

CORPORATIONS LAW

**A COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

CONSTITUTION

of

**THE HUNTER INSTITUTE OF TECHNOLOGY
FOUNDATION**

ACN 092 210 332

TABLE OF CONTENTS

1. NAME	1
2. OBJECTS	1
3. NON-PROFIT COMPANY	1
4. HONORARY SERVICE BY BOARD MEMBERS	1
5. LIABILITY OF MEMBERS	2
6. DISTRIBUTION OF SURPLUS ASSETS	2
7. FINANCIAL RECORDS	3
8. MEMBERSHIP	3
9. APPLICATIONS FOR MEMBERSHIP	3
10. CESSATION OF MEMBERSHIP	4
11. RIGHTS ASSOCIATED WITH MEMBERSHIP	4
12. REGISTER OF MEMBERS	5
13. MEMBERSHIP FEES	5
14. COMPLAINTS ABOUT MEMBERS	5
15. TERMINATION OF MEMBERSHIP	6
16. RESOLUTION OF INTERNAL DISPUTES	7
17. GENERAL MEETINGS	7
18. PROCEEDINGS AT GENERAL MEETINGS	8
19. PRESIDING MEMBER	8
20. ADJOURNMENT	9

21.	VOTING	9
23.	BOARD OF DIRECTORS	10
24.	FIRST AND SUBSEQUENT DIRECTORS	11
25.	PROCEEDINGS OF THE BOARD	12
26.	TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS	13
27.	BOARD DELEGATION AND BOARD COMMITTEES	13
28.	MINUTES	14
29.	APPOINTMENT OF OFFICERS, EMPLOYEES, ETC.	14
30.	SECRETARY	14
31.	AUDITOR	15
32.	COMMON SEAL	15
33.	NOTICE	15
34.	INDEMNITY	15
35.	DEFINITIONS AND INTERPRETATION	15

1. NAME

The name of the Company is the Hunter Institute of Technology Foundation (referred to in this constitution as “the Company”).

2. OBJECTS

The objects of the Company are:

The promotion and furtherance of education at the Hunter Institute of Technology.

3. NON-PROFIT COMPANY

3.1 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set forth in this constitution and shall only be distributed to the Hunter Institute of Technology.

3.2 No income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Company except:

3.2.1 remuneration to any member employed by the Company in return for services actually rendered to the Company;

3.2.2 payment to a member in return for goods or services supplied to the Company in the ordinary course of business;

3.2.3 interest (at a rate not exceeding interest at the rate for the time being charges by bankers in Sydney for overdrawn accounts on money lent) on money borrowed by the Company from a member; or

3.2.4 reasonable rent of premises let by any member to the Company.

4. HONORARY SERVICE BY BOARD MEMBERS

4.1 No member of the Board shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and no holder of such an office shall be appointed to the Board.

4.2 No remuneration or other benefit in money or money’s worth shall be paid or given by the Company to any member of the Board except for the payment of out-of-pocket expenses incurred by the Board member in the performance of a duty as a Board member where the payments do not exceed an amount previously approved by the Board.

5. LIABILITY OF MEMBERS

5.1 A member shall contribute to the assets of the Company, in the event that it is wound up while that member is a member, or within one year afterwards for:

5.1.1 payment of the debts and liabilities of the Company contracted before the time at which the member ceased to be a member;

and

5.1.2 the costs, charges and expenses of winding up the Company.

5.2 The liability of a member of the Company to contribute towards the payment of the debts and liabilities of the Company or the costs, charges and expenses of the winding up the Company is limited to:

5.2.1 unpaid membership fees; plus

5.2.2 a sum not exceeding twenty dollars (\$20.00).

6. DISTRIBUTION OF SURPLUS ASSETS

6.1 The members shall have no right to any surplus assets remaining after the completion of the winding up or dissolution of the Company.

6.2 If upon the winding up or dissolution of the Company, there remains after satisfaction of all its debts and liabilities, any property, this shall be given or transferred to an Association or Associations.

