

# **Spatial Industries Business Association**

## **Constitution**



V 1.1, 22 September 2015

# Constitution

## 1. Introduction

- 1.1. Name of the Company is Spatial Industries Business Association.
- 1.2. The objects of the Company are to:
  - 1.2.1. develop the spatial information industry as defined by the Directors from time to time, and to foster and enhance the interests of companies and individuals working in that industry; and
  - 1.2.2. provide Members with such business support and representational services as the Directors determine and as may assist Members to achieve their business and commercial goals.
- 1.3. Solely for the purpose of carrying out those powers and not otherwise the Company has power to:
  - 1.3.1. hold or arrange competitions and provide or contribute towards the provision of prizes awards and distinctions in connection therewith.
  - 1.3.2. subscribe to become a Member of and co-operate with or amalgamate with any other association or organisation whether incorporated or not whose objects are similar to those of the Company.
  - 1.3.3. buy sell and deal in all kinds of apparatus and all kinds of provisions liquid and solid required by Members of the Company or persons frequenting the Company's premises.
  - 1.3.4. purchase take on lease or in exchange hire and otherwise acquire any lands building easement or property real and personal and any rights and privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Company.
  - 1.3.5. enter into any arrangements with any Government or authority Commonwealth, State, Municipal, Local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; AND to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
  - 1.3.6. appoint, employ, remove or suspend such managers, clerks, secretaries, servants, employees, contractors and other persons as may be necessary or convenient for the purpose of the Company.
  - 1.3.7. establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons; AND to grant pensions and allowances; AND to make payments towards insurance and superannuation; AND to

subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.

- 1.3.8. invest and deal with money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.
- 1.3.9. borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future) and to purchase redeem or pay off such securities.
- 1.3.10. make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 1.3.11. sell, improve, manage, develop, exchange, lease, dispose of, turn to, account or otherwise deal with all or any part of the property and rights of the Company.
- 1.3.12. take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchases and others.
- 1.3.13. take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company but subject always to any limitation in these Rules.
- 1.3.14. take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
- 1.3.15. print and publish any newspapers periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- 1.3.16. purchase and otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- 1.3.17. transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- 1.3.18. make donations for patriotic or charitable purposes.
- 1.3.19. provide a useful and cost effective range of conferences, events, services, facilities and benefits to Members.

- 1.3.20. employ and remunerate employees who may be Members and Directors, including (subject to Rule 2) the right to remunerate Directors.
  - 1.3.21. exercise any powers that the Company has by having the rights, powers, privileges and legal capacity of a natural person, including performing any act or function which it is authorised or required to do by any law.
2. PROVIDED that the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Members any requirement or restriction which if a rule of the Company would make it a Trade Union.
  - 2.1. The Company does not have the power to issue shares.
  - 2.2. The Company is a Company Limited by Guarantee.
3. **Application of income**
  - 3.1. The income and property of the Company from wherever derived must be applied solely towards promoting the Company as provided in these rules.
  - 3.2. The Company must not distribute, pay or transfer to the Members directly or indirectly by way of dividend, bonus or otherwise any of the property or income of the Company:
  - 3.3. nothing shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at reasonable and proper commercial rates on money borrowed from any Members of the Company or reasonable and proper rent for premises demised or let by any Member of the Company.
  - 3.4. a board Member may be paid the remuneration determined by the Company in General Meeting for his or her services as a Board Member of the Company together with all travelling and other expenses properly incurred concerning the Company's business.
4. **Liability of members**
  - 4.1. The liability of the Members is limited.
  - 4.2. Every Member of the Company undertakes to contribute to the property of the Company in the event of it being wound up while a member or within one year after ceasing to be a member for payment of the debts and liabilities of the Company (contracted before ceasing to be a member) and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one hundred dollars (\$100.00).
5. **Accounts**
  - 5.1. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place of the property credits and liabilities

of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with these Rules for the time being in force shall be open to the inspection of the members.

- 5.2. Once at least in every year the accounts of the Company shall be examined by properly qualified Auditor or Reviewer who shall report to the members in accordance with the provisions of the Corporations Act.

## 6. **Membership**

- 6.1. The members of the Company shall be :

- 6.1.1. Those persons, corporations or organisations who are members at the time of adoption of this constitution
- 6.1.2. Any other persons, corporations or organisations whom or which the Directors admit to membership in accordance with this Constitution

## 7. **Categories of Membership**

- 7.1. Membership of the Company may include:

- 7.1.1. Business Members — defined as any business entity in the spatial industry that is not involved in the setting of government policy, is active in the commercial environment and does not receive recurrent Treasury funding in support of its activities
- 7.1.2. Other Members – The Board may, from time to time, determine other categories of membership

- 7.2. Subject to Clause 9, all categories of member have access to the services and information provided by the Company.

