

CONSTITUTION

of

Standards Australia Limited
ABN 85 087 326 690

A Company Limited by Guarantee

AMENDED CONSTITUTION
APPROVED 15 NOVEMBER, 2013



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COMPANY SECRETARY.

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Corporations Act, 2001

CONSTITUTION

of

Standards Australia Limited - ABN 85 087 326 690

A Company Limited by Guarantee

1. The name of the Company is **Standards Australia Limited** (ABN 85 087 326 690).

Definitions and Interpretations

2. In this Constitution the following words have these meanings unless the contrary intention appears:

"Accreditation Board for Standards Development Organisations" shall mean the committee for the time being established in accordance with this Constitution for the purpose of accrediting bodies to prepare Australian Standard® brand standards in accordance with the rules and guidelines in force from time to time.

"Article" shall mean an Article of this Constitution.

"Board" shall mean all or some of the Directors acting as a board of directors.

"Bodies" shall mean and include:

- (a) individual persons, companies, corporations, and all other bodies whatsoever in any form which have a legal personality; and
- (b) Government departments and instrumentalities, public bodies, schools, colleges, officials, universities and scientific, professional and trade organisations which have the power to become a member of a company and a legal personality.

"Chairman" shall mean the Chairman of the Board for the time being of the Company.

"Charter" shall mean the Supplemental Royal Charter under which the Standards Association of Australia was formally incorporated as a Body Corporate and Politic.

"Chief Executive Officer" shall mean the chief executive of the Company.

"Company" shall mean the company limited by guarantee called *Standards Australia Limited* - (ABN 85 087 326 690).

"Constitution" shall mean this Constitution as amended from time to time and a reference to a particular Article has a corresponding meaning.

"Council" shall mean the body of the persons appointed as Councillors for the time being of the Company.

"Councillor" shall mean a person appointed to be the agent for the time being of a Member of the Company or a person appointed by the Council as an honorary Councillor.

"Deputy Chairman" is a Director appointed as such from time to time by the Board.

"Director" shall mean a person holding office as a director of the Company.

"Member" shall mean those Bodies entered in the Register as a Member for the time being of the Company.

"Membership Rules" shall mean the rules established from time to time by Council in respect of, but not limited to, eligibility criteria for admission as a Member, eligibility criteria for determining the number of Councillors each Member may appoint and election regulations for the positions of Directors and members of the Accreditation Board for Standards Development Organisations.

"Register" shall mean the register of Members of the Company under the Corporations Act 2001.

"Secretary" shall mean the secretary to the Board for the time being of the Company.

Words importing the singular number shall include the plural number and words importing the masculine gender shall include the feminine gender.

Headings are inserted for convenience and are not to affect the interpretation of the Constitution.

This Constitution is to be interpreted subject to the Corporations Act 2001. Unless the contrary intention appears, an expression in the Constitution has the same meaning as in the Corporations Act 2001.

Non-distribution of surplus to Members

3. Subject to the further provisions of Articles 4, 5 and 6, the income and property of the Company will be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion thereof will be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to any Member.
4. Nothing in this Constitution will prevent the payment by the Company:
 - (a) of interest at a rate not exceeding interest at a rate for the time being charged by bankers in Sydney for overdraft accounts on money lent or the payment of reasonable and proper rent for premises demised or let to the Company;
 - (b) of expenses of Councillors or of members of committees of both the Council and the Board under Article 62;
 - (c) of expenses of members of the Board under Article 103; and
 - (d) in good faith of reasonable and proper remuneration to any Member, Councillor, Director, Secretary or employee in return for any services actually rendered to the Company.
5. With the exception of the Chief Executive Officer, no Director will be appointed to:
 - (a) any salaried office of the Company; or
 - (b) any other office of the Company paid by fees.
6. If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that property will not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions:
 - (a) having objects similar to the objects of the Company;
 - (b) being exempt from income tax, and

- (c) whose memorandum of association or constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company under this Constitution;

such institution or institutions to be determined by the Members at or before the time of the dissolution.

Objects

7. The Company shall have the following objects:

- (a) to prepare and maintain standards as a principal activity both at the national and international levels and to promote the general adoption of standards (including international standards) as well as preparing other related publications, handbooks, codes and guides including but not limited to those relating to structures, commodities, materials, practices, operations, services, safety, environmental, economic and business efficiency, consumer matters, and from time to time revise, alter and amend the same;
- (b) to utilise all available forms of communications and media to ensure that the standards and related services needs of all stakeholder groups are met, with particular emphasis on the needs of Subscribers and existing and potential customers;
- (c) to coordinate the efforts of business and industries for the improvement and standardisation of but not limited to materials, products and processes in relation to fitness for purpose, terminology, classification, testing, variety, reduction, interchangeability, design and safety generally in order to promote economic and business efficiency;
- (d) to support the Accreditation Board for Standards Development Organisations carrying out its powers;
- (e) to adopt such measures and take such steps and do all such things as may, in the opinion of the Board, be conducive to the promotion of the interests of the Company;
- (f) to register in the name of the Company a mark or marks and to use or license the use of such mark or marks in relation to certain materials, goods or processes and to enforce and protect the use of such marks or marks and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the objects or interests of the Company;
- (g) to procure the recognition of the Company in any country or place outside the Commonwealth;
- (h) to establish, subscribe or make advances or donations to, promote, become a member of, support, or co-operate or amalgamate with any association or person, whether incorporated or not, whose objects are altogether or in part similar to those of the Company;
- (i) to deliver information and education services including but not limited to seminars, workshops and conferences in the cause of education in the application and benefits of standardisation;
- (j) to prepare and make available or distribute materials associated with standardisation including but not limited to handbooks, codes, guides and supplements as may seem conducive to the objects of the Company;

