



**VICTORIAN PERIOPERATIVE NURSES GROUP LTD**  
ACN 609 638 851

# CONSTITUTION

Incorporating amendments approved by members at the annual general meeting on 19 August 2023

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## **1. Preliminary**

### **1.1 Definitions**

In this Constitution:

**ACORN** means Australian College of Operating Room Nurses Ltd ACN 071 142 768.

**AGM** means an annual general meeting of VPNG.

**AHPRA** means the Australian Health Practitioner Regulation Agency.

**Associate Member** means a member of VPNG in the Associate membership class under rule 5.3.

**Book** includes a register, any other record of information, financial report or record and a document, however compiled, recorded or stored, including electronically.

**Business Day** means a day which is not a Saturday, Sunday, bank holiday or public holiday:

- (1) for the purpose of sending or receiving a notice – in the city where the notice is intended to be received; and
- (2) for all other purposes – in Melbourne, Australia.

**By-law** means a by-law of VPNG made under rule 15.1.

**Chair** means the chair of the relevant meeting under rule 6.4 or 7.17 (as the case may be).

**Corporations Act** means the *Corporations Act* 2001 (Cth).

**Director** means a director of VPNG.

**Enrolled Nurse** means a person who:

- (1) has completed an AHPRA-approved diploma of nursing; and
- (2) is regarded under any relevant By-laws as qualifying as an enrolled nurse.

**Financial Year** means, unless the Directors determine a different period, a 12 month period from 1 January to 31 December.

**Full Member** means a member of VPNG in the Full membership class under rule 5.2.

**Honorary Life Member** means a member of VPNG in the Honorary Life membership class under rule 5.4(a).

**Honorary Secretary** means the Director referred to in rule 7.1(a)(3).

**Honorary Treasurer** means the Director referred to in rule 7.1(a)(4).

**Insolvency Event** means, in relation to a person:

- (1) the person is placed into bankruptcy or an order is made by a court or an application is made to a court for an order or the person gives notice of its intention that the person be placed into bankruptcy;
- (2) a trustee in bankruptcy is appointed in respect of the person or any property of the person or an application is made to a court for an order that a trustee in bankruptcy be appointed in respect of the person or any property of the person

- (3) the person is, or states that the person is or may become, unable to pay the person's debts as and when they fall due; or
- (4) anything analogous or having a substantially similar effect to any of the events specified above happens under the law of any applicable jurisdiction.

**Liability** means a loss, liability, cost, charge or expense.

**Major Matter** means a matter involving, in reasonable opinion of the Directors, a substantial change to the nature or scale of VPNG's activities or operations.

**Member** means an Associate Member, a Full Member or an Honorary Life Member.

**Official** means:

- (1) each person who is or has been a Director; and
- (2) officers and former officers of VPNG or of its related bodies corporate as determined by the Directors from time to time.

**President** means the Director referred to in rule 7.1(a)(1).

**Registered Nurse** means a person who is:

- (1) a registered health practitioner within the meaning of the *Health Practitioner Regulation National Law (Victoria) Act 2009*; and
- (2) regarded under any relevant By-laws as qualifying as a registered nurse.

**Undergraduate Student of Nursing** means a student undertaking a nursing course at an educational institution where both that course and that educational institution are regarded under relevant By-laws as qualifying that student as an undergraduate student of nursing.

**Vice-President** means the Director referred to in rule 7.1(a)(2).

**VPNG** means Victorian Perioperative Nurses Group Ltd ACN 609 638 851.

## 1.2 Interpretation

- (a) In this Constitution a Member is to be taken to be present at a general meeting if the Member is present in person or by proxy.
- (b) In this Constitution a reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (c) Unless the contrary intention appears, in this Constitution:
  - (1) words importing the singular include the plural and vice versa;
  - (2) words importing a gender include every other gender;
  - (3) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
  - (4) a reference to a person includes that person's successors and legal personal representatives;

- (5) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
- (6) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (d) In this Constitution headings and bold type are for convenience only and do not affect its interpretation.
- (e) In this Constitution reference to aluminium includes a reference to bauxite ore, aluminium oxide (alumina) and all aluminium alloys.
- (f) Specifying anything in this Constitution after the words **including, includes or for example** or similar expressions does not limit what else is included unless there is express wording to the contrary.

### 1.3 Application of the Corporations Act

- (a) This Constitution is to be interpreted subject to the Corporations Act. However the rules that apply as replaceable rules to companies under the Corporations Act do not apply to VPNG.
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.
- (c) Subject to rule 1.3(b), unless the contrary intention appears, an expression in a rule that is defined for the purposes of the Corporations Act has the same meaning as in the Corporations Act.

### 1.4 Exercise of powers

- (a) Where this Constitution provides that a person or body may do a particular act or thing and the word 'may' is used, the act or thing may be done at the discretion of the person or body.
- (b) Where this Constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power:
  - (1) exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing; and
  - (2) to do the act or thing from time to time.
- (c) Where this Constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (d) Where this Constitution confers a power to make appointments to any office or position other than Director, the power is, unless the contrary intention appears, to be taken to include a power:
  - (1) to appoint a person to act in the office or position until a person is appointed to the office or position;

- (2) subject to any contract between VPNG and the relevant person and any applicable industrial law, to remove or suspend any person appointed, with or without cause; and
- (3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (e) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (f) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (g) Where this Constitution confers power on a person or body to delegate a function or power:
  - (1) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
  - (2) the delegation may be either general or limited in any manner provided in the terms of delegation;
  - (3) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
  - (4) the delegation may include the power to delegate;
  - (5) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
  - (6) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

## **2. Objects**

The charitable objects for which VPNG is established are to:

- (a) foster the development, promotion and implementation of the philosophy, policies and standards of ACORN;
- (b) provide forums for networking and the sharing of information and ideas between Members;
- (c) provide financial support for educational opportunities and research activities;
- (d) raise community and sector awareness of issues of contemporary nursing practice; and
- (e) foster strong ongoing links with ACORN.