- 7.3. Only Representatives in the Business Member category have the right to vote at general meetings and elections for the Board.

## 8. **Application for membership**

- 8.1. The Directors may decide from time to time on the form and contents of the application for membership, and on appropriate classes of membership. Applications for membership of the Company will be in writing, signed by the applicant, and in the case of a corporation or other organisation, nominating a representative.

- 8.2. The Directors may in their absolute discretion approve or reject an application for membership, or require the applicant to provide further information. Where further information is sought the Directors may defer considerations of the application until all information requested has been received. The Directors may determine the category of membership into which the applicant falls.

- 8.3. If the Directors reject any applications they may not be required to give any explanation for the rejection.

- 8.4. If an application is accepted, the Secretary must send the applicant written notice and request payment of the applicant's entrance fee (if any) and first annual subscription.
- 8.5. An applicant will become a Member of the Company on payment of the amount due under clause 9 if paid within the time specified by the Directors. If payment is not so made, the Directors may withdraw the offer.
- 8.6. The rights and privileges of every Member will be personal to each Member and are not transferable.

## 9. **Fees and subscription**

- 9.1. The entrance fee and annual subscription payable by members of the Company shall be such as the Directors shall from time to time determine
- 9.2. The Board may, from time to time, determine levels of membership and annual subscription for any category of membership
- 9.3. The Directors may from time to time determine the services and benefits to be included in each level
- 9.4. All annual subscriptions shall become due and payable in advance on the 1st day of July in every year, or as determined by the Directors from time to time.
- 9.5. The Directors may determine that any Member admitted to membership between 1 July and 30 June the next year, will pay only a pro-rata portion of the relevant annual subscription until that Member's annual subscription falls due

## 10. **Cessation of membership**

- 10.1. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due, the Directors:
  - 10.1.1. Will give the member notice of that fact
  - 10.1.2. If the subscription remains unpaid 30 days from the date of that notice, may declare that Member's membership forfeited
- 10.2. Membership of the Company will cease:
  - 10.2.1. On the date that the Secretary receives written notice of resignation
  - 10.2.2. If the Directors resolve by a majority of three quarters to terminate the membership of a Member whose conduct in their opinion renders it undesirable that the Member continue to be a Member of the Company

The Member must be given at least 21 days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed

10.2.3. If membership is forfeited under Clause 10.1

10.2.4. Where the member is an individual, if the Member:

10.2.4.1. Dies

10.2.4.2. Becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health

10.2.4.3. Is convicted of a serious criminal offence

10.2.5. Where the member is a body corporate if:

10.2.5.1. A receiver, controller, manager or liquidator is appointed to the Member except for the purposes of reconstruction or administration while solvent; or

10.2.5.2. An order is made by a Court for the winding up or deregistration of the Member

10.3. Any Member, ceasing to be a member:

10.3.1. Will not be entitled to a refund of any part of a subscription and

10.3.2. Will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a member

10.4. A member who pays all arrears of subscription and such further fee as may be determined by the Directors shall upon payment have membership reinstated.

## 11. **Representatives**

11.1. Any corporation which is a Business Member, may by written notice to the Secretary:

11.1.1. Appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Law; and

11.1.2. Remove a Representative.

11.2. A Representative is entitled to:

11.2.1. exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;

11.2.2. stand for election as an office bearer or Director; and

11.2.3. be counted towards a quorum on the basis that the Member corporation is to be considered personally present at a general meeting attended by its Representative.

11.3. A certificate executed in accordance with section 127 of the Corporations Law is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.

- 11.4. The Chairman of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the Chairman of the general meeting.
- 11.5. The appointment of a Representative may set out restrictions on the Representative's powers.