- (k) to undertake and execute any trusts or any agency business which may seem to the Company conducive to any of its objects;
 - (l) to promote or support changes in the law designed or likely to help all or any of the objects of the Company and to oppose any changes therein designed or likely to impede the same and to effect or attempt to effect improvements in administration for the purposes aforesaid;
 - (m) to solicit and receive subscriptions and gifts of all kinds (whether absolute or conditional and whether subject to any special trust or not) for any one or more of the objects of the Company;
 - (n) to continue the business of the Body Corporate and Politic known as Standards Association of Australia that was formed and governed under a Supplemental Royal Charter;
 - (o) to invest any moneys of the Company not immediately required for any of its objects in such a manner as may from time to time be determined;
 - (p) to do all such lawful things as the Company may think incidental or conducive to the attainment of the objects of the Company or any of them;
 - (q) to do all or any of the things hereinbefore set out either in Australia or in such other place or places as may seem expedient; and
 - (r) to take such action as may be desirable or necessary to protect the objects and interests of the Company.
8. The Company may in any manner permitted by the Corporations Act 2001 exercise any power, take any action, or engage in any conduct or procedure, which under the Corporations Act 2001 a company limited by guarantee may exercise or undertake.

Liability of Members

9. The liability of Members is limited.
10. Every Member undertakes to contribute to the property of the Company in the event of the Company being wound up while a person or body is still a Member or within one (1) year of that person or body ceasing to be a Member, for payment of the debts and liabilities of the Company (contracted before the person or body ceases to be a Member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$100 per Member.

Members

11. The membership of the Company shall consist of the Bodies from the following groupings that are recommended by the Board and accepted from time to time by resolution of the Council in accordance with the Membership Rules:
- (a) up to ten Bodies nominated by the Australian Government including departments and instrumentalities involved in the application and implementation of standards;
 - (b) up to two Bodies nominated by each of the State and Territory Governments of Australia involved in the application and implementation of standards;
 - (c) up to eighty Bodies, to represent industry, from groupings approved by the Council;
 - (d) up to five Bodies to represent small business;

- (e) up to five Bodies to represent consumers;
 - (f) up to five Bodies to represent the research and education areas;
 - (g) up to fifteen Bodies nominated for their special interests or skills; and
 - (h) up to fifteen Bodies to represent the standards and conformance technical infrastructure of Australia.
12. The Council may add, vary or delete the grouping, or the numbers from each grouping to qualify as a Member, subject to the provisions of the Constitution and the Corporations Act 2001.
 13. Subject to this Constitution and the Corporations Act 2001, the Council may by means of the Membership Rules prescribe the eligibility criteria for admission of Members within a specified industry grouping.
 14. The Council by resolution may admit any Body as a Member, subject to the Body:
 - (a) qualifying as a Member in one of the groupings prescribed in this Constitution;
 - (b) fulfilling all relevant eligibility criteria for admission to a grouping of Members prescribed by the Council in the Membership Rules; and
 - (c) agreeing in writing to be bound by this Constitution and the Membership Rules made pursuant to this Constitution.
 15. On becoming a Member, the Body's name will be entered in the Register maintained by the Company.
 16. A Member ceases to be a Member on:
 - (a) resignation;
 - (b) death;
 - (c) becoming bankrupt or insolvent;
 - (d) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator appointed to it, or being unable to pay its debts;
 - (e) the Member no longer qualifying to be a Member in accordance with the eligibility criteria which have been prescribed in the Constitution or the Membership Rules; or
 - (f) the Members by resolution at a general meeting or the Council by resolution at a Council meeting terminating the Body's membership in accordance with this Constitution.
 17. The resolution referred to in Article 16(f) may terminate the membership of any Member with immediate effect or with effect from a specified date occurring not more than three months after the resolution of the meeting.
 18. Each Member has a single vote, both on a show of hands and a poll.
 19. All Members shall be sent information concerning publications issued by or on behalf of the Company and other services as determined by the Board.

General meetings of Members

20. The Chairman may convene a general meeting of the Company. The Directors must convene and arrange to hold a general meeting on the request of:
 - (a) Members with at least 5% of the votes that may be cast at the general meeting; or
 - (b) on the request of either five (5) Directors or 10 Councillors.
- 20 A. A request submitted under Article 20 must:
 - (a) be in writing; and
 - (b) state any resolution to be proposed at the meeting;
 - (c) be signed by the Members, Directors or Councillors making the request;
 - (d) be given to the Company.
- 20B. The Directors must call the meeting within 21 days after a request under Article 20 is given to the Company. The meeting is to be held no later than 2 months after the request is given to the Company.
21. At least 21 days notice of any general meeting of the Company must be given to the Members, exclusive of the day on which the notice is served or deemed to be served and the day on which the meeting is to take place.
22. A notice of general meeting sent by post is taken to be given three business days after it is posted. A notice of general meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
23. The notice of a meeting shall be given to each Member either personally or by facsimile or by pre-paid post to the last address shown on the Company's Register.
24. A notice of a general meeting shall:
 - (a) set out the place, date and time of meeting, and state the general nature of the business to be dealt with at the meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner; and
 - (b) state that:
 - (i) a Member who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy; and
 - (ii) a proxy need not be a Member.
25. If a special resolution is to be proposed, the notice of meeting must set out an intention to propose the special resolution and state the resolution.
26. The non-receipt of a notice of a general meeting or accidental omission to give a Member a notice of a general meeting, does not invalidate the holding of a general meeting or any resolution passed at the meeting.
27. The Chairman or the Directors may cancel or postpone the holding of a meeting to a date determined by them, provided that the provisions of the Corporations Act 2001 are satisfied.