6.2.1 with objects similar to the objects of the Company;

6.2.2 Whose constitution prohibits the distribution of income and property among members to an extent at least as great as is imposed by this constitution;

6.2.3 chosen by the members of the Company at or before the completion of winding up or dissolution; and

6.2.4 which is exempt from the payment of income tax under the provisions of the Income Tax Assessment Act 1997.

7. FINANCIAL RECORDS

- 7.1 The Company shall keep accounting records to correctly record and explain the transactions of the Company, (including any transactions as trustee), and the financial position of the Company.
- 7.2 The Company shall keep its accounting records in a manner that shall enable:
- 7.2.1 the preparation of true and fair accounts of the Company; and
 - 7.2.2 the accounts of the Company to be conveniently and properly audited in accordance with the Corporations Law.
- 7.3 Each member shall have the right to inspect the financial records of the Company. The Board may restrict the manner and times at which such inspections may take place.
- 7.4 At least once in every year the accounts of the Company shall be examined by a qualified auditor who shall report to the members in accordance with the provisions of the Corporations Law.

8. MEMBERSHIP

- 8.1 The Company shall have two types of members, namely, full members and associate members. Full members shall comprise two sub-categories of membership, namely Council members and Non-Council members.
- 8.2 After William Charles Mierendorff, Alan Alfred Ernest Cornish and Terrence Robert Mawdsley cease to be members of the Company, 75% of full members must be Council members.
- 8.3 Upon the incorporation of the Company those people who have provided written consent to becoming a full member of the Company shall become full members of the Company.

9. APPLICATIONS FOR MEMBERSHIP

- 9.1 An application for full membership of the Company shall be:
- 9.1.1 signed by the applicant and lodged with the Secretary on a form similar to that set out in Appendix 1;
 - 9.1.2 in the case of an application for the Council Member Sub-category, the applicant shall be a current member of the Council; and
 - 9.1.3 supported by two full members of the Company who know the applicant.

- 9.2 A person may apply for associate membership of the Company by completing a form similar to that in Appendix 2 of this constitution and lodging it and the Annual membership fee with the Secretary.
- 9.3 An application for membership shall be considered by the Board as soon as practicable after it is received. The Board may decide to accept, defer or reject an application for membership. The Board shall not be required to provide reasons for its decision concerning an application for membership.
- 9.4 Where the Board decides to accept an application for membership, the Secretary shall, as soon as practicable after that decision, notify the applicant of that approval and request the applicant to pay within a period of 28 days the annual membership fee, if any such fee has been set.
- 9.5 The Secretary shall, on payment by the applicant of the annual membership fee within the 28 day period, enter the name of the applicant in the register of full members in the nominated sub-category or in the register of associate members, as the case may require. Upon the name being entered in the register the applicant becomes a member of the Company.

10. CESSATION OF MEMBERSHIP

- 10.1 A person shall cease to be a member of the Company if the person:
- 10.1.1 dies;
 - 10.1.2 resigns from membership by notice in writing to the Secretary;
 - 10.1.3 has membership terminated under Clause 14A;
 - 10.1.4 is expelled under Clause 14; or
 - 10.1.5 fails to pay the annual membership fee within 6 months of the due date.

11. RIGHTS ASSOCIATED WITH MEMBERSHIP

- 11.1 Each full member of the Company shall have the following rights:
- 11.1.1 to receive notice of, attend and vote at general meetings of the Company; and
 - 11.1.2 be eligible for election or appointment to the Board.
- 11.2 Each associate member of the Company shall have the right to receive information about the activities of the Company. An associate member shall not be entitled to attend or vote at company meetings, or to hold a position on the Board.

12. REGISTER OF MEMBERS

- 12.1 The Secretary shall establish and maintain a register of full members and a register of associate members of the Company. These registers shall contain the name and address of each person who is a member of the Company together with the date on which the person became a member.
- 12.2 The registers of members shall be kept at the principal place of administration of the Company and shall be open for inspection, free of charge, by any member of the Company at any reasonable hour.

13. MEMBERSHIP FEES

- 13.1 The Board may set a membership fee, but is not required to do so.