## 12. **General meetings**

- 12.1. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Corporations Act.
- 12.2. Any three Directors may whenever they think fit convene a General Meeting.
- 12.3. A Business Member (but not Members in the other categories) may:
  - 12.3.1. Only request the Directors to call a general meeting in accordance with section 249D of the Corporations Law; and
  - 12.3.2. Not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Law

## 13. **Calling a general meeting**

- 13.1. At least:
  - 13.1.1. 28 days' notice must be given of a General Meeting at which any election of Directors or other officers is to be held; and
  - 13.1.2. 21 days' notice must be given of any other General Meeting.
- 13.2. The Company may convene a General Meeting or an Annual General Meeting on shorter notice if, when notice of the meeting is sent to members entitled to attend and vote at the meeting, not more than 25% of members entitled to attend and vote object to the shorter notice  
  
PROVIDED THAT the notice of meeting must include the reasons for the shorter notice and notify the right of members entitled to attend and vote to object to the shorter notice.
- 13.3. Notice of every General Meeting must be given to every member except those members who have not supplied to the Company an address for the giving of notices to them.
- 13.4. All business shall be special that is transacted at a General Meeting and at an Annual General Meeting with the exception of:
  - 13.4.1. the consideration of the accounts;
  - 13.4.2. the reports of the Directors and Auditors;
  - 13.4.3. the appointment of the Auditor (if necessary).
- 13.5. The Company must give its Auditor:



- 13.5.1. notice of a General Meeting in the same way that a member is entitled to receive notice; and
  - 13.5.2. any other communications relating to the General Meeting that a member is entitled to receive.
- 13.6. No other person is entitled to receive notices of General Meetings. A notice of a General Meeting must:
- 13.6.1. set out the place, date and time for the General Meeting (and, if the General Meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - 13.6.2. state the general nature of the business of the General Meeting;
  - 13.6.3. if a special resolution is to be proposed at the General Meeting, set out an intention to propose the special resolution and state the resolution; and
  - 13.6.4. if a member is entitled to appoint a proxy, contain a statement setting out the following information –
    - 13.6.4.1. that the member has right to appoint a proxy; and
    - 13.6.4.2. whether or not the proxy needs to be a member; and
    - 13.6.4.3. how that proxy can be appointed
- 13.7. The Company may give the notice of a General Meeting to a member in any of the ways provided in these rules for the service of notices.
- 13.8. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of the General Meeting by any person entitled to receive notice, shall not invalidate proceedings of that General Meeting.

#### **14. Proceedings at general meetings**

- 14.1. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 14.2. Save as herein otherwise provided ten Business Members present in person or an electronic connection approved by the Chair shall be a quorum.
- 14.3. For the purpose of this rule "member" includes a person attending as a proxy or as a Representative of a corporation which is a Business Member.
- 14.4. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved - in any other case it shall stand adjourned to the same day in the next week at the same time and place or such other day and at such other time and place as the Directors may determine.
- 14.5. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (being not less than five) shall be a quorum.

- 14.6. The Chair of the Board shall preside as Chair at every General Meeting of the Company or if there is no Chair or if the Chair is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their members to be Chair of the meeting.
- 14.7. The Chair may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 14.8. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting
- 14.9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.
  - 14.9.1. by the Chairperson; or
  - 14.9.2. by at least three members present in person or by proxy.
- 14.10. Unless a poll is demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 14.11. The demand for a poll may be withdrawn.
- 14.12. If a poll is demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
- 14.13. In the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 14.14. Members entitled to vote shall each have one vote in person or by proxy or by attorney.
- 14.15. No member shall be entitled to vote at any general meeting if their annual subscription shall be more than one month in arrears at the commencement of the meeting.
- 14.16. The Chair does not have a casting vote in addition to the Chairman's votes as a Member, proxy, attorney or Representative
- 14.17. For the purposes of this rule an adjourned meeting is a continuation of the meeting not a new meeting.

## 15. Proxies

- 15.1. The instrument appointing a proxy shall be in writing:
  - 15.1.1. under the hand of the appointor or of his or her attorney duly authorised in writing;
  - 15.1.2. the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll;
  - 15.1.3. a member shall be entitled to instruct his or her proxy to vote in favour of or against any proposed resolutions;
  - 15.1.4. unless otherwise instructed the proxy may vote as he or she thinks fit.
- 15.2. The instrument appointing a proxy may be in any form that makes it clear that a Proxy has been appointed provided that it shall be signed by the member making the appointment and contain at least the following information: -
  - 15.2.1. the member's name and address;
  - 15.2.2. the Company's name;
  - 15.2.3. the proxy's name and address;
  - 15.2.4. the meeting at which the appointment may be used; and
  - 15.2.5. if the member wishes to make a specific direction to the proxy as to how the proxy must vote on a particular matter then the manner in which the vote must be exercised.
- 15.3. A proxy may be a standing proxy and shall continue until the Company receives notification in writing of the termination of the proxy.
- 15.4. A later appointment revokes an earlier appointment if both appointments can only be validly exercised at the particular meeting.
- 15.5. A proxy shall only be valid for a meeting if before the commencement of the meeting the Company has received the proxy's appointment and if the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority.
- 15.6. The appointment of a proxy, authority or certified copy of the authority may be given to the Company by: -
  - 15.6.1. delivering the same to the Company's registered office; or
  - 15.6.2. faxing the same to the facsimile number at the Company's registered office or sending it to the electronic address at the registered office of the Company or at the place, to the facsimile number or to the electronic address specified for the purpose in the notice of meeting.
- 15.7. A proxy who is not entitled to vote on a resolution as a member may vote as a proxy for another member who can vote as long as the appointment specified the way a person is to vote on the resolution and the proxy votes that way.