Annual general meeting of Members

28. There shall be one general meeting each year which shall be known as the annual general meeting of the Company. The annual general meetings are to be held as required by law.
29. The Members at the annual general meeting shall, among other things, receive and consider the annual financial report, the Directors' report and the auditor's report of the Company as required by law.

Members rights to give resolutions etc. at general meetings

- 29A (a) Members with at least 5% of the votes that may be cast at a general meeting may give the Company notice of a resolution that they propose to move at a general meeting.
- (b) The Company shall ensure the resolution is considered at the next general meeting that occurs more than two months after the notice is given.
- 29B Members with at least 5% of the votes that may be cast at the general meeting may request the Company to give to all the Members a statement about:
 - (a) a resolution that is proposed to be moved at the general meeting; or
 - (b) any other matter that may be properly considered at a general meeting.
- 29C. A notice under clause 29A, or statement under clause 29B, must be:
 - (a) in writing;
 - (b) signed by the Members giving the notice or making the request; and
 - (c) in the case of a notice of resolution, state the resolution to be proposed at the meeting.
- 29D. The Company must distribute the notice which satisfies the requirements of clauses 29A and 29C and the statement which satisfies the requirements of clauses 29B and 29C, to all Members at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting.
- 29E. The Company is responsible for the cost of making the distribution under clause 29D if the Company receives the notice or statement in time to send it out to members with the notice of meeting, however if the notice or statement is not received by such time then the Members making the request are jointly and individually liable for the expenses reasonably incurred by the Company in making the distribution (unless the Company resolves otherwise).
- 29F. The Company need not comply with clause 29D:
 - (d) if the notice or statement is more than 1,000 words long or defamatory; or
 - (e) if the Members giving the notice or making the request are to bear the expenses of sending the notice out – unless the Members give the Company an amount reasonably sufficient to meet the expenses of distribution of the notice or statement.

Proceedings at general meetings of Members

30. A Member may be present and vote in person or may be represented at any meeting of the Company by:
 - (a) proxy;
 - (b) attorney; or

- (c) in the case of a body corporate which is a Member, a corporate representative.
31. The quorum for a general meeting of the Company shall be twenty five (25) percent (rounded down in the event of a fraction) of Members present in person or by proxy, attorney or corporate representative. The quorum shall be present at all times during the meeting, but if a quorum is present at the beginning of a meeting it is deemed to be present throughout the meeting, unless the chairman on the chairman's own motion or at the motion of a Member, proxy or corporate representative who is present otherwise declares.
 32. If within 30 minutes after the time appointed for a meeting a quorum is not present, the meeting:
 - (a) if convened by or on requisition of Members, is dissolved; and
 - (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.
 33. At any such adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.
 34. The Chairman of the Board shall chair all general meetings of the Company. If the Chairman of the Board is not available then the Deputy Chairman shall chair the meeting. If neither is available then the general meeting will appoint another Director who is willing to chair the meeting.
 35. A challenge to a right to vote at a general meeting may be made only at the meeting and shall be determined by the chair, whose decision is final.
 36. The chairman of a general meeting:
 - (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting; and
 - (b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting.

A decision by the chairman under this Article is final.
 37. The chairman of a general meeting may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to a new day, time or 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.
 38. When a meeting is adjourned for 21 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
 39. It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
 40. A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
 41. A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
 42. A resolution put to the vote at a general meeting will be decided on a show of hands unless a poll is demanded. Before a vote is taken the chairman shall inform the meeting whether any

proxy votes have been received and how the proxy votes could be cast. On a show of hands, a declaration by the chairman is conclusive evidence of the result provided that the declaration reflects the show of hands. Neither the chairman nor the minutes need to state the number or proportion of the votes recorded in favour or against.

43. If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairman and the result of the poll is the resolution of the meeting at which the poll was demanded.
44. A poll demanded on the election of a chairman of a meeting or on a question of adjournment must be taken immediately.
45. A demand for a poll may be withdrawn.
46. If there is an equality of votes, either on a show of hands or on a poll, the chairman of the meeting is not entitled to a casting vote in addition to any votes to which the chairman is entitled as a Member or as a proxy, attorney or corporate representative of a Member.
47. Any question to be determined by a general meeting may at any time be determined by a postal ballot of the Members instead of a formal meeting. The ballot shall clearly state the nature of the matter on which the decision is to be taken and the date the ballot closes which shall be not less than 28 days from the date of dispatch of the ballot papers. Any other terms or conditions applying to the ballot are to be clearly shown on the ballot or in material forwarded with the ballot. At least twenty-five (25) ballot papers duly completed need to be returned in accordance with the terms of the ballot for the result to be valid and binding upon the Company.

Proxies

48. A Member entitled to attend and vote at a meeting of Members may appoint a person as the Member's proxy or proxies to attend and vote for the Member at the meeting. A proxy does not need to be a Member.

Director and auditor entitled to notice of meeting of Members

49. A Director is entitled to receive notice of and to attend all general meetings and is entitled to speak at those meetings.
50. The Company shall give its auditor:
 - (a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
 - (b) any other communications relating to the general meeting that a Member is entitled to receive.

Councillors

51. Subject to this Constitution and the Membership Rules each Member of the Company has the right to appoint a person or persons to act as agent on their behalf, to be called Councillor(s).
52. Each Member agrees:
 - (a) that the Councillors are appointed for the sole purpose of carrying out acts on behalf of the Members under this Constitution; and
 - (b) to be bound by the acts of the Councillors as if they were the Members.
53. The number of Councillors each Member is entitled to appoint is determined by the Council and specified in the Membership Rules. This number takes into account (among other things) the

level of support a Body provides to the creation of standards and/or the general benefits it provides to the Company.