14. COMPLAINTS ABOUT MEMBERS

- 14.1 A complaint may be made by any member of the Company that some other member of the Company:
- 14.1.1 has persistently refused or neglected to comply with a provision of the constitution; or
 - 14.1.2 has persistently and wilfully acted in a manner prejudicial to the interests of the Company.
- 14.2 On receiving such a complaint, the Board shall:
- 14.2.1 cause notice of the complaint to be served on the member concerned;
 - 14.2.2 give the member at least 14 days from the time the notice is served to make submissions to the Board in connection with the complaint; and
 - 14.2.3 take into consideration any submissions made by the member in connection with the complaint.
- 14.3 The Board may, by resolution, terminate the member's membership in accordance with clause 15 or suspend the member's membership for a specified period from the Company if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the allegations complained of have been proven.
- 14.4 If the Board terminates or suspends the member's membership, the Secretary shall within 7 days give written notice to the member of:
- 14.4.1 the action taken;
 - 14.4.2 the reasons given by the Board for having taken that action; and
 - 14.4.3 the member's right of appeal.

- 14.5 The termination or suspension shall not take effect:
- 14.5.1 until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - 14.5.2 if within that period the member exercises the right of appeal, unless and until the Company confirms the resolution, whichever is the later.
- 14.6 An affected member may appeal to the Company in a general meeting against a resolution of the Board to terminate or suspend the member's membership, within 7 days after notice of the resolution is served on the affected member, by lodging with the Secretary a notice to that effect.
- 14.7 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 14.8 On receipt of a notice from a member, the Secretary shall notify the Board which is to convene a general meeting of the Company to be held within 28 days after the date on which the Secretary received the notice.
- 14.9 At the general meeting of the Company:
- 14.9.1 no business other than the question of the appeal is to be transacted;
 - 14.9.2 the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - 14.9.3 the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

15 TERMINATION OF MEMBERSHIP

- 15.1 The Board may, by resolution, immediately terminate the membership of a person who is a Council member if that person ceases to be a member of the Council for any reason or a resolution is passed under clause 14.3 to terminate that member's membership.
- 15.2 The Board may, by resolution, immediately terminate the membership of a person who is a Non-Council member or an associate member if a resolution is passed under clause 14.3 to terminate that member's membership.
- 15.3 The Board may notify a member in writing of the termination of membership of that person as a member of the Company.

16. RESOLUTION OF INTERNAL DISPUTES

- 16.1 In the event of a dispute arising between members (in their capacity as members), or between a member and the Company, or between a member and the Board the following procedure shall apply before any person initiates proceedings in a Court in respect of the dispute.
- 16.2 Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- 16.3 Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- 16.4 In the event that no person can be agreed upon to mediate the dispute it shall be referred to the Australian Commercial Disputes Centre Limited (“ACDC”) and be conducted in accordance with the Conciliation Rules of ACDC. If the dispute has not been resolved within 60 days of referral to ACDC, either side is free to initiate proceedings in a Court.
- 16.5 Nothing in this clause prevents a person seeking interlocutory relief in a Court.

17. GENERAL MEETINGS

- 17.1 A general meeting called the Annual General Meeting shall be held:
- 17.1.1 at least once in every calendar year;
- 17.1.2 within five (5) months of the end of the financial year of the Company;
1. and
- 17.1.3 at a time and place determined by the Board.
- 17.2 Any two members of the Board may convene a general meeting of the Company. A general meeting shall also be convened on the requisition of members entitled to exercise at least 5% of the total voting rights in the Company. In either case the general meeting shall be held as soon as practicable, and not later than two months after the date of the decision or deposit of the requisition.
- 17.3 Every notice convening a general meeting shall be in writing and shall specify the place, the day and the time of the meeting and the general nature of the business to be transacted.
- 17.4 The period of notice required for the calling of a general meeting shall be twenty-one (21) days unless:
- 17.4.1 all the full members entitled to attend and vote at the annual general meeting agree to a shorter period of notice for that meeting beforehand; or
- 17.4.2 full members with 95% of the votes that may be cast at any other meeting agree to a shorter period of notice for that meeting beforehand,
- except as a prohibited by the Law.

The above period of notice shall be exclusive of the day upon which notice is served but inclusive of the day on which the meeting is to be held.