- 15.8. Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if prior to the proxy voting:
  - 15.8.1. the member having appointed the proxy dies; or
  - 15.8.2. the member having appointed the proxy is mentally incapacitated; or
  - 15.8.3. the member having appointed the proxy revokes the proxy's appointment; or
  - 15.8.4. the member having appointed the proxy revokes the authority under which the proxy was appointed by a third party; or

## 16. **The Board of Directors**

- 16.1. The Board of Directors (The Board) shall comprise 5 elected members, up to 4 appointed members and two allocated members.
- 16.2. The office bearers of the Company shall consist of a Chair, Vice Chair, Secretary and Treasurer:
- 16.3. The Chair shall be elected by the Board from among its current members and serve:
  - 16.3.1. One year as the Chair-elect
  - 16.3.2. Two years as Chair
  - 16.3.3. One year as Immediate Past Chair
- 16.4. Five board members shall be elected by the members through a ballot and serve for a term of one year but shall be eligible for re-election.
- 16.5. The Secretary/Treasurer shall be appointed by the Board from amongst the Board members.
- 16.6. The functions of Vice Chair shall be carried out by the Chair-Elect or the Immediate Past Chair.
- 16.7. Up to four Directors may be appointed by resolution of the Directors in office at the time of the appointment. An appointed Director may be appointed for such term, and may be removed and replaced, as the Directors see fit.
- 16.8. The persons named in the Schedule to these rules shall constitute the Board of Directors from
  - 16.8.1. the date of the adoption of these rules;
  - 16.8.2. the date of the merged operations of Spatial Queensland Limited and Spatial Industries Business Association Limited; and
  - 16.8.3. the date of the first elections held in accordance with these rules.
- 16.9. The Election of the Chair shall take place in the following manner:

- 16.9.1. The Chair-Elect shall assume the allocated position of Chair at the Annual General Meeting one year after his appointment as Chair-Elect and be, ex-officio, a member of the Board from that date for a period of two years
  - 16.9.2. Immediately before the Annual General Meeting mid-term in the allocation of the current Chair, the Board shall elect from amongst its elected members a Chair-Elect, who shall be allocated the position of Chair-Elect and be, ex-officio, a member of the Board from the date of the Annual General Meeting.
  - 16.9.3. At the date of the Annual General Meeting mid-term in the allocation of the current Chair, the person currently holding the allocated position of Immediate Past Chair shall step down from the Board but shall be eligible for re-election or reappointment if a vacancy exists.
  - 16.9.4. At the date of the Annual General Meeting two years after assuming the allocated position of Chair, the Chair shall assume the allocated position of Immediate Past Chair and be, ex-officio, a member of the Board until the next Annual General Meeting
- 16.10. The election of Directors shall take place in the following manner:
- 16.10.1. Any Business Member of the Company shall be at liberty to nominate its Representative or another person, being an employee of a Business Member or an organisation eligible to be a Business Member, to serve as a Director;
  - 16.10.2. the nomination, which shall be in writing, shall be lodged with the Secretary by the date nominated for close of nominations being not less than three months and not more than six months before the date of the Annual General Meeting;
  - 16.10.3. a list of candidates' names in alphabetical order shall be posted on the company website for at least seven days immediately preceding the opening of a ballot;
  - 16.10.4. balloting lists shall be prepared (if necessary) containing the names of the candidates only. The names shall be in alphabetical order. Each Business Member shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - 16.10.5. the ballot may be conducted by any paper or electronic process but must be concluded at least two weeks before the Annual General Meeting; and
  - 16.10.6. in case there shall not be a sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies.
- 16.11. The Company may from time to time by resolution passed at a General Meeting increase or reduce the number of Directors.