## **3. Powers**

Solely for carrying out VPNG's objects, VPNG may, in any manner permitted by the Corporations Act:

- (a) exercise any power;
- (b) take any action; or



- (c) engage in any conduct or procedure,

which under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

#### **4. Income and property**

- (a) VPNG's income and property must be applied solely towards promoting VPNG's objects.
- (b) Subject to rule 4(c), no part of the income or property of VPNG may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any Member, former Member, Director or former Director or to any person claiming through such a person.
- (c) Nothing in rule 4(b) prevents the payment in good faith of:
  - (1) reasonable and proper remuneration to any employee of VPNG;
  - (2) subject to this Constitution, reasonable and proper amounts to any Member or Director in return for any services actually rendered to VPNG;
  - (3) the payment of interest at a rate not exceeding interest at the rate for the time being charged by VPNG's bankers for money lent to VPNG;
  - (4) reasonable and proper rent for premises let by any Member or Director to VPNG;
  - (5) sums permitted to be paid under Chapter 2E of the Corporations Act;
  - (6) sums permitted to be paid under rule 7.8; and
  - (7) sums paid under rule 9.

#### **5. Membership**

##### **5.1 Classes of membership**

There are 3 classes of membership:

- (a) Full membership;
- (b) Associate membership; and
- (c) Honorary Life membership.

##### **5.2 Full membership**

- (a) The Members in the Full membership class are those persons who both:
  - (1) are eligible to be admitted to this class under rule 5.2(b); and
  - (2) are admitted to this class under rule 5.5,and who remain Members in this class.
- (b) A person is eligible to be admitted to the Full membership class if the person:
  - (1) is a Registered Nurse or an Enrolled Nurse, who is interested in or engaged in the practice of perioperative nursing;

- (2) is, in the opinion of the Directors:
  - (A) a fit and proper person; and
  - (B) of good character;
- (3) is over 18 years of age; and
- (4) has paid any fees that are payable under rule 5.11.

### **5.3 Associate membership**

- (a) The Members in the Associate membership class are those persons who both:
  - (1) are eligible to be admitted to this class under rule 5.3(b); and
  - (2) are admitted to this class under rule 5.5,and who remain Members in this class.
- (b) A person is eligible to be admitted to the Associate membership class if the person:
  - (1) is:
    - (A) an Undergraduate Student of Nursing; or
    - (B) a person who was a Registered Nurse or an Enrolled Nurse but has since retired or otherwise ceased to be a Registered Nurse or an Enrolled Nurse;
  - (2) is, in the opinion of the Directors:
    - (A) a fit and proper person; and
    - (B) of good character;
  - (3) is over 18 years of age; and
  - (4) has paid any fees that are payable under rule 5.11.

### **5.4 Honorary Life membership**

- (a) A person:
  - (1) who in the opinion of the Directors, has provided conspicuous and valuable services to VPNG; and
  - (2) whose circumstances otherwise comply with relevant By-laws made for this purpose,is eligible for consideration for appointment as an Honorary Life Member.
- (b) A person who is eligible under rule 5.4(a) may be appointed as a Life Member by resolution of the Directors.

### **5.5 Admission of new Members**

- (a) Every applicant for Full membership or Associate membership must:
  - (1) apply in the form and manner determined by the Directors; and

- (2) provide any additional information or material to accompany its application as determined by the Directors, including information required to substantiate the eligibility of the applicant for membership in the relevant class.
- (b) The Directors may admit as a Member any applicant on such conditions and at such times as the Directors think fit.
- (c) The Directors may, in their absolute discretion, decline to admit any applicant as a Member.
- (d) The Directors may require a person to execute such form of reasonable undertaking as the Directors may stipulate as a condition of admitting that person as a Member.
- (e) Despite an applicant's nomination of a membership class, if there is any inaccuracy, doubt or uncertainty over an applicant's entitlement to be a Member in any particular membership class, the Directors retain discretion to determine the appropriate class.
- (f) Once the Directors decide to admit a new Member or decline the admission of an applicant for membership, they must advise the applicant of that decision (but no reasons need be given for a decision to decline the admission of an applicant for membership).
- (g) If an application for membership is declined, the Directors must refund any fees paid under rule 5.2(b)(4) or 5.3(b)(4).

#### **5.6 Power to suspend admission of Members**

The Directors may suspend the admission of Members at such times and for such periods as they think fit.

#### **5.7 Cessation of membership**

A Member ceases to be a Member (and for the avoidance of doubt, each of the following provisions applies to Members in each class of membership, including Honorary Life membership):

- (a) if the Member resigns by notice in writing to VPNG;
- (b) if the Member dies;
- (c) if the Member experiences an Insolvency Event;
- (d) if the Member is expelled under rule 5.8;
- (e) if the Member no longer satisfies applicable eligibility criteria for membership in the relevant membership class, and the Directors determine that the Member's membership ceases;
- (f) if the Member has not paid fees that have become due and payable to VPNG within the time specified (which may not be less than 30 days) by the Directors in a written request for payment for those fees being sent to the Member, or by any other date agreed between the Member and the Directors from time to time; or
- (g) in the case of an Associate Member – either:
  - (1) the Associate Member does not, within 30 days of his or her graduation from his or her relevant nursing course, make an application under rule 5.8(c)(2); or
  - (2) the Associate Member's application under rule 5.8(c)(2) is not approved by the Directors.

## **5.8 Transition of membership**

- (a) A Full Member automatically becomes an Associate Member upon the Full Member retiring as, or otherwise ceasing to be, a Registered Nurse or an Enrolled Nurse (other than by reason either of being deregistered for misconduct or equivalent default, or any other circumstance set out in relevant By-laws).
- (b) A Full Member must promptly advise the Directors in writing upon the Full Member retiring as, or otherwise ceasing to be, a Registered Nurse or an Enrolled Nurse.
- (c) An Associate Member may transition to become a Full Member if:
  - (1) the Associate Member graduates from his or her relevant nursing course;
  - (2) the Associate Member applies to the Directors in writing to transition his or her class of membership; and
  - (3) the Directors approve the transition of membership class.
- (d) If a change of membership class occurs under:
  - (1) clause 5.8(a) – an appropriate entry in the register of Members must be made; or
  - (2) clause 5.8(c) – an appropriate entry in the register of Members must be made, and the Directors must advise the Member accordingly.

