appointment as a member of SMC(E) constitutes the appointment of the person as a director of the Company.
- (2) Ceasing to be a member of the SMC(E) constitutes the cessation of that person as a director of the Company.
- (3) The inaugural or first SMC(E) and SMC(NE) will have the Inaugural SMC Structure as set out in the Schedule.
- (4) Thereafter, the SMC must consist of—
 - (a) An elected executive (SMC(E)) of—
 - (i) President;
 - (ii) Vice President;
 - (iii) Treasurer; and
 - (iv) in addition, one or more other elected members if set out in the Schedule or if subsequently added to by a resolution at an AGM or EGM.
 - (b) An elected non executive state management committee (SMC(NE)) if described in the Schedule or if subsequently added to by a resolution at an AGM or EGM.
- (5) Except as set out under the Inaugural Rules, the SMC(E) members will have a two year term ceasing at the AGM in a year ending in an odd number; and (SMC(NE)) members will have a two year term ceasing at the AGM in a year ending in an even number.
- (6) A member of the SMC(E) must be prepared to enter into an appropriate confidentiality agreement to give effect to the provisions of clause 25(5).

- (7) A Member of the Company may be appointed to a casual vacancy on the SMC(E) under clause (24).
- (8) Where a power is given under this Constitution to the SMC, SMC(E) or SMC(NE), that power also applies to the Inaugural SMC, Inaugural SMC(E), or the Inaugural SMC(NE).

22. Electing the SMC

Other than as set out in the Inaugural Rules in the Schedule—

- (1) All SMC elected positions are only to be voted upon by eligible Delegates and may only be elected as follows—
 - (a) any two Members of the Company may nominate another Member (the candidate) to serve as a member of the SMC;
 - (b) the nomination must be—
 - (i) in writing;
 - (ii) signed by the candidate and the Members who nominated him or her; and
 - (iii) given to the Secretary at least 14 days before the AGM or EGM at which the election is to be held;
 - (c) at a regional meeting called of all the eligible Delegates from that region, (proxies may be used at this meeting) they may elect a nominee to stand as a candidate to serve as a member of the SMC representing that region. Such subsequent nomination for the candidate can be taken from the floor of the AGM or EGM at which the election is to be held;”
 - (d) each Delegate of the Company present and eligible to vote at the AGM or EGM may vote for their preferred candidate for each vacant position on the SMC using the exhaustive preferential system;
 - (e) if, at the start of the meeting, there are not enough candidates nominated for each of the vacant positions, nominations may be taken from the floor of the meeting; and
 - (f) an existing SMC member is eligible to vote in these elections.
- (2) A person may be a candidate only if the person—
 - (a) is an Adult; and
 - (b) is an Eligible Office Bearer.
- (3) Except for a nominee elected by a regional meeting as in 22(1)(c), a list of the candidates’ names in alphabetical order, with the names of the Members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Company

and be available on the website if possible, for at least seven days immediately preceding the AGM or EGM and where possible to the Delegates eligible to attend.

- (4) Except for under the inaugural rules no member of the SMC(E) may be elected to the same position in the SMC(E) twice.. However, any representative of the SMC(E) who has been appointed or elected to a casual vacancy on the SMC(E) in the prior term for less than a full term, may nominate and run for the same position.
- (5) Except for under the inaugural rules, a member of the SMC(E) can only serve for a maximum of three consecutive full terms in different positions on the SMC(E).
- (6) If required, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (7) The Secretary of the Company must ensure that, before a candidate is elected as a member of the SMC, the candidate is advised whether or not the Company has public liability insurance; and the value of the insurance cover.
- (8) Except for under the inaugural rules any member elected to the SMC(E), may only continue in their position for a two year term as set out in clause (21)(3).

23. Resignation, Removal or Vacation of Office of SMC or SMC(E)

Member

- (1) A member of the SMC or SMC(E) may resign from the SMC or SMC(E) by giving written notice of resignation to the Secretary or resign verbally and have it formally acknowledged at any constituted meeting of the Company
- (2) The resignation takes effect at—
 - (a) the time and date the notice is received by the Secretary; or
 - (b) if a later time and date is stated in the notice, the later time.
 - (c) at the date and time acknowledged in the minutes of the meeting if the resignation is given verbally at a meeting.
- (3) A member of the SMC or SMC(E) may only be removed from office by a resolution at an AGM, or at an EGM called specifically for the purpose.
- (4) Before a vote of Delegates is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) In the event a majority of Delegates eligible to vote at the meeting vote in favour of removal, the member is so removed with immediate effect.