17.5 The business of the Annual General Meeting shall be:

17.5.1 to receive and consider the accounts, statements and reports prescribed by the Corporations Law;

17.5.2 to elect the members of the Board for the ensuing year;

17.5.3 to appoint the auditor (where necessary); and

17.5.4 to deal with any other business included in the notice of meeting.

17.6 A copy of the accounts, statements and reports prescribed by the Corporations Law to be presented at the Annual General Meeting shall be provided to full members at least twenty-one (21) days before the annual general meeting.

18. PROCEEDINGS AT GENERAL MEETINGS

18.1 Four (4) members present in person (being members entitled under these this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

18.2 If a quorum is not present within 30 minutes after the appointed time for the commencement of a general meeting, then:

18.2.1 the meeting, if convened upon the requisition of members, shall be dissolved; or

18.2.2 in any other case, the meeting shall be adjourned to a date, time and place determined by the person chairing the meeting.

18.3 If at the adjourned meeting a quorum is not present within 30 minutes after that time appointed for the commencement of the meeting, the full members present (being not less than 3) shall constitute a quorum.

19. PRESIDING MEMBER

19.1 The President shall act as Presiding Director at each meeting of the Company and each meeting of the Board.

19.2 If the President is absent from a meeting or unwilling to act, the persons present at the meeting and entitled to vote shall elect one of their number to preside at the meeting.

19.3 The President shall supervise the affairs of the Company and shall be an ex-officio member of all committees established by the Board.

20. ADJOURNMENT

- 20.1 The Presiding Director of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a specified time, date and place. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 20.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each full member of the Company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

21. VOTING

- 21.1 At a general meeting a motion put to the vote of the meeting shall be decided on a show of hands unless a ballot is (before or on the declaration of the result of a show of hands) demanded by:
- 21.1.1 the Presiding Director; or
 - 21.1.2 any two full members.
- 21.2 Every full member present in person shall have one vote on a show of hands. Every full member present in person shall have one vote on a ballot.
- 21.3 If there is an equality of votes, whether on a show of hands or on a ballot, the Presiding Director of the meeting shall be entitled to a second or casting vote.
- 21.4 If a ballot is not demanded, a declaration by the Presiding Director that a motion has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 21.5 If a ballot is demanded, it shall be taken in the manner determined by the Presiding Director.
- 21.6 The demand for a ballot may be withdrawn.

22. PROXIES

- 22.1 A full Member may appoint a proxy to attend and vote for the full member at a meeting.
- 22.2 An appointment of a proxy is valid if it is in writing and signed by the full member making the appointment and includes the full member's name and address, the Company's name, the proxy's name or the name of the office held by the proxy, and the meetings at which the appointment may be used.
- 22.3 If the proxy specifies the manner in which the appointed proxy must vote, the appointed proxy must vote in that manner.

- 22.4 Proxy documents must be received by the Company at least 48 hours before the meeting or adjourned meeting. The Company receives a proxy appointment when it is received at the Company's registered office, a fax number at the Company's registered office or a place, fax number, e-mail or electronic address specified for the purpose of notice of meeting.
- 22.5 Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes a vote cast by the proxy will be valid even if, before the proxy votes, the appointing full member:
- 22.5.1 revokes the proxy's appointment;
- 22.5.2 dies;
- 22.5.3 is mentally incapacitated; or
- 22.5.4 revokes the authority under which the proxy was appointed by a third party.
- 22.6 A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

23. BOARD OF DIRECTORS

- 23.1 The Board shall consist of not less than five directors and not more than eight. Each director shall be a natural person who is a full member of the Company and at least 18 years of age. The Board shall elect its own President. The Company may at any time by ordinary resolution increase the number of directors.
- 23.2 The Board will consist of :
- 23.2.1 the person holding the position of Director of the Hunter Institute of Technology Council from time to time ;
- 23.2.2 the person holding the position of Chair of the Hunter Institute of Technology Council from time to time;.
- 23.2.3 three persons appointed from time to time by the Hunter Institute of Technology Council; and
- 23.2.4 if the Board so decides, three other persons elected by the full members under clause 24.3.
- 23.3 Each person appointed to the Board under clause 23.2.1, 23.2.2 and 23.2.3 will be deemed appointed by notice in writing duly signed by the Hunter Institute of Technology Council and lodged with the secretary of the Company and the notice will be conclusive of the appointment of that person. Subject to clause 22.4, the person so appointed under clause 23.2.1, 23.2.2 and 23.2.3 will hold office for the period for which each has been appointed by his or her appointor but that period will not in any case exceed three (3) years and he or she will be eligible for reappointment in accordance with the provisions of this clause at the expiration of such period.