## **5.9 Expulsion of Members**

- (a) Subject to this rule 5.9, the Directors may by resolution expel a Member:
  - (1) who fails to comply with this Constitution;
  - (2) who knowingly makes or gives any false, misleading or deceptive statement or representation verbally or in writing to VPNG; or
  - (3) whose conduct, in the opinion of the Directors, is or has been materially prejudicial to the interests of VPNG or the profession of nursing,by giving notice in writing of that resolution to the Member.
- (b) If the Directors intend to propose a resolution under rule 5.9(a) they must give the Member written notice of that fact:
  - (1) setting out the grounds on which the intended resolution is based; and
  - (2) informing the Member that it has 14 days from the date of the notice to give written submissions to the Directors in relation to the proposed resolution,and the Directors must otherwise observe the principles of natural justice in administering the process under this rule 5.9.
- (c) If the Member:
  - (1) gives written submissions in time in relation to the proposed resolution – the Directors must consider those submissions in deciding whether or not to pass the resolution under rule 5.9(a); or

- (2) does not give written submissions in relation to the proposed resolution or does not provide them within time – the Directors may pass the proposed resolution as and when they see fit.

#### **5.10 Entries in the register of Members**

A:

- (a) person admitted as a Member under rule 5.5 – becomes a Member;
  - (b) person appointed as a member under rule 5.4(b) – becomes a Member; and
  - (c) Member affected by an event under rule 5.7 – ceases to be a Member,
- from the time an entry in the register of Members is made to record that fact.

#### **5.11 Membership fees**

- (a) Each Member must pay such fees, being joining fees, annual subscription fees or other fees, as determined by the Directors as payable in relation to the relevant class of membership.
- (b) A Member's membership year is a Financial Year.
- (c) Fees are payable at the times determined by the Directors.
- (d) The Directors may determine differential fees of any type or amount (including a fee of zero) and differential times for payment, as between:
  - (1) classes of membership;
  - (2) Members within a class of membership, whether based upon:
    - (A) the Member undertaking post-graduate or registration studies in perioperative nursing; or
    - (B) any other matter the Directors choose; and
  - (3) persons who become Members part way through a Financial Year.

#### **5.12 Variation of class rights**

Unless otherwise provided by the terms of membership of a class of Members:

- (a) all or any of the rights or privileges attached to the class may be varied, whether or not VPNG is being wound-up, only with the consent in writing of three-quarters of the Members of that class, or with the sanction of a special resolution passed at a separate meeting of the Members of that class;
- (b) the provisions of this Constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to each separate meeting of the Members of that class; and
- (c) the rights or privileges conferred upon the Members of that class are to be taken as not being varied by:
  - (1) the admission of further Members in that class or any other class; or
  - (2) any Member's cessation of membership, whether under rule 5.7 or otherwise.

### **5.13 Membership not transferable**

Membership is personal to the Member and is not transferable.

## **6. General meetings**

### **6.1 Calling general meetings**

- (a) The Directors may, whenever they think fit, call and arrange to hold a general meeting.
- (b) A general meeting may be called and arranged to be held only as provided by this rule 6.1 or as provided by the Corporations Act.
- (c) The Directors may change the venue for, postpone or cancel a general meeting unless the meeting is called and arranged to be held by the Members or the court under the Corporations Act. If a general meeting is called and arranged to be held under section 249D of the Corporations Act, the Directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Members.

### **6.2 Notice of general meetings**

- (a) Subject to this Constitution, at least 21 days notice (or such other minimum period as may be prescribed by the Corporations Act from time to time) of a general meeting must be given in the manner authorised by rule 14.1 to each person who is at the date of the notice:
  - (1) a Member;
  - (2) a Director; or
  - (3) an auditor of VPNG.
- (b) A notice of a general meeting must specify:
  - (1) the date, time and place of the meeting;
  - (2) if the meeting is to be held in 2 or more places – the technology that will be used to facilitate this; and
  - (3) except as provided in rule 6.2(d), state the general nature of the business to be transacted at the meeting.
- (c) Except as required by the Corporations Act or as provided by rule 6.2(d), no business other than that specified in the notice convening a general meeting may be transacted during that general meeting.
- (d) It is not necessary for a notice of an AGM to state that the business to be transacted at the meeting includes the consideration of the annual financial report, directors' report and auditor's report, the election of Directors, the declaration of the results of an election of Directors, the appointment of the auditor or the fixing of the auditor's remuneration.
- (e) A person may waive notice of any general meeting by notice in writing to VPNG.
- (f) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this rule 6.2 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:

- (1) the non-receipt or failure occurred by accident or error; or
- (2) before or after the meeting, the person:
  - (A) has waived or waives notice of that meeting under rule 6.2(e); or
  - (B) has notified or notifies VPNG of the person's agreement to that act, matter, thing or resolution by notice in writing to VPNG.
- (g) A person's attendance at a general meeting waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting.

### **6.3 Quorum at general meetings**

- (a) No business may be transacted at any general meeting, except the election of a Chair and the adjournment of the meeting, unless a quorum of Members is present during the time the business is dealt with.
- (b) A quorum for a general meeting is 10 Members present at the general meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
  - (1) where the meeting was convened upon the requisition of Members, the meeting must be dissolved; or
  - (2) in any other case:
    - (A) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
    - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

### **6.4 Chair of general meetings**

- (a) The President must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as Chair at each general meeting.
- (b) If at a general meeting:
  - (1) there is no President;
  - (2) the President is not present within 15 minutes after the time appointed for the meeting; or
  - (3) the President is present within that time but is not willing to act as Chair,then the Vice-President must preside as Chair.
- (c) If at a general meeting:
  - (1) there is no President and no Vice-President;
  - (2) neither the President or Vice-President is present within 15 minutes after the time appointed for the meeting; or

- (3) neither the President or the Vice-President is willing to act as Chair,  
then:
- (4) the Directors present must elect as Chair another Director who is present and willing to act; or
- (5) if no other Director willing to act is present at the meeting, the Members may elect as Chair a Member who is present and willing to act.
- (d) Despite anything in rule 6.4(b) or 6.4(c), if the President later attends a meeting of Directors, the President, provided he or she is willing to act, must take over as Chair.