- (6) A member has no right of appeal against their removal from the SMC or SMC(E) under this clause.
- (7) A member immediately vacates the office of SMC or SMC(E) in any circumstances prescribed under the Act.

24. Vacancies on SMC and SMC(E)

- (1) If a casual vacancy occurs on the SMC or SMC(E), the continuing members of the SMC/SMC(E) may appoint another Member of the Company to fill the vacancy until the next AGM.
- (2) The continuing members of the SMC/SMC(E) may act despite a casual vacancy occurring.
- (3) If the number of SMC members is less than the number fixed under clause (28)(1) as a quorum of the SMC, the continuing members may act only to—
 - (a) increase the number of SMC members to the number required for a quorum; or
 - (b) call a General Meeting of the Company.
- (4) If the number of SMC(E) members is less than the number fixed under clause (26)(2) as a quorum of the SMC(E), the continuing members may act only to call a General Meeting of the Company.

25. Functions of SMC and SMC(E)

- (1) The SMC is the overall deliberative management body and it is made up of the SMC(E) and all of the other members of the state management committee, known as the SMC(NE).
- (2) Subject to this Constitution, the SMC(E) has the general control and management of the administration of the affairs, property and funds of the Company. However, the requisite majority of the SMC(E), whether meeting as the SMC(E) itself or as part of the SMC, must authorise the exercise of powers that under the law (including the Act) may only be exercised by the board of directors.
- (3) The SMC(E) may, at its sole discretion, delegate, assign or contract any aspect of the administration affairs of the Company to a Service Provider.
- (4) The SMC(E) may exercise the powers of the Company to—
 - (a) borrow, raise or secure the payment of amounts in a way the SMC(E) decide; and
 - (b) secure the amounts mentioned in subrule (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Companys property, both present and future; and

- (c) purchase, redeem or pay off any securities issued;
 - (d) mortgage or charge the whole or part of its property;
 - (e) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Company;
 - (f) provide and pay off any securities issued;
 - (g) invest in a way the SMC(E) may from time to time decide;
 - (h) ensure uniform, consistent and cost-effective provision of professional, management and administrative services;
 - (i) enter into commercial contracts—
 - (i) with external Service Providers with terms determined in the contract, to provide Services to the Company and/or to employ and manage appropriately qualified staff to provide Services to the Company.
 - (ii) ensuring the total cost of the Service provision in subrule (i) is no more than has been allocated to the Service Fee described in clause (14).
 - (j) promote the objects of the Company;
 - (k) promote the formation of Branches and increase the Members of the Company; and
 - (l) perform any other roles, duties, or obligations as provided under this Constitution or under the Act.
- (5) The SMC must at all times keep confidential the business of the Company, including, but not limited to—
- (a) Commercial and contractual arrangements and agreements that the Company may negotiate and/or enter into;
 - (b) Tactical or strategic plans or policy positions that the SMC(E) may be negotiating on behalf of Members; and
 - (c) Any other information, records or data, as determined by the SMC from time to time.

26. Meetings of the SMC(E)

- (1) Subject to the meeting protocols set out in clause (27) the SMC(E) will meet at any time, via any means such as phone, video or in person, and in any way they find convenient, for the purpose of the Company's business.
- (2) The quorum for any SMC(E) meeting shall be two, not including the Secretary who will be entitled to attend each meeting unless otherwise specified unanimously in writing by all members of the SMC(E).

- (3) Any resolution of the SMC(E) must be passed by a majority of all the members of the SMC(E), not just those present at any particular meeting. If the votes are equal the resolution is decided in the negative.

27. Meetings of SMC

- (1) Subject to this clause, the SMC may meet and conduct its proceedings as it considers appropriate.
- (2) The SMC may meet at any time, via any means such as phone, video or in person, and in any way they find convenient, for the purpose of the Company's business.
- (3) The SMC(E) must decide how a meeting is to be called and must authorise the Secretary to call it.
- (4) Notice of a meeting is to be given by the Secretary in the manner prescribed by the SMC(E).
- (5) The SMC may hold meetings, or permit an SMC member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they occur.
- (6) Any SMC member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A resolution arising at an SMC meeting is to be decided by a majority vote of SMC members present at the meeting and, if the votes are equal, the resolution is decided in the negative.
- (8) A member of the SMC must not vote on a resolution about a contract or proposed contract with the Company if the Member has an interest in the contract or proposed contract.
- (9) The President, or with the leave of the meeting the President's nominee, is to preside as chairperson at the SMC meeting.
- (10) If there is no President or if the President is not present within 10 minutes after the time fixed for the SMC meeting, the SMC members may choose one of their number to preside as chairperson at the meeting.
- (11) The first order of business at any meeting of the SMC will be to consider the decisions made by the SMC(E) on behalf of the Company since the previous meeting. All decisions of the SMC(E) must be presented for ratification by the SMC.