- 16.12. The Board (or such Directors as shall hold office at the relevant time) shall have the power at any time and from time to time to appoint any Representative of a Business Member as a Director either to fill a casual vacancy or as an addition to the existing office-bearers or other Directors but so that the total number of office-bearers and other Directors shall not at any time exceed the number fixed in accordance with these rules. Any Director so appointed shall hold office until the commencement of the next Annual General Meeting but shall be eligible for re-election.
- 16.13. The Company may by Ordinary resolution of which special notice has been given remove any Director before the expiration of his or her term of office and may by an ordinary resolution appoint another person in his or her stead. The person so appointed shall hold office until the next Annual General Meeting but shall be eligible for re-election or reappointment.
- 16.14. The position of a person as a Director and that person's office as a Director shall immediately cease and become vacant if he or she: -
- 16.14.1. dies; or
  - 16.14.2. resigns by notice in writing; or
  - 16.14.3. is removed by a resolution of the Company; or
  - 16.14.4. disqualified from acting as Director as a consequence of any provision of the Act; or
  - 16.14.5. becomes mentally ill or his or her affairs comes under protective jurisdiction; or
  - 16.14.6. becomes bankrupt or makes an assignment to or composition with his or her creditors; or
  - 16.14.7. Is absent from Directors' meetings for three consecutive meetings without leave of absence from the Directors; or
  - 16.14.8. Is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Law; or
  - 16.14.9. Is a Representative or other employee of a Business Member that ceases to be a Member
- 16.15. No proceedings of the Board shall be invalidated by reason of the fact that a Director takes part in a meeting or votes on a resolution of the Board whilst disqualified unless the other Directors at the meeting knew of or could reasonably have known of the disqualification.

## **17. Powers and duties of the Directors**

- 17.1. The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Law do not require to be exercised by the Company in general meeting.

- 17.2. Without prejudice to and without limiting the powers conferred by this Constitution, the Board shall have the power to do any of the following: -
  - 17.2.1. open and maintain a bank account or bank accounts to be operated by such person or persons whether Directors or not as it shall from time to time determine;
  - 17.2.2. appoint any staff as may be necessary;
  - 17.2.3. employ and superannuate officers and employees;
  - 17.2.4. review staff positions at intervals not exceeding 5 years;
  - 17.2.5. publish and distribute information concerning this Constitution and the regulations to members and other interested persons;
  - 17.2.6. all such other things that are in the opinion of the Directors incidental to or conducive to the attainment of the objects of the Company;
  - 17.2.7. all things necessary to give effect to the powers contained in this Constitution;
  - 17.2.8. all such things as may be permitted by the Act.
- 17.3. The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors) for such period and subject to such conditions as they think fit.
- 17.4. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think appropriate and may also authorize the attorney to delegate all or any of the powers, authorities and discretions vested in that person.
- 17.5. All acts done by any meeting of the Directors or of a committee of the Board or by any person acting as a Director are valid even though it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as a Director, or that a person so appointed was disqualified.
- 17.6. The Board may exercise the powers of the Company to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Company.
- 17.7. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be by any two Directors or in such other manner as the Directors from time to time determine.
- 17.8. The Board shall cause minutes to be made:
  - 17.8.1. of all appointments of officers and employees; and

17.8.2. of the names of the Directors present at all meetings of the Company and of the Board; and

17.8.3. of all proceedings at all meetings of the Company and of the Board. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

## 18. **Proceedings of the board of directors**

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

18.2. A Director may at any time request a meeting and the person performing the duties of Secretary to the Board shall, on the requisition of a Director, convene a Directors meeting.

18.3. Subject to these Rules questions arising at any meeting of the Directors shall be decided by a majority of votes and a determination by a majority of the Directors present shall for all purposes be deemed a determination of the Board.

18.4. The Chair of a meeting does not have a casting vote in addition to his or her deliberative vote.

18.5. The quorum necessary for the transaction of the business of the Board shall be a majority of the total number of Directors or such greater number as may be fixed by the Directors.

18.6. The continuing Directors may act notwithstanding any vacancy in the Board.

18.7. If and so long as their number is reduced below the number fixed as the quorum the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of convening a General Meeting of the Company but for no other purpose.

18.8. The Chair shall preside as Chair at every meeting of the Board.

18.9. If there is no Chair or if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting or if being present is unwilling to preside the Vice Chair shall be Chair or if the Vice Chair is not present at the meeting then the Directors may choose one of their number to be Chair of the meeting.

18.10. The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a person or a committee or committees and may at any time revoke any delegation.

18.10.1. Subject to any direction by the Directors, a committee may regulate its proceedings as it sees fit.

18.11. All acts done by any meeting of the Board or a committee or by any Director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of the committee or Director or that the Directors or any of them were disqualified will be as valid as if every



such person had been duly appointed and was qualified to be a Director or committee member.