## **6.5 Conduct of general meetings**

- (a) A Member is entitled to attend, speak and, subject to rule 6.6(a), vote at a general meeting.
- (b) Subject to the provisions of the Corporations Act, the Chair is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting.
- (c) The Chair may at any time he or she considers it necessary or desirable for the proper and orderly conduct of the meeting (subject to the rights of Members at a general meeting as set out in the Corporations Act):
  - (1) impose a limit on the time that a person may speak on each motion or other item of business and terminate debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present; and
  - (2) adopt any procedures for casting or recording votes at the meeting, including the appointment of scrutineers.
- (d) Any question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chair, whose decision is final.
- (e) The Chair may take any action he or she considers appropriate for the safety of persons attending the meeting and the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person:
  - (1) in possession of a pictorial recording or sound recording device which in the opinion of the Chair may or does cause inconvenience or disruption to the meeting;
  - (2) in possession of a placard or banner;
  - (3) in possession of an article considered by the Chair to be dangerous, offensive or liable to cause disruption;
  - (4) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;
  - (5) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
  - (6) who is not entitled to receive notice of the general meeting.

The Chair may delegate the powers conferred by this rule 6.5(e) to any person he or she thinks fit.



- (f) The Chair may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (g) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (h) Except as provided by rule 6.5(g), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (i) Where a meeting is adjourned, the Directors may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members or the court under the Corporations Act. If a meeting is called and arranged to be held under section 249D of the Corporations Act the Directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Members.
- (j) Nothing in rule 6.5(e) is to be taken to limit the powers conferred on the Chair by law.

#### **6.6 Decisions at general meetings and electronic ballots**

- (a) Except in the case of any resolution which under this Constitution or as a matter of law requires a special majority, questions arising at a general meeting are to be decided by a majority of votes cast by Members present at the meeting and eligible to vote, and any such decision is for all purposes a decision of the Members.
- (b) A resolution put to the vote at a meeting must be decided on a show of hands, unless a poll is demanded.
- (c) On a show of hands, a declaration by the Chair is conclusive evidence of the result, provided the declaration fairly reflects the show of hands.
- (d) In the case of an equality of votes, the Chair has a 2<sup>nd</sup> and casting vote.
- (e) A poll may be demanded before a vote is taken or before or immediately after the declaration of the result of the show of hands.
- (f) The demand for a poll shall be by either:
  - (1) the Chair; or
  - (2) at least 5 Members eligible to vote and present in person.
- (g) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any other business.
- (h) If a poll is duly demanded, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll will be the resolution of the meeting.
- (i) A poll on the election of a Chair or on a question of adjournment must be taken immediately.
- (j) Any resolution that could be considered and voted upon at a general meeting (other than the election of a Chair or the adjournment of the meeting), may be submitted to Members and voted upon by an electronic ballot, to be conducted at such time and in such manner as the Directors determine (subject to any applicable By-laws), and a reference in this Constitution related to voting at a general meeting is to be interpreted as including voting in an electronic

ballot. A resolution passed by an electronic ballot is regarded as past at the time the result of the electronic ballot is declared, unless the wording of the resolution itself states otherwise.

## **6.7 Voting rights**

- (a) A Member is not eligible to vote at a general meeting or as part of any written resolution where:
  - (1) unless the Directors have determined otherwise in a general or specific case, fees are due and payable by a Member to VPNG but are unpaid; or
  - (2) the Member is an Associate Member.
- (b) Each Member who is eligible to vote has 1 vote on a show of hands or a poll.
- (c) On a poll, a proxy is entitled to vote separately for each Member the person represents, in addition to any votes the person may have as a Member in its own right.
- (d) An objection to the qualification of a person to vote at a general meeting:
  - (1) must be raised before or at the meeting at which the vote objected to is given or tendered; and
  - (2) must be referred to the Chair, whose decision is final.
- (e) A vote not disallowed by the Chair under rule 6.7(d) is valid for all purposes.

## **6.8 Representation at general meetings**

- (a) Subject to this Constitution, each Member entitled to vote at a general meeting may vote:
  - (1) in person; or
  - (2) by proxy.
- (b) A proxy may, but need not, be a Member.
- (c) A proxy may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) Unless otherwise provided in the instrument, but subject to the Corporations Act, an instrument appointing a proxy will be taken to:
  - (1) confer authority to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
  - (2) confer authority to speak to any proposed resolution on which the proxy may vote;
  - (3) appoint the Chair as the proxy unless the Member clearly specifies another person as proxy and that person attends the general meeting;
  - (4) even though the instrument may refer to specific resolutions and may direct the proxy how to vote on those resolutions, confer authority:
    - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

- (B) to vote on any procedural motion, including any motion to elect the Chair, to (only in the case of a Chair elected under rule 6.4(c)(5)) vacate the chair or to adjourn the meeting; and
  - (C) to act generally at the meeting; and
- (5) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, confer authority to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (e) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.
- (f) An instrument appointing a proxy need not be in any particular form provided it is in writing, legally valid and either:
  - (1) signed by the appointer or the appointer's attorney; or
  - (2) authenticated in such manner as the Directors may determine.
- (g) A proxy may not vote at a general meeting or adjourned meeting unless the instrument appointing the proxy, and the authority under which the instrument is signed or a certified copy of the authority, are received in the places, fax numbers or electronic addresses at least:
  - (1) 48 hours (or such other minimum period as may be prescribed by the Corporations Act from time to time); or
  - (2) such lesser period specified for this purpose in the notice calling the meeting,and for this purpose:
  - (3) the place may be VPNG's registered office or other place specified in the notice and a fax number or electronic address may be the fax number or electronic address at VPNG's registered office or the fax number or electronic address specified in the notice; and
  - (4) the lesser period may be any time before the time set for holding the meeting or adjourned meeting.
- (h) The Directors may waive all or any of the requirements of rules 6.8(f) and 6.8(g) and in particular may, upon the production of such other evidence as the Directors require to prove the validity of the appointment of a proxy, accept:
  - (1) an oral appointment of a proxy;
  - (2) an appointment of a proxy which is not signed or executed in the manner required by rule 6.8(f); and
  - (3) the deposit, tabling or production of a copy (including a copy sent by facsimile) of an instrument appointing a proxy or of the power of attorney or other authority under which the instrument is signed.
- (i) A vote given in accordance with the terms of an instrument appointing a proxy is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by VPNG by the time

and at 1 of the places at which the instrument appointing the proxy is required to be received under rule 6.8(g).