28. Quorum for, and Adjournment of, SMC Meeting

- (1) At a SMC meeting, more than 50% of the members elected or appointed to the SMC as at the close of the last General Meeting of the Members, form a quorum.

- (2) If there is no quorum within 30 minutes after the time fixed for the SMC meeting called on the request of members of the SMC, the meeting lapses.
- (3) If a special meeting of SMC is called in accordance with clause (29) and there is no quorum within 30 minutes after the time fixed for the special meeting of SMC—
 - (a) the meeting is to be adjourned for at least one day; and
 - (b) the members of the SMC who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

29. Special Meeting of SMC

- (1) If the Secretary receives a written request signed by—
 - (a) at least 33% of the members of the SMC; or
 - (b) any two members of the SMC(E)
 the Secretary must call a special meeting of the SMC by giving each member of the SMC a notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the SMC must be held within 14 days after notice of the meeting is given to the members of the SMC.

30. Minutes of SMC(E) and SMC Meetings

- (1) The Secretary must ensure full and accurate minutes of all matters, resolutions and other proceedings of each SMC and SMC(E) meeting are documented.
- (2) To ensure the accuracy of all minutes, they must be signed by the chairperson of the meeting, or the chairperson of the next meeting, verifying their accuracy.
- (3) If asked by a member of the SMC or SMC(E), the Secretary must within 28 days after the request is made—

- (a) Make the minutes documentation for a particular SMC or SMC(E) meeting, available for inspection by the member of the SMC or SMC(E) at a mutually agreed time and place; and
 - (b) Give the member of the SMC or SMC(E) a copy of the minutes of the meeting.
- (4) Other than as set out in clause (8)(4)(a), the SMC(E) will minute all significant decisions, as determined by the SMC(E) at the time of making the decisions, and those minutes must be available to the SMC at its next meeting.

31. Resolutions of SMC and SMC(E) without Meeting

- (1) A written resolution signed by each member of the SMC or SMC(E) is as valid and effectual as if it had been passed at the respective SMC or SMC(E) meeting properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by one or more members of the SMC or SMC(E).
- (3) For the purpose of this clause, an agreement or confirmation of a resolution by a member of the SMC or SMC(E), whether communicated in writing or by electronic means, will be considered to be a valid signature.

32. Appointment of Subcommittees

- (1) A subcommittee may be appointed by the SMC(E) or SMC—
 - (a) The SMC may determine the number of and purpose of subcommittees to be set up to help with the conduct of the Company's operations.
 - (b) The SMC may resolve to grant Company meeting Delegate status to the chairpersons of the subcommittees if they are not already Delegates.
 - (c) The SMC(E) may appoint a member as the chairperson to each subcommittee.
 - (d) All such appointments automatically lapse before the AGM and new appointments are required for the subcommittee to continue.
 - (e) Unless such appointed subcommittee chairpersons are elected members of SMC(E) or SMC, they are not entitled to attend SMC(E) or SMC meetings unless invited. They are not entitled to vote at SMC(E) or SMC meetings. However as Delegates they may vote and speak at General Meetings of the Company.
- (2) A subcommittee may meet and adjourn as it considers appropriate.
- (3) If the chairperson of the subcommittee is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.

- (4) A resolution arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the resolution is decided in the negative.

33. Appointment of Policy Committee (PC) Chairperson

- (1) The SMC(E) may appoint a person to be the PC Chairperson.
- (2) Unless the PC Chairperson is already a member of SMC(E), they will become a Delegate for Company General Meetings.
- (3) The appointed PC Chairperson will coordinate Policy issues raised by the State Convention or Company subcommittees. The PC Chairperson will report directly to SMC(E) and make recommendations to them.
- (4) The SMC(E) may also initiate Policy discussions at the State Convention through the PC Chairperson.
- (5) The PC Chairperson will coordinate the development of Company Policy in conjunction with any relevant subcommittees.
- (6) The appointment of the PC Chairperson will automatically lapse at the beginning of the AGM and the PC Chairperson position must be subject for election at that meeting.

34. Funds and Accounts

- (1) The Company must keep an account with a financial institution.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Company.
- (3) All amounts must be deposited in a financial institution account as soon as practicable after receipt.
- (4) A payment by the Company or a Branch exceeding \$100.00 must be made by cheque or electronic funds transfer.
- (5) Any such payment must be signed or authorised by the parties set out in 35(1)(d).
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (7) All expenditure must be approved or ratified by the SMC(E).