54. Each Member may appoint less than its entitlement of Councillors specified in the Membership Rules.
55. An appointment of a Councillor is valid if it is signed by both the Member making the appointment and the Councillor being appointed and contains the following information:
 - (a) the Member's name and address;
 - (b) the Councillor's name;
 - (c) the Councillor agreeing to act as agent for, and at the direction of, the Member appointing the Councillor;
 - (d) the Councillor agreeing to be bound by the Constitution and the Membership Rules made pursuant to the Constitution;
 - (e) the length of the appointment if it is to be less than three years; and
 - (f) the restrictions on the appointment (if any).
56. Subject to this Constitution and the Corporations Act 2001, the Council may by means of the Membership Rules prescribe the eligibility criteria for admission to the Council as a Councillor.
57. A person shall become a Councillor upon:
 - (a) being appointed by a Member to act as the members agent on the Member's behalf, providing that the Member has not exceeded the number of Councillors that Member may appoint;
 - (b) fulfilling all relevant eligibility criteria for admission to the Council as a Councillor prescribed in the Membership Rules;
 - (c) agreeing in writing to act, in exercising power as a Councillor, as agent for, to represent the interests of and be at the direction of the Member appointing it; and
 - (d) agreeing in writing to be bound by this Constitution and the Membership Rules made pursuant to this Constitution.
58. Each Councillor has a single vote.
59. A Councillor ceases to be a Councillor on:
 - (a) resignation;
 - (b) death;
 - (c) becoming bankrupt or insolvent;
 - (d) the Councillor no longer qualifying to be a Councillor in accordance with the eligibility criteria (if any) which have been prescribed in the Membership Rules;
 - (e) the Member appointing the Councillor terminating the appointment; or
 - (f) the Member appointing the Councillor ceasing to be a Member.

60. During each third anniversary from the date of incorporation (1 July 1999) Members will be required to appoint new Councillors to represent their interests or reappoint their existing Councillors.
61. In the event of a Councillor dying, resigning or ceasing to represent the interests of the appointing Member, the appointing Member may appoint another person to take the Councillor's place for the balance of the original Councillor's term.
62. Councillors attending a Council meeting in any place other than the city of their residence may be allowed such living allowance as the Board shall from time to time approve and at rates set by the Board. Councillors or members of any committee of either the Council or the Board may also be repaid reasonable expenses incurred in or about the affairs of the Company as approved from time to time by the Board.
63. All Councillors shall be sent information concerning publications issued by the Company and other services as determined by the Board from time to time.

Council

64. The Council shall consist of the following:
 - (a) persons appointed as Councillors by the Members; and
 - (b) persons appointed as honorary Councillors by the Council.
65. The Council may appoint up to fifteen honorary Councillors (which includes life Councillors) for such period of time and on such condition as it deems fit, being such persons as the Council considers will make a significant contribution to the objects of the Company.
66. The honorary Councillors shall be entitled to have access to a copy of the annual report, receive notice and the papers of, and attend and speak at the Council meetings of the Company, but shall not have a vote in respect of any business of the Council.
67. The Council has the power to:
 - (a) monitor membership of the Members of the Company;
 - (b) monitor membership of the Council of the Company;
 - (c) monitor the Board of the Company; and
 - (d) make recommendations to the Board on activities, procedures and day-to-day management and operation of the Company, including the use of committees.
- 67A. The power of the Council to make recommendations to the Board on activities, procedures and day-to-day management and operation of the Company, including the use of committees, may be exercised by way of resolution at any meeting of the Council.
68. The Council may not exercise any power of the Members required by the Corporations Act 2001 or by this Constitution to be exercised by the Company in general meeting. The Council may delegate any power it may exercise to the Board, the Accreditation Board for Standards Development Organisations or any other committee or board it establishes. The Board, the Accreditation Board for Standards Development Organisations or any other committee or board to which any such power has been delegated must exercise the power in accordance with any direction of the Council and a power so exercised is deemed to have been exercised by the Council.

Council meetings

69. At least 21 days notice of any Council meeting of the Company must be given to the Councillors, exclusive of the day on which the notice is served or deemed to be served and the day on which the meeting is to take place.
70. A notice of Council meeting sent by post is taken to be given three business days after it is posted. A notice of Council meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
71. The notice of a meeting shall be given to each Councillor either in person, by facsimile, by email or by pre-paid post to the last address shown on the Company's register of Councillors.
72. A notice of a Council meeting shall:
 - (a) set out the place, date and time of meeting, and state the general nature of the business to be dealt with at the meeting and, where appropriate resolutions to be considered and if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner; and
 - (b) state that a Councillor who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy which may be given to the Chairman or another Councillor.
73. If a resolution is to be proposed, the notice of meeting must set out an intention to propose the resolution and state the resolution.
74. The non-receipt of a notice of a Council meeting or accidental omission to give a Councillor a notice of a Council meeting, does not invalidate the holding of a Council meeting or any resolution passed thereat.
75. There shall be at least one Council meeting of the Company each year.
76. The Councillors may hold other Council meetings for the transaction of business, adjourn and otherwise regulate their meetings as they see fit.
77. The Chairman may call a Council meeting of the Company. The Secretary shall call a Council meeting of the Company pursuant to a resolution of the Board, or if a requisition signed by either five (5) Directors, ten (10) Members or ten (10) Councillors, or such other minimum number as required by law, is given to the Company.
- 77A. The procedure for proposing a resolution at a Council meeting of the Company shall be as follows:
 - (a) The following may give the Company notice of a resolution that they propose to move at a Council meeting of the Company:
 - (i) the Board;
 - (ii) five (5) Directors;
 - (iii) ten (10) Members; or
 - (iv) ten (10) Councillors.
 - (b) The notice of resolution must:
 - (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by those proposing to move the resolution.
 - (c) Separate copies of a document setting out the notice may be used for signing by those proposing the resolution if the wording of the notice is identical in each copy.