- (j) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

## **7. Directors**

### **7.1 Number and term of Directors**

- (a) The board of Directors is comprised of:
  - (1) the President;
  - (2) the Vice-President;
  - (3) the Honorary Secretary; and
  - (4) the Honorary Treasurer.
- (b) A Director referred to in rule 7.1(a)(1), 7.1(a)(2), 7.1(a)(3) or 7.1(a)(4) holds office, subject to rule 7.7, until the end of the 2<sup>nd</sup> AGM following his or her election, but then subject only to rule 7.4(c) is eligible for re-election.
- (c) A Director who retires under rule 7.1(b), provided he or she is otherwise eligible, may be re-elected, provided that no Director may hold office for more than (subject to rule 7.1(e)) 3 consecutive terms.
- (d) The Members may, by ordinary resolution, in a specific case, determine a timeframe or limitation that is different to the timeframe or limitation set out in any of the following provisions:
  - (1) rule 7.1(c);
  - (2) rule 7.2(b);
  - (3) rule 7.4(a)(4); or
  - (4) rule 7.4(c).

### **7.2 Nomination of candidates for election**

- (a) Not less than 8 weeks before the relevant AGM, the Directors must invite Members (other than Associate Members) to nominate candidates for election as a Director to relevant

positions that will become capable of being filled by election with effect from the end of the next AGM.

- (b) A Member (other than an Associate Member) may, by notice in writing to the Directors, nominate an eligible candidate for election.
- (c) Any nomination referred to in rule 7.3(b) must be accompanied by:
  - (1) the written consent of the candidate to be a Director;
  - (2) a biography of the candidate (being no more than 150 words); and
  - (3) any other information the Directors may prescribe from time to time.
- (d) Any nomination referred to above must be received by the Directors no less than 6 weeks before the relevant election.

### **7.3 Eligibility**

- (a) A person is eligible to be:
  - (1) nominated as a candidate for election; and
  - (2) elected or appointed a Director,only if the person:
  - (3) is a Member at the relevant time;
  - (4) has been a Member for at least (subject to rule 7.1(e)) 12 months prior to the relevant time; and
  - (5) has paid all sums due to VPNG at the relevant time.
- (b) The President may not be re-elected as President until at least (subject to rule 7.1(e)) 18 months have passed since he or she was last elected as President.

### **7.4 The election process**

- (a) A separate election must take place for each Director referred to in rules 7.1(a)(1) to 7.1(a)(4).
- (b) An election will be conducted at the AGM in such manner as the Directors determine from time to time.
- (c) A candidate elected as a Director takes office from the end of the relevant AGM.

### **7.5 Casual vacancies**

- (a) Where a casual vacancy arises in an office referred to in rules 7.1(a)(1) to 7.1(a)(4), the Directors may appoint any eligible person to fill that vacancy.
- (b) Such appointee holds office only until the end of the AGM next following his or her appointment.

## **7.6 Vacation of office**

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

- (a) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (b) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors generally;
- (c) is convicted on indictment of an offence and the Directors do not within 1 month after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director;
- (d) is absent from 2 consecutive meetings of the Directors, without the consent of the Directors, unless at the next meeting of the Directors, the Directors decide otherwise; or
- (e) resigns by notice in writing to VPNG.

## **7.7 Remuneration and expenses of Directors**

- (a) Subject to rule 7.8(c), no Director is entitled to remuneration in that capacity.
- (b) Subject to any relevant By-laws, a Director is entitled to be paid all reasonable travelling and other reasonable expenses properly incurred by that Director in connection with the affairs of VPNG.
- (c) If a Director renders or is called upon to perform extra services or to make any special exertions in connection with the affairs of VPNG (including services or exertions in a professional or technical capacity, including as a member of a committee), the Directors may arrange for special remuneration to be paid to that Director, provided the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for such services or exertions.

## **7.8 No alternate Directors**

A Director is not entitled to appoint an alternate Director.

## **7.9 Interested Directors**

- (a) A Director may hold any other office (other than auditor) in VPNG or any related body corporate in conjunction with his or her directorship and may be appointed to that office upon such terms as to tenure of office and otherwise (provided that the Director may not receive remuneration in that other capacity) as the Directors think fit.
- (b) A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by VPNG or in which VPNG may be interested as a shareholder or otherwise and is not accountable to VPNG for any other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.
- (c) The Directors may exercise the voting rights conferred by shares in any body corporate held or owned by VPNG in such manner in all respects as the Directors think fit (including voting in favour of any resolution appointing a Director as a director or other officer of that body corporate or voting for the payment of remuneration to the other officers of that body corporate).

corporate) and a Director may, if permitted by law, vote in favour of the exercise of those voting rights notwithstanding that he or she is, or may be about to be appointed, a director or other officer of that other body corporate and, as such, interested in the exercise of those voting rights.

- (d) A Director is not disqualified merely because of being a Director from contracting with VPNG in any respect including any of the following:
  - (1) selling any property to, or purchasing any property from, VPNG;
  - (2) guaranteeing the repayment of any money borrowed by VPNG for a commission or profit; or
  - (3) acting in any professional capacity (other than auditor) on behalf of VPNG.
- (e) No contract made by a Director with VPNG and no contract or arrangement entered into by or on behalf of VPNG in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.
- (f) No Director contracting with or being interested in any arrangement involving VPNG is liable to account to VPNG for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a Director or because of the fiduciary obligations arising out of that office.
- (g) Subject to rule 7.10(h), a Director who is in any way interested in any contract or arrangement or proposed contract or arrangement may, despite that interest:
  - (1) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
  - (2) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and
  - (3) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement VPNG may execute.
- (h) Rule 7.10(g) does not apply if, and to the extent that, it would be contrary to the Corporations Act (including provisions of the Corporations Act which regulate matters concerning material personal interests of Directors).
- (i) The Directors may make By-laws requiring the disclosure of interests that a Director, and any person deemed by the Directors to be related to or associated with the Director, may have in any matter concerning VPNG or a related body corporate.

#### **7.10 Powers and duties of Directors**

- (a) The Directors are ultimately responsible for managing the business of VPNG and may exercise to the exclusion of VPNG in general meeting all the powers of VPNG which are not required, by the Corporations Act or by this Constitution, to be exercised by VPNG in general meeting.
- (b) Without limiting the generality of rule 7.11(a), the Directors may exercise all the powers of VPNG to borrow or otherwise raise money, to charge any property or business of VPNG and to issue debentures or give any other security for a debt, liability or obligation of VPNG or of any other person.