35. SMC(E) Financial Reporting

- (1) The SMC(E) will—
 - (a) Determine who the Company's bankers will be;

- (b) Open the Company's bank accounts as determined by the SMC(E) necessary for the efficient running and accounting of the Company;
- (c) Ensure that all membership fees, other incomes and monies and all expenses of the Company's are fully accounted for in the books of account of the Company;
- (d) Ensure all payments from the Company's account whether by cheque or electronic transfer must be authorised by two parties—
 - (i) The first signatory may be any one authorised by the SMC(E) as signatory to the accounts including the State Financial Officer or Secretary.
 - (ii) The second signatory must be one of Treasurer, President, Secretary (only if the first signatory is not the Secretary)
- (2) The SMC(E) is responsible for keeping the books of account and all the financial reporting of the Company and all of its Branches.
- (3) The SMC(E) will make the Financial Statements of the Company's central finances readily available to any Member that may request the Company's books and reports, and where possible, will publish the books and reports on the Company's website.

36. Remuneration of SMC and BMC

- (1) All elected positions of the Company whether SMC or BMC are voluntary. The office bearers may only be remunerated or compensated by the Company as follows—
 - (a) fair and reasonable compensation for legitimate travel and meeting expenses where authorised by the Company or the relevant Branch, incurred in conducting the business of the Company including attending meetings and State Conventions.
 - (b) the SMC(E) President, Vice Presidents and Treasurer may, at the discretion of the SMC, be entitled to honorariums as set out in the Schedule or such other sum as the SMC may recommend from time to time consistent with the principle that an honorarium is only to be adequate compensation for the income and earnings the President, Vice Presidents and Treasurer have foregone from their normal vocations whilst they work for the Company's Members for their elected terms.
 - (c) To avoid any doubt, the honorarium payments, in addition to being limited by the requirements set out in schedule rule 5 and Clause 36(1)(b) above, must have a commercial basis and only consist of remuneration for work performed as an employee or contractor of the Company.
 - (d) The SMC(E) can decide how much this honorarium payment increases from time to time, limited in amount by schedule rule 5. Such a decision must still have a

commercial basis per Clause 36(1)(c) and any increase must be ratified at the following AGM.

- (e) The honorarium can by agreement with the recipient be paid either as a Contract for Services or as an employee under Contract of Service.
- (2) To be clear, other than the President, Vice Presidents and Treasurer who may receive honorariums, no current elected or appointed management committee members in any Company unit including Branches may be employed or remunerated in any way by the Company or any of its Branches other than as set out in subrule (1)(a) and (b). An appointed Company or Branch Secretary may be remunerated by a Service Provider.

37. General Financial Matters

- (1) On behalf of the Company, the Treasurer must, as soon as practicable after the end date of each financial year, ensure that the financial report for its last reportable financial year is prepared.
- (2) The income and property of the Company must be used solely in promoting the Company's objects and exercising the Company's powers.
- (3) Any income or surplus assets of the Company must not be distributed to the Members. (See also clause (40)).

38. Documents

The SMC(E) must ensure the safe custody of books, documents, instruments of title and securities of the Company.

39. Financial Year

The end date of the Company's financial year is as set out in the Schedule.

40. Distribution of Surplus Assets to another Entity

- (1) This clause applies if the Company—
 - (a) is wound-up; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the Members of the Company.
- (3) The surplus assets must be distributed, at the sole discretion of the SMC(E), to another entity—
 - (a) having objects or activities similar to those of the Company; and

- (b) the rules of which prohibit the distribution of the entity's income and assets to its Members.

41. Misappropriation

The SMC(E) may authorise any person to institute legal proceedings on behalf of the Company against any person misapplying, withholding or receiving by imposition any part of the Company funds; and to act for the Company in all legal proceedings. The signature of the President or Secretary will be sufficient proof of such authority.

42. Appointment of Auditor

- (1) The SMC(E) shall appoint the initial Auditors to the Company. Hereinafter the Auditor will be ratified or appointed at the AGM.
- (2) The financial statements, notes to those statements and directors' declaration about the statements and notes must be audited in accordance with the Act.