78. The Chairman shall chair all Council Meetings of the Company. If the Chairman of the Board is not available then the Deputy Chairman shall chair the meeting. If neither is available then the Council Meeting will appoint another Director who is willing to chair the meeting.
79. The chairman of a Council meeting:
- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
 - (b) may require the adoption of any procedure which is in the chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the Council meeting; and
 - (c) may terminate discussion or debate on any matter whenever the chairman considers it necessary or desirable for the proper conduct of the meeting.

A decision by the chairman under this Article is final.

80. The chairman of a Council meeting may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to a new day, time or 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.
81. The quorum for a Council Meeting of the Company shall be twenty-five (25) percent (rounded down in the event of a fraction) of Councillors present in person or by proxy, and the quorum shall be present at all times during the meeting.
82. A challenge to a right to vote at a Council Meeting may only be made at the meeting and shall be determined by the chairman, whose decision is final.
83. A resolution put to the vote at a Council Meeting will be decided on a show of hands unless a poll is demanded. Before a vote is taken the chairman shall inform the meeting whether any proxy votes have been received and how the proxy votes shall be cast. On a show of hands, a declaration by the chairman is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes the proxies received. Neither the chairman nor the minutes need to state the number or proportion of the votes recorded in favour or against.
84. Any question to be determined by a Council Meeting may at any time be determined by a postal ballot of the Councillors instead of a formal meeting. The ballot shall clearly state the nature of the matter on which the decision is to be taken and the date the ballot closes which shall be not less than 28 days from the date of dispatch of the ballot papers. Any other terms or conditions applying to the ballot are to be clearly shown on the ballot or in material forwarded with the ballot. At least twenty-five (25) ballot papers duly completed need to be returned in accordance with the terms of the ballot for the result to be valid and binding upon the Company.

Chairman and Deputy Chairman

85. On and from 15 November 2013, when the term of the Chairman appointed by the Council expires, the Board shall appoint, from time to time, a Director as Chairman to serve in that capacity for an initial period not to extend beyond that Director's current term as Director, and on such other terms as the Board may determine.
86. A Director who has previously held the position of Chairman may be eligible for further periods of re-appointment to the position of Chairman provided that:
- (a) each appointment to the position of Chairman does not extend beyond that Director's then current term as a Director; and

- (b) no person shall hold office as Chairman for more than a total of six (6) years (excluding any period holding the position of acting Chairman pursuant to Article 87B) throughout his or her life.

87. If a Director is Chairman at the conclusion of 9 consecutive years as a Director (including time served as Chairman) then, provided that they are re-elected as a Director, he or she may be re-appointed by the Board to continue as Chairman for a period up to the earlier of:

- (a) the expiry of twelve consecutive years as a Director (including time as Chairman); or
- (b) the expiry of six (6) years as Chairman (excluding any period holding the position of acting Chairman pursuant to Article 87B);

and the Board will determine the procedures necessary to give effect to this provision, in accordance with the Constitution.

87A. The Directors may appoint from time to time a Director as Deputy Chairman to serve in that capacity for a specified period, such period not to extend beyond the Director's then current term of appointment as a Director.

87B. If at any time during the tenure of office the Chairman dies or resigns or under the *Corporations Act 2001* (Cth) is deemed incapable of carrying out the duties of the office, then:

- (a) the Deputy Chairman shall be the acting Chairman until a new permanent appointment as Chairman has been made; and
- (b) if the Deputy Chairman is subsequently appointed as Chairman, then any period during which he or she occupied the position of acting Chairman shall not be treated as if it were part of the period holding office as Chairman for the purpose of Articles 85 to 87.

87C. The Chairman or Deputy Chairman (if any) may be removed from that office by resolution of the Board at any time.

87D. The office of Chairman or Deputy Chairman is automatically vacated:

- (a) if the person holding that position ceases to be a Director for any reason; or
- (b) if the term of appointment of the Director to that position expires; or
- (c) if the Chairman or Deputy Chairman (as the case may be) resigns that office by notice to the Company.

Chief Executive Officer

88. The Board must appoint a person as chief executive to hold office on the terms and conditions including the remuneration that the Board determines, who is to be known as the 'Chief Executive Officer'.

89. The Council may, on the recommendation of the Board, by passing a resolution to that effect, appoint the Chief Executive Officer to the position of Director for a term that does not exceed that person's appointment as Chief Executive Officer.

90. The Board may, upon such terms and conditions and with such restrictions as they think fit, confer upon a Chief Executive Officer any of the powers exercisable by them. The Board may vary or withdraw such powers at any time. Any power may be conferred concurrently or be to the exclusion of the powers of the Board.