- (c) The Directors may determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of VPNG.
- (d) The Directors may:
  - (1) appoint any person to be an agent or attorney of VPNG for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for such period and upon such conditions as they think fit;
  - (2) authorise an agent or attorney to delegate all or any of the powers, discretions and duties vested in the agent or attorney; and
  - (3) subject to any contract between VPNG and the relevant agent or attorney and any applicable industrial law, remove or dismiss any agent or attorney of VPNG at any time, with or without cause.
- (e) A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the Directors think fit.

#### **7.11 Major Matters**

Notwithstanding rules 7.11(a) and 7.11(b) the Directors may not make any substantive decision or determination in relation to a Major Matter without the approval of Members indicated by a resolution passed at a general meeting.

#### **7.12 Proceedings of Directors**

- (a) The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors should meet at least 6 times in each Financial Year.
- (c) The contemporaneous linking together by telephone or other electronic means (allowing reasonable interaction between them) of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors and all the provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.
- (d) A Director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (e) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chair provided that at least 1 of the Directors involved was at that place for the duration of the meeting.

#### **7.13 Convening of meetings of Directors**

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



#### **7.14 Notice of meetings of Directors**

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice a Director, other than a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
  - (1) must specify the time and place of the meeting;
  - (2) should where practicable state the nature of the business to be transacted at the meeting;
  - (3) may be given immediately before the meeting; and
  - (4) may be given in person or by post, or by telephone, fax or other electronic means.
- (c) In the absence of special circumstances, at least 48 hours notice of a meeting of the Directors should be given.
- (d) A Director may waive notice of any meeting of Directors by notifying VPNG to that effect in person or by post, or by telephone, fax or other electronic means.
- (e) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
  - (1) the non-receipt or failure occurred by accident or error;
  - (2) before or after the meeting, the Director:
    - (A) has waived or waives notice of that meeting under rule 7.15(d); or
    - (B) has notified or notifies VPNG of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
  - (3) the Director attended the meeting.
- (f) Attendance by a person at a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

#### **7.15 Quorum at meetings of Directors**

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present during the time the business is dealt with.
- (b) A quorum consists of 3 Directors present at the meeting of Directors.
- (c) If there is a vacancy in the office of a Director then, subject to rule 7.16(d), the remaining Director or Directors may act.
- (d) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors determined under this Constitution, the remaining Director or Directors must act as soon as possible to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution and, until that has happened, must only act if and to the extent that there is an emergency requiring them to act.

#### **7.16 Chair of Directors' meetings**

- (a) The President must (if present within 10 minutes after the time appointed for the holding of the meeting and willing to act) preside as Chair.
- (b) If at a meeting of Directors:
  - (1) there is no President;
  - (2) the President is not present within 10 minutes after the time appointed for the holding of the meeting; or
  - (3) the President is present within that time but is not willing to act as Chair,then the Vice-President must preside as Chair.
- (c) If at a general meeting:
  - (1) there is no President and no Vice-President;
  - (2) neither the President or Vice-President is present within 15 minutes after the time appointed for the meeting; or
  - (3) neither the President or the Vice-President is willing to act as Chair,then the Directors present must elect as Chair another Director who is present and willing to act.
- (d) Despite anything in rule 7.17(b), if the President later attends a meeting of Directors, the President, provided he or she is willing to act, must take over as Chair.

#### **7.17 Decisions of Directors**

- (a) A meeting of Directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) Questions arising at a meeting of Directors are to be decided by a majority of votes cast by the Directors present and any such decision is for all purposes a determination of the Directors.
- (c) Other than in relation to an election of the Chair under rule 7.17, in the case of an equality of votes upon any proposed resolution the Chair, in addition to his or her deliberative vote, has a casting vote.

#### **7.18 Proxies for Directors**

- (a) A Director may attend and vote by proxy at a meeting of the Directors if the proxy is a Director, and has been appointed by writing by the appointor.
- (b) Such an appointment may be general or for any particular meeting or meetings.

#### **7.19 Written resolutions**

- (a) If:
  - (1) all of the Directors have received reasonable notice of a proposed act, matter, thing or resolution; and

- (2) such number of Directors who are eligible to consider the act, matter, thing or resolution and who together are sufficient to constitute a quorum, assent to a document containing a statement to the effect that the act, matter or thing has been done or resolution has been passed,

then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.

- (b) For the purposes of rule 7.20(a):

- (1) the meeting is to be taken as having been held on the day on which, and at the time at which, the document was last assented to by 1 of those constituting that quorum;
- (2) 2 or more separate documents in identical terms each of which is assented to by 1 or more of the relevant Directors are to be taken as constituting 1 document; and
- (3) a Director may signify assent to a document by signing the document or by notifying VPNG of the Director's assent in person or by post, or by telephone, fax or other electronic means.

- (c) Where a Director signifies assent to a document verbally in person or by telephone, the Director must by way of confirmation either:

- (1) promptly send to VPNG an email confirming the Director's assent; or
- (2) sign the document at the next meeting of the Directors attended by that Director,

but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

## **7.20 Committees of Directors**

- (a) The Directors may, by adoption of a By-law, establish a committee or committees:
  - (1) consisting of such number of Directors (if any) as they think fit;
  - (2) consisting of such non-Directors and non-Members as they think fit;
  - (3) the chair of which must, subject to rule 7.21(f), be a Director unless the relevant By-law requires or allows otherwise; and
  - (4) with such persons including non-Directors and non-Members as observers, as they think fit.
- (b) Any non-Director or non-Member who is a member of a committee may only vote on that committee if the relevant By-law permits.
- (c) The Directors may, in the relevant By-law or by resolution, delegate any of their powers to a committee.
- (d) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.
- (e) The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee.
- (f) The Directors must establish the following committees under this rule 7.21:

- (1) Education Committee – to be chaired by the officer appointed under rule 8.2(a)(1);
- (2) Professional Committee – to be chaired by the officer appointed under rule 8.2(a)(2); and.
- (3) Conference Committee – to be chaired by the officer appointed under rule 8.2(a)(3).