43. Appointment of State Financial Officer

- (1) The SMC(E) may casually appoint a State Financial Officer who reports to SMC(E) and assists the Treasurer in their duties as treasurer.
- (2) A permanent State Financial Officer may be appointed at a Company AGM.
- (3) The State Financial Officer will become a Delegate for Company General Meetings.
- (4) The State Financial Officer may be authorised by the SMC(E) to be a co-signatory to the accounts of the Company.
- (5) The SMC(E) may appoint the Secretary of the Company to also perform the duties of the position of State Financial Officer including as outlined in subrule (2) and (3) above.

44. Removal of State Financial Officer's Accounts Authority

The SMC(E) of the Company may, at their sole discretion, remove the State Financial Officer's accounts authority powers provided to them under 43(4).

45. Acts not Affected by Defects or Disqualifications

- (1) An act performed by the SMC(E), a subcommittee or a person acting as a member of the SMC(E) is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
 - (a) there was a defect in the appointment of a member of the SMC(E), subcommittee or person acting as a member of the SMC(E); or

- (b) an SMC(E) member, subcommittee member or person acting as a member of the SMC(E) was disqualified from being a Member.

46. Delegates

Other than as under the Inaugural Rules, only Delegates are eligible to speak and vote at Company General Meetings and at any annual State Convention. The Delegates will be—

- (1) All members of SMC.
- (2) Any officer or employee appointed under the provisions of this Constitution, including Secretary, State Financial Officer, PC Chairperson and subcommittee chairpersons;
- (3) Any Branch Delegates as elected or appointed by their respective Branches in accordance with this Constitution in terms of the ratio of 1 delegate to every 10 members and under the rules established by the SMC(E) and ratified by the Company; or
- (4) Proxies for Delegates, appointed in accordance with clause (53).

47. General Meeting

- (1) The SMC must convene at least one General Meeting per year, which must be the AGM.
- (2) The SMC may convene additional General Meetings throughout the year as deemed necessary.

48. Notice of General Meeting

- (1) The Secretary may call a General Meeting of the Company at their sole discretion or otherwise as required under this Constitution.
- (2) The Secretary must call a General Meeting by giving each Delegate (during the Inaugural Period) and each Member (after the Inaugural Period) notice of the meeting within 14 days after the decision made in subrule (1).
- (3) A notice mentioned in subrule (2) must state—
 - (a) the date, time and location;
 - (b) why the General Meeting is being called; and
 - (c) the business to be conducted at the meeting, including Special or Pledge Resolutions if applicable.
- (4) A General Meeting must be held within three months after the Secretary is directed to call the meeting by the SMC.
- (5) The Secretary must give at least 21 days notice of the meeting to each Member of the Company entitled or such shorter notice as in the circumstances is permitted under the Act.
- (6) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

- (7) Notice of a meeting called to hear and decide a proposed Special Resolution of the Company in terms of clause (58), or a Pledge Resolution in terms of clause (59) must be given in writing.

49. Quorum for, and Adjournment of, General Meeting

- (1) Except as stated under the Inaugural Rules, a quorum for a General Meeting is 50% plus one of the number of Delegates elected or appointed to the SMC at the close of the Company's last General Meeting.
- (2) No business may be conducted at the General Meeting unless there is a quorum of Delegates when the meeting proceeds to business.
- (3) If there is no quorum within 30 minutes after the time fixed for the General Meeting called on the request of the SMC of the Company, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for the General Meeting called other than on the request of the SMC of the Company—
 - (a) the meeting is to be adjourned for at least 30 days; and
 - (b) the SMC(E) is to decide the day, time and place of the adjourned meeting.
- (5) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (6) If a meeting is adjourned under subrule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The Secretary is required to give the Delegates notice of an adjournment and of the business to be conducted at an adjourned meeting.

50. Procedure at Company General Meetings

- (1) Any Member may attend General Meetings as an observer, however only Delegates may participate, speak and vote unless another person is otherwise authorised by the meeting.
- (2) A Delegate may take part and vote in a General Meeting in person, by proxy where allowed or by using any technology that reasonably allows the Delegate to hear and take part in discussions as they happen.
- (3) A Delegate who participates in a General Meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (4) At each General Meeting—
 - (a) The President, or with the leave of the meeting the President's nominee, is to preside as chairperson; or

- (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting, or is unwilling to act, the Delegates present may elect a chairperson for the purposes of that particular General Meeting only; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

51. Voting at General Meeting

- (1) At the General Meeting, each question, matter or resolution, other than a special resolution or a Pledge Resolution, must be decided by a majority of votes of the Delegates present at the meeting, including registered proxies, and if the votes are equal the resolution is decided in the negative.
- (2) Each Delegate present and eligible to vote is entitled to one vote only, unless they hold a registered proxy.
- (3) The method of voting is to be decided by the meeting.
- (4) If at least 25% of the Delegates present demand a secret ballot, voting must be by secret ballot.
- (5) If a secret ballot is held, with the leave of the meeting the chairperson must appoint two people to conduct the secret ballot in the way the meeting decides.
- (6) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