18.12. A resolution in writing signed by all Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents, including electronic documents, in like form each signed by one or more Directors.

## 19. **Alternate Directors**

19.1. A Director may, with the approval of the Directors, appoint any person as his or her alternate for a period determined by that Director.

19.2. An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.

19.3. An Alternate Director is an officer of the Company and is not an agent of the appointor.

19.4. The provisions of this Constitution which apply to Directors also apply to Alternate Directors.

19.5. Ending the appointment:

19.5.1. The appointment of an Alternate Director may be revoked at any time by the appointor or by the other Directors.

19.5.2. An Alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.

19.6. Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

## 20. **Branch Organisation**

20.1. The Directors may provide for the organisation and running of any of the affairs of the company in any places and in such manner as they think fit.

## 21. **Seal**

21.1. Unless the Directors make a determination to the contrary, the Company shall not have a common seal.

21.2. A document shall be validly executed and shall be binding upon the Company if it is signed by any 2 Directors.

21.3. The Directors may at any time determine that the Company shall have a common seal, and

21.3.1. The Directors shall provide for the safe custody of the seal and shall only use the seal by the authority of the Directors or of a committee of the Directors authorised by the Directors to authorise the use of the seal.

21.3.2. The affixing of the seal shall be sufficient and shall bind the Company if it shall be affixed in the presence of one Director who shall sign every instrument to which the seal is affixed and every such instrument shall be counter-signed by another Director.

21.3.3. Directors may affix the seal to or sign any instrument on behalf of the Company notwithstanding that the Directors may be in any way interested in the transaction.

## 22. **Accounts**

22.1. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of every annual profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report as required by the Law to every member.

22.2. The Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to the end of the Company's financial year but in no case shall that date be more than five months before the date of the meeting.

22.3. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members provided that all members shall have reasonable opportunity to inspect those records.

## 23. **Audit**

23.1. A properly qualified Auditor or Reviewer shall be appointed and his her or their duties regulated in accordance with the Law.

## 24. **Notices**

24.1. A notice may be given by the Company to any member either:

24.1.1. personally; or

24.1.2. by sending it by post to the member at the member's registered office or the address if any supplied by the member to the Company for giving of notices to the member; or

24.1.3. to any address given by the member to the Company for the delivery of facsimile messages or messages transmitted by electronic or like means.

24.2. where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice and to have been effected (except in the case of a notice of a meeting) at the time at which the letter would be delivered in the ordinary course of post.

24.3. in the case of a facsimile notice or an electronic notice (except in the case of a notice of meeting) to be effected by properly addressing the facsimile or notice to the electronic address and dispatching the same by

the appropriate electronic means and to have been effected four hours after the time of transmission.

24.4. any notice by a court of law or otherwise required or allowed to be given by the Company to members or any of them by advertisement shall be sufficiently advertised if advertised once in one daily newspaper circulating in the State or Territory capital city and metropolitan area of the State or Territory in which a majority of the members have a registered address and in case of joint holders shall be the address of the joint holder who is first named on the Register of members.

24.5. Notice of every general meeting must be given to:

24.5.1. Every Member

24.5.2. Every Director and Alternate Director

24.5.3. Any Auditor

24.6. No other person is entitled to receive notice of a general meeting.

## 25. **Indemnity**

25.1. Subject to the provisions of the Act every Director Secretary Manager or officer of the Company shall be indemnified out of the funds of the Company against all liability incurred by such person as a Director Manager or Officer in defending any proceedings whether civil or criminal in which judgement is given in the persons favour or in which the person is acquitted or in connection with any application under the Act in which relief is granted to the person by a court.

25.2. Subject to the Act no Director of the Company shall be liable for the acts receipts neglect or defaults of any other Director or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the inefficiency or deficiency of title to any property acquired by order of the Directors or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any monies securities or effects shall be deposited or for any loss occasioned by any error of judgement omission default or oversight on the persons part or for any other loss damage or misfortune whatsoever which shall happen in relation to those things unless the same shall happen through the persons own negligence, default, breach of duty, breach of trust or dishonesty.

25.3. To the extent permitted by law the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company against liability incurred by the person in his or her capacity as an officer of the Company provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of the Act.