#### **7.21 Delegation to individual Directors**

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

#### **7.22 Validity of acts**

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

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

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

### **8. Additional officers**

#### **8.1 Company secretary**

- (a) The Honorary Secretary is *ex officio* the company secretary for the purposes of the Corporations Act.
- (b) In addition to other duties set out in this Constitution, the company secretary must attend all meetings of the Directors and all general meetings and must conduct all correspondence and generally carry out the instructions of the Directors.

#### **8.2 Other officers**

- (a) The Directors may appoint a person to each of the following offices:
  - (1) Chair of the Education Committee;
  - (2) Chair of the Professional Committee; and
  - (3) Conference Convenor.

and each such person has such rights responsibilities and duties from time to time as determined by the Directors.

- (b) The Directors may appoint other officers for VPNG.

#### **8.3 Provisions applicable to all executive officers**

- (a) A reference in this rule 8.3 to an executive officer is a reference to an officer holding office or appointed under rule 8.1 or 8.2.

- (b) The appointment of an executive officer may be for such period, at such remuneration and upon such conditions as the Directors think fit.
- (c) Subject to any contract between VPNG and the relevant executive officer and any applicable industrial law, any executive officer of VPNG may be removed or dismissed by the Directors at any time, with or without cause, whether or not the executive officer is also a Director at the time.
- (d) The Directors may:
  - (1) confer on an executive officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Directors) as they think fit;
  - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
  - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.
- (e) An act done by a person acting as an executive officer is not invalidated by reason only of:
  - (1) a defect in the person's appointment as an executive officer; or
  - (2) the person being disqualified to be an executive officer,if that circumstance was not known by the person when the act was done.

## **9. Indemnity and insurance**

### **9.1 Persons to whom rules 9.2 and 9.5 apply**

Rules 9.2 and 9.5 apply to each Official.

### **9.2 Indemnity**

Subject to rule 9.3, VPNG must indemnify each Official on a full indemnity basis and to the full extent permitted by law against all Liabilities incurred by the Official as an Official, including:

- (a) a liability for negligence; and
- (b) a liability for reasonable legal costs.

### **9.3 Limit on indemnity**

- (a) The indemnity in rule 9.2 does not operate in relation to any Liability which:
  - (1) is a Liability to VPNG or any of its related bodies corporate;
  - (2) is a Liability for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations Act; or
  - (3) arises out of conduct of the Official which was not in good faith, or which involves wilful misconduct, gross negligence, reckless misbehaviour or fraud,provided that this rule 9.3(a) does not apply to a Liability for legal costs.

- (b) The indemnity in rule 9.2 does not operate in relation to legal costs incurred by the Official in defending an action for a Liability if the costs are incurred:
  - (1) in defending or resisting proceedings in which the Official is found to have a Liability referred to in rule 9.3(a);
  - (2) in defending or resisting criminal proceedings in which the Official is found guilty;
  - (3) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established. For the avoidance of doubt, this does not include costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order; or
  - (4) in connection with proceedings for relief to the Official under the Corporations Act in which the court denies the relief.
- (c) If there is any appeal in relation to any proceedings referred to in rule 9.3(b), it is the outcome of the final appeal that is relevant for the purposes of rule 9.3(b).
- (d) The indemnity in rule 9.2:
  - (1) does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void, unenforceable or not permitted by law; and
  - (2) does not operate in respect of any Liability of the Official to the extent that Liability is covered by insurance.

#### **9.4 Extent of indemnity**

The indemnity in rule 9.2:

- (a) is enforceable without the Official having to first incur any expense or make any payment;
- (b) is a continuing obligation and is enforceable by the Official even though the Official may have ceased to be an officer of VPNG or its related bodies corporate or to hold the non-officer position the Official originally held; and
- (c) applies to Liabilities incurred both before and after the Adoption Date.

#### **9.5 Insurance**

VPNG may, to the extent permitted by law:

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

for each Official against any Liability incurred by the Official as an Official including a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

#### **9.6 Savings**

Nothing in rule 9.2 or 9.5:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any Liability referred to in those rules; or

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

## **9.7 Deed**

VPNG may enter into a deed with any Official to give effect to the rights conferred by rules 9.1 to 9.6, or the exercise of a discretion under rules 9.1 to 9.6 on such terms as the Directors think fit which are not inconsistent with rules 9.1 to 9.6.

## **10. Winding-up**

- (a) If, on the winding-up or dissolution of VPNG, any property remains after satisfaction of all its debts and liabilities, this property may only be given or transferred to a company, fund, institution or authority:
  - (1) which has objects similar to the objects of VPNG; and
  - (2) whose constitution prohibits distributions or payments to its members or former members to an extent at least as great as is set out in rule 4.
- (b) The identity of the entity referred to in rule 10(a) must be decided by the Directors, or if the Directors do not wish to decide or do not decide, it must be decided by the Members by ordinary resolution at or before the time of winding-up or dissolution of VPNG and, if the Members cannot or do not decide, by the Supreme Court of Victoria.
- (c) Notwithstanding rules 10(a) and 10(b), if, prior to the winding-up or dissolution of VPNG, ACORN undertakes (in a form which, to the reasonable satisfaction of the Directors, is legally binding on ACORN), to:
  - (1) hold the remaining property of VPNG in case an entity with substantially the same purposes as VPNG is later established; and
  - (2) transfer that property to that new entity upon its establishment,that property must be transferred to ACORN upon the winding-up or dissolution of VPNG.
- (d) Every Member undertakes to contribute to the property of VPNG in the event of it being wound-up while he, she or it is a Member, or within 1 year after he, she or it ceases to be a Member, for payment of the debts and liabilities of VPNG (contracted before he, she or it ceases 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 \$10.

## **11. Minutes and records**

### **11.1 Minutes of meetings**

The Secretary must ensure minutes of proceedings and resolutions of general meetings and of meetings of the Directors (including committees of the Directors) are recorded in Books kept for that purpose, within 1 month after the relevant meeting is held.

### **11.2 Minutes of resolutions passed without a meeting**

The Secretary must ensure that minutes of resolutions passed by Directors (and committees of Directors) without a meeting are recorded in Books kept for the purpose within 1 month after the resolution is passed.