Directors - General

91. The Board shall, as determined by the Board from time to time, consist of not less than five and not more than ten Directors, not including any Chief Executive Officer who may be appointed Director by resolution of Council under Article 89.
92. Other than the Chief Executive Officer, the Council of the Company is entitled to appoint Directors by election in accordance with the procedures set out in Schedule A of the Membership Rules. Providing that Directors elected by the Council remain a clear majority, the Board may appoint no more than two (2) persons as Directors, on the same terms of office as Council elected Directors.
93. In appointing persons as Directors, reasonable account should be taken of the diverse interests and commercial direction of the Company.
94. The Council may by resolution from time to time determine the level of the total annual Directors' remuneration up to which the Board may determine payment to the non-executive directors.
95. The Board has the power at any time to appoint a person to fill a casual vacancy in a position occupied by an elected Director. Any person appointed as a Director to fill a casual vacancy shall hold office only until the next election of Directors by the Council. The maximum number of casual vacancies to be filled by the Board in any one year shall be three (3).
96. A Director may not appoint an alternate to exercise some or all of the Director's powers.
97. The business of the Company is to be managed by the Directors who may exercise all such powers of the Company as are not, by the Corporations Act 2001 or by this Constitution, required to be exercised by the Company in general meeting or reserved by this Constitution to the Council, including but not limited to:
 - (a) giving directions to management on carrying out the operations of the businesses;
 - (b) determining the division of any approved Directors' fees between the non-executive Directors;
 - (c) providing directives to allow the Company to fulfil its objects as set out in the Constitution;
 - (d) establishing subsidiary companies;
 - (e) receiving and considering recommendations from Council on the activities, procedures and day-to-day management and operation of the Company, including the use of committees; and
 - (f) ensuring the continuing financial well-being of the Company in accordance with their duties as Directors.
98. (Leave blank)
99. Any two Directors, may sign, draw, accept, endorse or otherwise execute a negotiable instrument. The Board may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.
100. The Directors may delegate any of their powers, other than powers required by law to be dealt with by the Board, to a committee which may comprise of Directors and/or persons who are not Directors.

101. A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions of the Directors and a power so exercised is deemed to have been exercised by the Directors.
102. A Director may resign as a Director of the Company by giving a written notice of resignation to the Company at its registered office. The Members in a general meeting or the Council in a Council meeting may by resolution remove a Director from office as a Director in accordance with the Corporations Act 2001.
103. The Company may pay the Directors' travelling and other expenses that they incur in attending meetings and in conjunction with the Company's business.
104. 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 for such period and subject to such conditions as they see fit.
105. Each Director shall act in the best interests of the Company as a whole and with due regard to the furtherance of the Company's objectives.
106. The Board may set up such committees as it deems fit to assist in the management of the Company's business.
107. The Board may set up such subsidiary companies as it deems fit to assist in furthering the objectives of the Company. The Chairman (or representative) and Chief Executive Officer (or representative) shall always be appointed as Directors of any subsidiary company.
108. A Director must disclose to the Company any material personal interest in a matter before the Board. The right to vote and attend any meeting on the matter shall be as decided by the Board, but shall also be consistent with the provisions of the Corporations Act 2001.

Directors - Term of appointment

108A. Subject to Articles 85 – 87D and 108B -108D:

- (a) a Director elected by Council in accordance with Schedule A of the Membership Rules shall hold office for an initial period of three years upon election and shall, subject to Article 108A(c), be eligible for re-election for a maximum of two further subsequent terms of three years each (which may or may not be consecutive years), before being required to undertake a period of mandatory absence from the Board in accordance with Article 108B;
- (b) if a Director is appointed by the Board to fill a casual vacancy pursuant to Article 95, then the period during which that casual vacancy was occupied shall not be treated as if it were part of the initial period under Article 108A(a). The initial period will only commence upon election; and
- (c) a person who has held the position of Chairman at any time (excluding any period holding the position of acting Chairman pursuant to Article 87B of the Constitution) will be eligible for re-election as a Director for further subsequent terms of up to three years each, up to a maximum total of twelve consecutive years as a Director (including time as Chairman), before being required to undertake a period of mandatory absence from the Board in accordance with Article 108C;

and the Board will determine the procedures necessary to give effect to this provision, in accordance with the Constitution.

- 108B. Any person who has held office as a Director for a period of nine years, whether consecutive or not, (excluding any period filling a casual vacancy pursuant to Article 95 of the Constitution) and who has not occupied the role of Chairman at any time, will not then be eligible for re-election until a further period of at least six years (Period of Mandatory Absence) has elapsed. After the Period of Mandatory Absence has elapsed, that person shall then be eligible for re-election as a Director for a maximum of two further subsequent terms of three years each.
- 108C. Any person who has held office as a Director for a period of twelve consecutive years, (excluding any period filling a casual vacancy pursuant to Article 95 of the Constitution) having served any period of time as Chairman, will not then be eligible for re-election as Director until a further period of at least six years (Period of Mandatory Absence) has elapsed. After the Period of Mandatory Absence has elapsed, that person shall then be eligible for re-election as a Director for a maximum of one subsequent term of three years.
- 108D. No person shall hold office as a Director for more than a total of fifteen years (excluding any period filling a casual vacancy pursuant to Article 95 of the Constitution) throughout his or her life.

Directors' Meetings

109. The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit.
110. The Chairman shall chair all Board meetings of the Company. If the Chairman is not available then the Deputy Chairman shall chair the meeting. If neither is available the Board will appoint another Director who is willing to chair the meeting.
111. A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chairman has the casting vote, if necessary, in addition to any vote he may have in his capacity as a Director.
112. The quorum for a Directors' meeting shall be five (5) Directors and the quorum must be present at all times.
113. A notice of meeting of the Board shall be sent to all Directors. The notice shall set out the place, date and time of meeting, and state the general nature of the business to be dealt with at the meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner. The notice may be given in person or by mail (including electronic mail) or by facsimile to the usual place of business or residence of the Director or to any other address given to the Secretary by the Director, or by any other technology consented to by all Directors.
114. A Directors' meeting may be held using any technology consented to by all the Directors. The consent of a Director may be a standing one and may only be withdrawn within a reasonable period before the meeting.
115. The non-receipt of a notice of a Board meeting or accidental omission to give a Director a notice of a Board meeting does not invalidate the holding of a Board meeting or any resolution passed thereat.
116. The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Act 2001.