52. Minutes of General Meetings

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions, proxy registrations and other proceedings of each General Meeting are documented.
- (2) To ensure the accuracy of minutes, the minutes of each General Meeting must be signed by the chairperson of the meeting or the chairperson of the next General Meeting, verifying their accuracy.
- (3) If asked by a Member of the Company, the Secretary must, within 28 days after the request is made—
 - (a) make the minutes documentation for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
 - (b) give the Member a copy of the minutes of the meeting.
- (4) The Company may require the Member to pay the reasonable costs of providing copies of the minutes.

53. Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

[Name of Company]

I, being a Delegate of the
SMC / Branch / Subcommittee Chairperson, appoint of
..... SMC / Branch / Subcommittee as my proxy to vote for me on my
behalf at the (annual / extraordinary / general) meeting of the Company, to be held on the
.....day of 20..... and at any adjournment of the
meeting.

Signed by

thisday of 20.....

- (2) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.
- (a) A Branch Delegate's proxy must be held by a member of the same Branch;
 - (b) An SMC's proxy must be held by a member of the SMC.
 - (c) A subcommittee chairperson's proxy must be held by another member of that subcommittee.
- (3) The instrument appointing a proxy is taken to confer authority to demand or join in a demand for a secret ballot.
- (4) Each instrument appointing a proxy must be given to the Secretary and be registered and recorded by the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (5) The proxy may vote as the proxy considers appropriate.
- (6) Other than under the Inaugural Rules, a written proxy may only be accepted at the meeting for which it is proposed if
- (a) the Branch from which the proxy was given is more than 200 km from the place of the meeting; or
 - (b) for any other non-branch Delegate, the person appointing the proxy lives more than 200 km from the place of the meeting.

54. Annual General Meeting (AGM)

- (1) The first AGM must be held within 18 months after registration of the Company.
- (2) Each subsequent AGM must be held—
 - (a) at least once in each calendar year; and
 - (b) within 5 months after the end of the Company's financial year.
- (3) Unless otherwise determined by the SMC the AGM is to be held at the annual State Convention.
- (4) The rules relating to the holding of a State Convention are set out in clause (56).
- (5) Subject to the Inaugural Rules, the following business must be conducted at each AGM of the Company—
 - (a) receiving the Company's financial report, and audit report, for the last reportable financial year;
 - (b) presenting the financial report and audit report to the meeting for adoption;
 - (c) electing members of the SMC and/or SMC(E) in accordance with this Constitution;
 - (d) appointing an Auditor for the present financial year;
 - (e) appointing the Company Secretary and the State Financial Officer if required;
 - (f) electing a policy committee chairperson if applicable;
 - (g) electing a subcommittee chairperson (as set out in clause 32) if applicable; and
 - (h) confirming the Delegates for the following year.

55. Extraordinary General Meeting (EGM)

- (1) Except as stated under the Inaugural Rules or under clause (58), but subject to the Act, the Secretary must call an EGM by giving each Delegate (during the Inaugural Period) and each Member (after the Inaugural Period) notice of the meeting within 14 days after—
 - (a) being directed to call a meeting by the SMC; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the SMC when the request is signed;
or
 - (ii) at least the number of Delegates of the Company equal to triple the number of Members of the Company on the SMC when the request is signed.
- (2) An EGM must be held within two months after the Secretary—
 - (a) is directed to call the meeting by the SMC(E); or
 - (b) is given the written request mentioned in subrule (1)(b); or

- (c) has decided at their sole discretion to call the meeting.
- (3) If the Secretary is unable or unwilling to call an EGM when required, the President must call the meeting.

56. State Convention

- (1) Except as stated under the augural rules each year the SMC(E) will convene a State Convention.
 - (a) Each Branch will send Delegates entitled to speak and vote on the business of the convention.
 - (i) The delegate entitlement will be determined from those confirmed at the prior AGM and new delegates since appointed by SMC(E).
 - (ii) In the event that any Branch is located more than 200 km from the place of the State Convention then the Branches may hold and exercise written proxies for the absent Delegates from those Branches.
 - (iii) Other Branches which have Delegates who are unable to attend may appoint other Members from their Branch to attend in their place.
 - (iv) Subcommittee chairpersons who have been appointed Delegates will be able to appoint another member of their subcommittee to attend in their place as a Delegate.
 - (b) SMC members unable to attend will be able to grant their written proxy to another member of the SMC.
- (2) The State Convention will—
 - (a) Provide a forum for the views and Policies of the Company Members to be known.
 - (b) Provide a forum for the view and policies of external stakeholders.
 - (c) Determine the general Policies of the Company.
 - (d) Consider such—
 - (i) motions which a Branch may submit;
 - (ii) motions that a Company subcommittee may submit;
 - (iii) motions that may have emanated from region forum;
 - (iv) business the SMC(E) may submit;
 - (v) further business the President or in his absence the Vice President may decide;
 - and
 - (vi) further business as the State Convention may decide.