## 26. **Mediation**

- 26.1. In the event that a dispute shall arise between the Directors or between the Directors and a member or between the members or between the Company and a member concerning the affairs of the Company, the parties must attempt to resolve the dispute by mediation as follows:
- 26.1.1. Either party may start mediation by serving a mediation notice on the other.
  - 26.1.2. The notice must state that a dispute has arisen and identify what is in dispute.
  - 26.1.3. The parties must jointly appoint a Mediator. If the parties fail to agree on the appointment within 7 days of service of the notice, a Mediator will be appointed by the Secretary for the time being of the Law Institute or Law Society (as the case requires) of the most appropriate State or Territory upon the application of either party.
  - 26.1.4. The parties must observe the instructions of the Mediator about the conduct of the mediation execute any written agreements that the Mediator may reasonably ask them to execute and make a genuine and determined effort to resolve the dispute.
  - 26.1.5. If the dispute is not resolved within 14 days after the Mediator is appointed or any other time that the parties are agreed to in writing, the mediation ceases.
  - 26.1.6. The Directors and the members must as far as is reasonably practicable and provided to do so is not in breach of the Law maintain the status quo concerning the affairs of the Company whilst the mediation process is taking place.
  - 26.1.7. No request for arbitration may be made nor any application made to a court of law except in the case that the status quo concerning the affairs of the Company is not maintained until such time as the parties have attending a mediation meeting.
  - 26.1.8. Each party must pay an equal share of the cost of mediation to the Mediator.
  - 26.1.9. If the dispute is resolved, each party must sign the terms of the agreement and the terms are binding on the parties.
  - 26.1.10. The mediation procedure is confidential and written statements prepared for the Mediator or for a party and any discussions between the parties and between the parties and the Mediator before or during the mediation procedure cannot be used in any legal proceedings. The Mediator shall destroy any notes made during the mediation at the end of the mediation.

## **27. Chief Executive Officer**

- 27.1. A Chief Executive Officer may be employed by the Directors for such term and upon such conditions as the Directors may from time to time determine.

- 27.2. The Chief Executive Officer has and may exercise such functions as are conferred or imposed on the Chief Executive Officer by the Board
- 27.3. The Board may, from time to time, appoint a person to act as Chief Executive Officer during the illness or absence of the Chief Executive Officer and the person, while so acting, has and may exercise all of the functions of the Chief Executive Officer and is taken to be Chief Executive Officer.
- 27.4. The Chief Executive Officer may delegate to a person the exercise of:
- 27.4.1. any of the functions of the Chief Executive Officer under this Constitution other than this power of delegation; or
  - 27.4.2. any functions delegated to the Chief Executive Officer by the Board, unless the Board otherwise provides in its instrument of delegation .
  - 27.4.3. The Chief Executive Officer shall have power to enter into Contracts binding the Company up to a value that shall from time to time be determined by the Board.

## 28. **By-laws and regulations**

- 28.1. The Board may make, alter or revoke a by-law or regulation
- PROVIDED THAT, a reasonable time before the alterations or additions are made, notice of every alteration or addition proposed to be made to the by-laws or regulations is sent to every member notifying the Board's intention with an invitation to provide comment.
- 28.2. The omission, unless wilfully made, to send a notice or the non-receipt of it does not invalidate the alteration or addition.
- 28.3. A by-law or regulation which, directly or indirectly, is inconsistent with a provision of this Constitution or the Act is invalid.
- 28.4. A copy of every alteration or addition made to the by-laws or regulations is to be sent to every member.
- 28.5. The Board is the sole authority for interpreting the by-laws and regulations.

## 29. **Dissolution and winding up**

- 29.1. If upon the dissolution or winding-up of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed amongst the members but shall be given or transferred to some other fund, authority or institution:
- 29.1.1. having objects similar to the objects of the Company;
  - 29.1.2. which prohibits the distribution of its income and property to a similar extent to that imposed on the Company by this Constitution

### 30. **Inconsistency with corporations act**

30.1. In the event that any of these Rules shall be inconsistent with or in breach of any of the provisions of the Act then these Rules shall be read down to the extent that they shall comply with the Law and any Rule that is inconsistent with or in breach of the provisions of the Law shall be deemed to be struck out and shall not form part of these Rules.

30.2. In the event that the provisions of the Act permits an act to be done, a decision to be made or a meeting to be held in a way that is more convenient for the Company or the Directors or is more favourable to the members or the Directors than as required or permitted by these Rules then the Directors may but shall not be obliged so to do (unless the Law so requires) to make the decision, take the action, give the notice or hold the meeting or do the particular thing as is permitted and in the time and in the manner permitted by the Law.

### 31. **Interpretation**

31.1. In this Constitution unless there be something in the subject or context inconsistent then the following words and expressions shall have the following meanings: -

**"The Act"** shall mean the Corporations Act in force from time to time and any reference to a section of the Act or a section of the law shall mean a reference to the Corporations Act and the particular section of the Corporations Act.