117. The Directors may pass a resolution without a Directors' meeting being held if the following procedure is followed.

(a) If:

(i) all the Directors entitled to vote on the resolution, other than:

- a. any Director on leave of absence approved by the Directors;
- b. any Director not present in Australia (unless that Director has provided the Secretary of the Company with details of how to contact them and responds to such contact within 24 hours);
- c. any Director who disqualifies himself or herself from considering the resolution in question; and
- d. any Director who would be prohibited by the Corporations Act 2001 from voting on the resolution in question;

sign a document containing a statement that they are in favour of the resolution set out in the document or otherwise consent to the resolution in accordance with Article 117(b); and

(ii) the Directors who sign or consent to the resolution would have constituted a quorum at a meeting of directors held to consider that resolution,

then the resolution is taken to have been passed by a meeting of the Directors.

(b) A director may consent to a resolution by:

- (i) signing a document containing the resolution and giving that document to the Secretary or the Chairman; or
- (ii) giving to the company at its registered office a written notice (including by fax or other electronic means) addressed to the Secretary or to the Chairman signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.

(c) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy and the resolution is passed when the last Director signs or otherwise consents to the resolution.

(d) Electronic methods of transmitting copies of the document may be used.

118. The Chairman may at any time, and the Secretary must upon the written requisition of three (3) or more Directors, convene a meeting of the Directors.

119. An act done by a person acting as a Director or by a meeting of Directors or a committee of Directors is not invalidated by reason only of a defect in the appointment of the person as a Director or 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.

Company Secretary

120. There must be at least one Secretary of the Company who is to be appointed by the Directors. A Secretary holds office on the terms and conditions (including as to remuneration) that the Directors determine, and may be identified as 'Company Secretary' or 'Council Secretary' as appropriate.

121. The Secretary or another officer nominated by the Board shall cause proper minutes to be kept of all general meetings, Council meetings and Board meetings and meetings of any committee of the Council and the Board.
122. The Secretary shall ensure that a register of Members and register of Councillors is maintained. The Directors may vest in the Secretary such other duties, powers and authorities as they may from time to time determine and the Secretary must exercise all such powers and authorities subject at all times to the control of the Directors.
123. The Secretary shall ensure that the elections for the positions of Directors and members of the Accreditation Board for Standards Development Organisations are held in accordance with the Membership Rules and take place in sufficient time to allow the elected persons to take office on completion of the relevant annual general meeting.

Accounts

124. The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Corporations Act 2001.
125. The Company shall appoint an auditor. The Directors must cause the accounts of the Company to be audited in accordance with the provisions of the Corporations Act 2001.

Inspection of Books

126. By resolution of the Board, the Members in general meeting, or the Council, or under any provision of the Corporations Act 2001, a Member or a Councillor may be authorised to inspect the books of the Company.

Common Seal

127. The Company may have a Common Seal.
128. The Board or the Secretary at the direction of the Board must provide for the safe custody of the Common Seal.
129. The Common Seal may be used only by the authority of the Directors, or of a committee of Directors authorised by the Directors to authorise the use of the Common Seal. Every document to which the Common Seal of the Company shall be affixed must be signed by a Director and countersigned by another Director or the Secretary or another person appointed by the Board for that purpose. All documents signed under Common Seal shall be noted by the Board at a subsequent Board meeting.

Accreditation Board for Standards Development Organisations

130. The Council shall establish and monitor an Accreditation Board for Standards Development Organisations which will have the following powers:
 - a) Accrediting (or, where appropriate, declining to accredit) bodies in Australia to prepare and maintain standards for approval and publication as Australian Standard® brand standards.
 - b) Withdrawing any accreditation granted under Article 130(a);
 - c) Setting policies, rules, regulations and guidelines in relation to the preparation, maintenance, development, publication and approval of Australian Standard® brand standards, including requirements for bodies accredited to develop Australian Standard® brand standards;
 - d) Carrying out audits of accredited bodies to ensure compliance with all policies, rules, regulations and guidelines of the Accreditation Board for Standards Development Organisations;

- e) Hearing and determining submissions in relation to the appropriateness of Australian Standard® brand standards and their development.
131. The Accreditation Board for Standards Development Organisations shall be made up of not more than ten persons including one appointed by the Board of Directors and up to nine elected by the Council.
 132. The Council of the Company is entitled to elect up to nine persons to the Accreditation Board for Standards Development Organisations in accordance with the procedures set out in the Membership Rules. The Accreditation Board for Standards Development Organisations may, in accordance with the Membership Rules, appoint a person to fill:
 - a. a casual vacancy in a position occupied by an elected member; or
 - b. a vacancy arising through insufficient candidates being nominated for election.
 133. The Accreditation Board for Standards Development Organisations may set up such committees and delegate any of its powers as it deems fit in order to fulfil its roles and responsibilities. Such committees may comprise members of the Accreditation Board for Standards Development Organisations and/or persons who are not members of the Accreditation Board for Standards Development Organisations. A committee to which any powers of the Accreditation Board for Standards Development Organisations have been delegated must exercise the powers delegated in accordance with any directions of the Accreditation Board for Standards Development Organisations and a power so exercised is deemed to have been exercised by the Accreditation Board for Standards Development Organisations.
 134. The Company may pay the travelling and other expenses incurred by members of the Accreditation Board for Standards Development Organisations (and those of members of any committees established by the Accreditation Board for Standards Development Organisations) attending meetings and in conjunction with the activities of the Accreditation Board for Standards Development Organisations.
 135. The Council may by resolution from time to time determine the level of the total annual remuneration of members of the Accreditation Board for Standards Development Organisations.
 136. The Company may pay, in good faith, reasonable and proper remuneration to any member of a committee established by the Accreditation Board for Standards Development Organisations (other than a member of the Accreditation Board for Standards Development Organisations) in return for that committee member attending meetings of the committee.
 137. The Council may by resolution from time to time establish procedures by which appeals from decisions made by the Accreditation Board for Standards Development Organisations may be considered and determined.