57. By-laws

- (1) The SMC may make, amend or repeal by-laws, not inconsistent with this Constitution, for the internal management of the Company.
- (2) A by-law may be set aside by a majority vote of Delegates at the General Meeting of the Company.

58. Alteration of this Constitution

Subject to the Act:

- (1) This Constitution may be modified or repealed by a Special Resolution carried at a meeting called specifically for the purpose; and
- (2) Except as set out in the Inaugural Rules, a Special Resolution requires written notification to all Members three months prior to the meeting called specifically for the purpose.

59. Pledge Resolutions and Prohibited Matters

- (1) The following matters are prohibited--
 - (a) Any loan or grant to any other organisation or Company, other than an organisation set up with a similar constitution to which the Company has approved that certain members or Affiliates of this Company are being transferred;
 - (b) Any donation to a political party;
 - (c) Any allocation of monies or Company or Branch services for any party political purposes; or
 - (d) Any funds set aside for the re-election expenses of Company or Branch office holders or the receipt of monies from other organisations for that purpose.

To be clear, actions taken or monies expended consistent with the objects of this Company proposed or taken by the Company or a Branch of the Company in opposition to or in support of government actions are not subject to the aforesaid prohibitions.

- (2) Should any Company or Branch Executive or any officer or officers make or authorise any such service provision or payment then
 - (a) at the Company level—
 - (i) any member may move a special resolution known as a Pledge Resolution to have the prohibited actions set out in subrule (1) above reversed and if applicable instituting recovery actions for any monies against the beneficiaries of the payments or services supplied and the officers responsible for making or authorising the prohibited payments.

- (ii) before a Pledge Resolution can be put to the members the mover or proposer of the Pledge Resolution will need the written support of at least 50 members.
- (iii) the Pledge Resolution must be put to all members by the SMC(E) and determined by a postal or equivalent digital or electronic mechanism where every member has the capacity to vote on the Pledge Resolution.
- (iv) the Pledge Resolution will be passed by a simple majority of those who vote.
- (v) in the event that the Pledge Resolution passes, and in accordance with clause 40 SMC(E) must within 30 days of the Pledge Resolution passing take such action as it necessary to reverse the prohibited actions and to recover any monies expended in breach of subrule (1).

60. Notice

- (1) The Secretary of the SMC or the Secretary of any Branch will be deemed to have notified Members or Delegates as appropriate, if a notice has been sent by email to the last known address, or electronically by SMS or any other such electronic method as the Member has advised they wish to received notification, to the last known contact address or number.
- (2) There is no requirement under this Constitution for any notices to be sent by paid mail.

61. Branches

- (1) A branch may either be formed at the discretion of the SMC(E) at any time; or
- (2) After the inaugural period as a result of a ballot of the members in a proposed new branch 'catchment'. Any 10 members in any proposed new branch 'catchment' be it a specific or group of facilities, a geographic area or any other community of common interest, can petition the SMC(E) to hold a ballot of all the members in the proposed new branch 'catchment'. The SMC(E) must within 30 days conduct a ballot and if affirmative, the SMC(E) will within 30 days after the ballot, facilitate the formation of the new branch. The new branch will operate under the provisions set out by the Company from time to time.
- (3) The SMC will determine the rules for the branches from time to time.

Schedule

1. Name of Company

VIC Teachers Ltd

2. Description of Company

The Company is a company limited by guarantee that, under such legal structure, operates as a not for profit professional body representing interests of the past, present and proposed workers of employing entities or classes of employing entities nominated by the SMC(E) from time to time.