**"The Company"** shall mean the Spatial Industries Business Association Limited.

**"Directors"** and **"Board"** shall mean all or any number of the Directors for the time being of the Company acting in accordance of these Rules.

**"Member"** shall mean any person or organisation for the time being registered as a member of the Company.

**"Office"** or **"Registered Office"** shall mean the registered office for the time being of the Company.

**"Paid"** shall mean paid or credited as paid.

**"The Register"** shall mean the register of members, charges and other information required by the Act.

**"These Rules"** and **"Rules"** shall mean the Rules forming part of the Company's Constitution as originally adopted or as from time to time added to or amended.

**"The Seal"** or **"The Common Seal"** shall mean the common seal of the Company (if any).

**"The Secretary"** shall mean and include the Secretary and any assistant or acting Secretary and any other person for the time being appointed to perform whether alone or in addition to any other person or persons the duties of a Secretary of the Company.

**“Signature”** shall mean the impression of a mark by hand facsimile mechanical electronic or other means which is properly authorised by the person purported to have signed the document, signed shall mean the result of a signature produced by any means defined above.

**“Special Resolution”** shall have the meaning assigned to that expression by the Act.

**“In Writing”** and **“Written”** shall include printing and lithography and other modes of reproducing or representing words in a visible form and shall include electronic means provided the same can be recorded in a permanent form.

**“Words”** or **“Expressions”** contained in these Rules shall be interpreted in accordance with the provisions of the law as in force at the date of which such interpretation is required.

31.2. In these Rules unless a different intention appears: -

31.2.1. words importing a singular number only shall include plural number and vice versa;

31.2.2. words importing one gender only shall include the other gender;

31.2.3. words importing persons shall include companies and corporations.

31.3. Any heading or marginal note inserted in these Rules is included for convenience only and shall not affect the construction of these Rules.

## 32. **Adoption and amendments of constitution**

32.1. The members may amend or repeal this Constitution, or a provision of this Constitution, by special resolution passed at either an Annual General Meeting or at an Extraordinary General Meeting.

32.2. A notice of the proposed alterations must be provided to every member at least 30 days prior to the date of the meeting.

32.3. A special resolution amending, adopting or repealing this Constitution takes effect:

32.3.1. if no later date is specified in the resolution, then on the date on which the resolution is passed; or

32.3.2. on a later date specified in, or determined in accordance with, the resolution.

32.4. The Company must send of a copy of this Constitution (as amended from time to time) to a member within 7 days if the member:

32.4.1. asks the Company, in writing for the copy; and

32.4.2. pays any fee (up to the prescribed amount) required by the Company.

# Schedule 1

## **Part 1 — The Board from the date of adoption of this constitution**

The names of the persons who constitute the Board from the date of the adoption of these Rules shall be:

- Chair — Glenn Cockerton
- Vice Chair — Maurits Van der Vlugt
- Treasurer — Glenn Frankish
- Immediate Past Chair — Gary Nairn
- Directors —
  - Lyn Terrett
  - Nicholas Davies
  - Julia Spark
  - Alistair Byrom
  - Ralph Croker
- Appointed Directors —
  - John Sheehan
  - Brett Bundock

## **Part 2 — The Board from the date of merged operations**

The names of the persons who constitute the Board from the agreed date of the merged operations of Spatial Queensland Limited and Spatial Industries Business association Limited shall be:

- Chair —
- Vice Chair —
- Secretary/Treasurer —
- Directors —
  - Peter Murphy (Queensland)
  - Franz Eilert (Queensland)
  - Alistair Byrom (Queensland)
  - Ralph Croker (Queensland)
  - Peter James (Queensland)
  - Glenn Cockerton (National)
  - Maurtis Van Der Vlugt (National)
  - Lynette Terrett (National)
  - Julia Spark (National)
  - Gary Nairn (National)



### **Part 3 — The Board from the date of the Annual General Meeting following the first election in merged operations**

The names of the persons who constitute the Board from the Annual General Meeting following the first election for Board members after the merged operations of Spatial Queensland Limited and Spatial Industries Business Association shall, subject to the election, include.

- Chair —
- Chair Elect —
- Immediate Past Chair —
- Secretary/Treasurer —
- Elected Directors —
  - 1
  - 2
  - 3
  - 4
  - 5
- Appointed Directors
  - 1
  - 2
  - 3
  - 4

(Note: if the Chair from the above date intends to serve for one year then the allocated position of Chair-Elect will need to be filled. If the Chair intends to serve two years then the allocated position of Immediate Past Chair needs to be filled)