### **11.3 Signing of minutes**

- (a) The minutes of a meeting must be signed within a reasonable time by the Chair of the meeting or by the Chair of the next meeting.
- (b) The minutes of the passing of a resolution without a meeting must be signed by a Director within a reasonable time after the resolution is passed.
- (c) The signing of minutes by a Chair or a Director may occur electronically in any manner permitted by relevant law, which may include signing a printed copy of the document and sending it electronically to VPNG.

### **11.4 Minutes as evidence**

A minute that is recorded and signed under rules 11.1 to 11.3 is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

### **11.5 Inspection of records**

- (a) The Directors must ensure the minute Books for general meetings are open for inspection by Members free of charge, including by making them available on VPNG's website.
- (b) Subject to rule 11.5(a), the Directors may determine whether and to what extent, and at what time and places and under what conditions, the minute Books, financial records and other documents of VPNG or any of them will be open to the inspection of Members (other than Directors).
- (c) A Member (other than a Director) does not have the right to inspect any Books, records or documents of VPNG except as provided by law or authorised by the Directors.

## **12. Accounts and audit**

### **12.1 Accounts**

VPNG must prepare and deal with such accounts as required under the Corporations Act.

### **12.2 Audit**

VPNG must appoint a properly qualified auditor whose duties will be regulated in accordance with the Corporations Act.

## **13. Execution of documents**

VPNG may execute a document if it is signed by 2 Directors.

## **14. Notices**

### **14.1 Notices by VPNG to Members**

- (a) A notice may be given by VPNG to a Member by:
  - (1) serving it personally at, or by sending it by post in a prepaid envelope to, the Member's address as shown in the register of Members, or by sending it to the fax number or electronic address, or such other address the Member has supplied to VPNG for the giving of notices; or
  - (2) making a copy of it accessible electronically on a website of or relating to VPNG.



- (b) The fact that a person has supplied a fax number or electronic address for the giving of notices does not:
  - (1) require VPNG to give any notice to that person by fax or electronic means; or
  - (2) prevent VPNG from giving any notice to that person in the manner envisaged by rule 14.1(a)(2).
- (c) A signature to any notice given by VPNG to a Member under this rule 14.1 may be in writing or a facsimile printed or affixed by some mechanical, electronic or other means.
- (d) A certificate signed by a Director or secretary of VPNG to the effect that a notice has been given in accordance with this Constitution is conclusive evidence of that fact.

#### **14.2 Notices by VPNG to Directors**

Subject to this Constitution, a notice may be given by VPNG to any Director either by serving it personally at, or by sending it by post in a prepaid envelope to, the Director's usual residential or business address, or by sending it to the fax number or electronic address, or such other address as the Director has supplied to VPNG for the giving of notices.

#### **14.3 Notices by Members or Directors to VPNG**

Subject to this Constitution, a notice may be given by a Member or Director to VPNG by serving it on VPNG at, or by sending it by post in a prepaid envelope to, the registered office or principal mailing address of VPNG or by sending it to the principal fax number or principal electronic address of VPNG at its registered office.

#### **14.4 Time of service**

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected 5 Business Days after it is sent.
- (b) Where a notice is sent by fax or electronic means service of the notice is to be taken to be effected on the Business Day after the date it is sent.
- (c) Where VPNG gives a notice under rule 14.1(a)(2), service of the notice is to be taken to be effected when the notice was 1<sup>st</sup> so made accessible.

#### **14.5 Other communications and documents**

Rules 14.1 to 14.4 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

#### **14.6 Notices in writing**

A reference in this Constitution to a notice or other communication in writing includes a notice given by fax or electronic means.

### **15. By-laws**

#### **15.1 By-laws are made by the Directors**

The Directors may from time to time, in their absolute discretion, make, amend, add to, rescind or replace by-laws concerning any aspect of the membership, governance, management, operation or activities of VPNG including:

- (a) any matter this Constitution envisages may be regulated by By-laws; and
- (b) any other matter relevant to VPNG that the Directors choose to regulate.

## **15.2 Conflict between the Constitution and By-laws**

To the extent of any conflict between this Constitution and any By-law, this Constitution prevails.

## **15.3 Effectiveness and promulgation of By-laws**

Any By-law made, and any amendment, addition, rescission or replacement:

- (a) has effect on and from the date it is made unless otherwise stated in the relevant instrument; and
- (b) must be promulgated to those affected, provided that failure to bring it to the attention of any person does not render it or anything done in accordance with it void, voidable or ineffective.

## **15.4 Enforceability of By-laws**

- (a) Any By-law:
  - (1) is as valid and enforceable as if it was repeated in this Constitution; and
  - (2) can be enforced by legal action.
- (b) A failure by a Director, other officer of VPNG or Member to comply with a By-law is deemed to be a failure by that Director, other officer of VPNG or Member to comply with this Constitution.

## **16. General**

### **16.1 Submission to jurisdiction**

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of Victoria, Australia and the Courts which may hear appeals from that Court.

### **16.2 Prohibition and enforceability**

- (a) Any provision of, or the application of any provision of, this Constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, this Constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

## **17. Transitional provisions**

- (a) At the date of incorporation of VPNG, the Directors are:
  - (1) Patricia Nicholson – to be regarded as the Director referred to in rule 7.1(a)(1), and for the purposes of rule 7.1(b), regarded as elected at the AGM in 2014;
  - (2) Jane Thomas – to be regarded as the Director referred to in rule 7.1(a)(2), and for the purposes of rule 7.1(b), regarded as elected at the AGM in 2015;
  - (3) Mary Elizabeth Kovess – to be regarded as the Director referred to in rule 7.1(a)(3), and for the purposes of rule 7.1(b), regarded as elected at the AGM in 2014;

- (4) Gill Wheaton – to be regarded as the Director referred to in rule 7.1(a)(4), and for the purposes of rule 7.1(b), regarded as elected at the AGM in 2015; and
  - (5) Pauline Moore – to be regarded as the Director referred to in rule 7.1(a)(5).
- (b) At the date of incorporation of VPNG:
  - (1) the Full Members are:
    - (A) Patricia Nicholson;
    - (B) Jane Thomas;
    - (C) Mary Elizabeth Kovess;
    - (D) Gill Wheaton; and
    - (E) Pauline Moore; and
  - (2) there are no other Members of VPNG.