3. Classes of Membership and Conditions of Entry

The classes of Members of the Company shall be—

- (1) Ordinary Members who are registered primary or secondary teachers in Victoria.
The number of Members of this class is unlimited.
- (2) Inaugural Members who may be other people. The number of Members of this class is limited to 15 and membership can only be accepted up until the date of the first AGM after the first ordinary member joins.
 - a. Affiliated Members who are paying members other than the core group set out in subrule (1) and are not eligible to vote in Branch elections nor are they eligible to be Delegates to Company meetings. Affiliated members are still entitled to the services of the Company – the number of Members of this class is unlimited.
- (3) Self-Employed members are paying members who, provided the SMC(E) has chosen to provide one or more dedicated Self Employed Branches, can only vote in those Branch elections and be a delegate only from those Branches. The number of members in this class is unlimited.
- (4) Life Members are separate to Ordinary Members and have their fees paid for indefinitely, or until resignation or termination. Life members are automatically appointed as a delegate of the Company. Appointment to this class must be voted for at the AGM or an EGM called specifically for that purpose. This position is indefinite and non-transferrable. Membership of this class is limited to 0.1% of the membership..
- (5) Non-working ordinary members are paying members who are not entitled to vote in elections, nor be a delegate to the Company unless they have been a Non-Working Ordinary Member for at least 12 months. The number of members in this class is unlimited.

- (6) Student members are paying members who providing the SMC(E) have chosen to establish one or more dedicated Student Branches can only vote in those elections and be a delegate only from those Branches. The number of members in this class is unlimited.

4. **SMC**

- (1) Voting of the positions on the SMC is by Delegates only and all Delegates are eligible to vote for all positions.
- (2) The voted positions of the SMC(E) are—
 - (a) As set out in clause (22); and
 - (b) In addition, a second Vice President.
- (3) The structure of the SMC(NE) is—
 - (a) A number of geographic regions will be determined from time to time by the SMC(E). There must be at least one branch in each region.
 - (b) A representative who either lives in or works in each region is to be elected, however if there are no eligible nominees for a specified region then a Member from another area may be elected to represent the specified region.

5. **Honorariums for President, Vice Presidents and Treasurer**

Up to \$100,000 at the start of the inaugural period, with adjustments no greater than wage price inflation (WPI) multiplied by 2 each year. The exact amount will be determined according to the provisions set in Clause 36 of the Constitution.

6. **Financial Year of the Company**

The Financial Year of the Company ends on 30th June.

7. **Inaugural Period**

The following will apply to the Company during the Inaugural Period.

- (1) All inaugural Members shall be declared Delegates, for the entire Inaugural Period, for the purpose of General Meetings within the Inaugural Period.
- (2) Any ordinary Members at the initial meetings of the Company, including the meeting when the Constitution is formally adopted by the incorporated Company, shall be declared Delegates for the purpose of General Meetings within the Inaugural Period.
- (3)
 - (a) The Inaugural SMC(E) may at their discretion appoint at least one person from each Branch even if at the time the Branch may not have met formally to form a Branch, to be a Delegate for the purpose of a General Meeting of the Company.

- (b) Until or unless otherwise determined by the SMC(E) up until the end of the Inaugural Period, all of the membership fee income (after the deduction of the Service Fee) is to be retained for the use of the Company and not distributed to the Branches.
- (4) A Delegate may appoint another Delegate as their proxy for a General Meeting, without restriction.
 - (5) A quorum for a General Meeting will be the number of members of the SMC(E) plus one.
 - (6) The SMC(E) may call an AGM or an EGM by sending a notice of meeting to all delegates to consider a Special Resolution with 21 days notice.
 - (7) The Secretary and each member of the SMC(E) will hold office only until the next succeeding AGM but will be eligible for reappointment by resolution of the Members at that AGM.
 - (8) The Inaugural Period will end on the passing of a resolution to that effect at an AGM (as determined by the SMC(E) and no later than 10 years from the date of the formation of the Company).
 - (9) The SMC(E) may at its absolute discretion vary the Service Fee or its distribution in terms of 13(1)(c) for the duration of the inaugural period.
 - (10) The SMC(E) may determine at its absolute discretion the interim structure of any new Branch including at their discretion to appoint and or replace the respective branch officers to their roles.
 - (11) The SMC(E) at its absolute discretion shall determine whether and when to hold the State Convention or some such other convention or meeting and the conditions that will apply.
 - (12) The SMC(E) may determine at its absolute discretion to form a National Company, determine its interim structure and appoint its officers and the Federal Executive in accordance with clause 10(3) in the Schedule.

8. Inaugural SMC Structure

- (1) The initial SMC(E) will consist of —
 - (a) President;
 - (b) Vice President; and
 - (c) Treasurer
- (2) The Inaugural SMC(E) may appoint—
 - (a) One or more extra Members to the SMC(E);
 - (b) A Member to fill a casual vacancy on the SMC(E).