138 to 142 – (Leave blank)

Validity of Appointments

143. All acts done by any meeting of the Council, the Board or any committee of or established by the Board or Council or by any person acting as a Member of or an officer of the Council, the Board or of any committee shall (notwithstanding it be afterwards discovered that there was some defect in the appointment of any such person or body acting as aforesaid or that the person or body had been disqualified or had vacated office) be as valid as if every person or body had been duly appointed and was qualified to do such acts.

Indemnity

144. Subject to Article 145, each person who is or has been an officer of the Company or a Councillor or a committee member including, but not limited to, members of the Accreditation Board for Standards Development Organisations, and committees that are formed to prepare standards or other services in the further pursuit of the interests of the Company are entitled to be indemnified, to the relevant extent, out of the property of the Company against any liabilities for costs and expenses incurred by that person:
- (a) in the case of an officer, relating to that person's position with the Company or its subsidiaries; and
 - (b) in the case of a Councillor or a committee member, relating to that person's involvement in the affairs of the Company or its subsidiaries,
- save in relation to:
- (i) a liability owed to the Company or a related body corporate of the Company;
 - (ii) a liability for a pecuniary penalty order under section 1317G of the Corporations Act 2001 or a compensation order under section 1317H of the Corporations Act 2001;
 - (iii) a liability that is owed to someone other than the Company or a related body corporate of the Company and which did not arise out of conduct in good faith.

Legal Costs

145. Each person who is or has been an officer of the Company or a Councillor or a committee member including, but not limited to, members of the Accreditation Board for Standards Development Organisations and committees that are formed to prepare standards or other services in the further pursuit of the interests of the Company are entitled to be indemnified, to the relevant extent, out of the property of the Company against any liabilities for legal costs and expenses incurred by that person (including in connection with proceedings other than criminal or civil proceedings such as but not limited to a Royal Commission of Inquiry or Inquiries constituted by any Act of Parliament or Government or Statutory Authority) unless the legal costs and expenses are incurred:
- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Article 144;
 - (b) in defending or resisting criminal proceedings in which the person is found guilty;
 - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established (provided that the person shall be entitled to be indemnified in respect of costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order); or
 - (d) in connection with proceedings for relief to the person under the Corporations Act 2001 in which the court denies the relief.
- 145A. The amount of any indemnity payable under Article 144 or 145 will include an additional amount (GST Amount) equal to any GST payable by the person being indemnified (Indemnified Person) in connection with the indemnity (less the amount of any input tax credit claimable by the Indemnified Person in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Person providing the Company with a GST tax invoice for the GST Amount.

146. In Articles 144 and 145:

- (a) "officer" has the meaning given to that term in the Corporations Act 2001;
- (b) "to the relevant extent" means:
 - (i) to the extent that the Company is not precluded by law from doing so;
 - (ii) where the liability is incurred in the conduct of the business of another corporation or in the discharge of the duties of the person in relation to another corporation, to the extent and for the amount that the person is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation;
 - (iii) to the extent and for the amount that the person is not otherwise actually indemnified, including an indemnity under any insurance policy or contract;
 - (iv) where the indemnity consists of a payment or an agreement to make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by the person in defending an action for a liability incurred as an officer of the Company, the indemnity may only be provided on the condition that the person agrees to repay the amount if the costs become costs for which the Company is prohibited under Articles 144 and/or 145 from giving the person such an indemnity, unless the Board resolves otherwise;
- (c) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

147. The benefit of any indemnity given under Articles 144 and 145 continues, despite any amendment to or deletion of Articles 144 and 145, in respect of liability arising from acts or omissions occurring before the amendment or deletion.

Insurance

148. To the extent permitted by law, the Company may pay a premium for a contract insuring a person who is or has been an officer of the Company or a Councillor or a committee member of the Company and its related bodies corporate against:

- (a) any liability incurred by that person:
 - (i) in the case of an officer, as such an officer, which does not arise out of conduct involving a wilful breach of duty in relation to that person's position with the Company or its subsidiaries; and
 - (ii) in the case of a Councillor or a committee member, relating to that person's involvement in the affairs of the Company or its subsidiaries which does not arise out of fraudulent conduct relating to that person's involvement in the affairs of the Company or its subsidiaries; and
- (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with or involvement in the affairs of the Company, whether civil or criminal, and whatever their outcome.

Amending the Constitution

149. This constitution may only be amended by a special resolution at a general meeting of the Company, and requires a majority of not less than 75% of the Members present in person or by proxy, such majority also being an absolute majority of Members.

Membership Rules

150. The Membership Rules annexed to the Constitution shall be the Membership Rules of the Company. The Membership Rules may be amended only by a resolution of the Council at a Council meeting of the Company, and such resolution requires a majority of not less than two-thirds of the Councillors present in person or by proxy, such majority being also an absolute majority of the Council.