- 23.4 Each person appointed to the Board under clause 23.2.1, 23.2.2 and 23.2.3 may be removed at any time by notice in writing duly signed by the Hunter Institute of Technology Council relevant appointor and lodged with the Secretary and the notice will be conclusive of the removal of that person. The Hunter Institute of Technology Council may appoint any other person in place of the director who has been so removed by including in such notice the name of the person so appointed who will hold office for the remaining term of the person who has been removed.
- 23.5 The business and operations of the Company shall be managed and controlled by the Board, and for that purpose the Board may exercise the powers of the Company as if they had been expressly conferred on the Board by a general meeting of the Company.
- 23.6 The powers of the Board shall be subject to any restrictions imposed by the Corporations Law or by the constitution of the Company.
- 23.7 The acts of a director shall be valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.

24. FIRST AND SUBSEQUENT DIRECTORS

- 24.1 The following people will constitute the first Board.
- (i) William Charles Mierendorff
 - (ii) Alan Alfred Ernest Cornish
 - (iii) Terrence Robert Mawdsley
 - (iv) Gaye Rosemary Hart
 - (v) Wilton Ainsworth
 - (vi) Violetta Johanna Walsh
 - (vii) John Gerald Fitzgerald
 - (viii) Denis Nichols
- 24.2 At the first general meeting of the Company, and at the Annual General Meeting of the Company in each following year, three Directors of the Board shall be elected by those members of the Company who are eligible to vote.
- 24.3 The term of office of a Director ends at the closure of the next Annual General Meeting after the appointment of the person to the Board.
- 24.4 The election of the Directors of the Board shall take place in the following manner:
- 24.4.1 Any two full members of the Company may nominate any other full member or election to the Board.

- 24.4.2 The nomination shall be in writing, signed by the candidate, the proposer and the seconder and lodged with the Secretary at least 7 days before the annual general meeting at which the election is to take place.
 - 24.4.3 Each full member of the Company present at the annual general meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies.
 - 24.4.4 In situations where insufficient advance nominations are received to fill all Board positions, nominations may be accepted from the floor of the meeting in relation to the unfilled Board positions only.
 - 24.4.5 A retiring Director shall be eligible for re-election.
- 24.4 The Board shall have the power to appoint any full member of the Company to the Board to fill a casual vacancy. Any member so appointed to the Board shall hold office until the next annual general meeting.
- 24.5 The Company may, by ordinary resolution, remove any member of the Board before the expiration of the period of office of the member and may, by ordinary resolution, appoint another person in the place of the member. The person so appointed shall hold office until the next annual general meeting.
- 24.6 The office of a member of the Board shall become vacant if the member:
- 24.6.1 dies;
 - 24.6.2 becomes bankrupt or makes any arrangement or composition with creditors generally;
 - 24.6.3 becomes prohibited from becoming a member of the Board by reason of any order made under the Corporations Law;
 - 24.6.4 ceases to be a member of the Board by operation of the Corporations Law;
 - 24.6.5 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - 24.6.6 resigns office by notice in writing to the Company;
 - 24.6.7 is absent from meetings of the Board for more than six months without permission of the Board; or
 - 24.6.8 ceases to be a full member of the Company.

25. PROCEEDINGS OF THE BOARD

- 25.1 Meetings of the Board shall be held as often as necessary to conduct properly the business of the Company, and shall in any case be held at least quarterly.

- 25.2 Questions arising at any Board meeting shall be decided by a majority of votes.
- 25.3 In the case of an equality of votes, the Presiding Director may have second or casting vote.
- 25.4 The President or any two directors may, and the Secretary shall, if requested by the President or any two directors at any time, call a meeting of the Board.
- 25.5 The quorum necessary for the transaction of business by the Board shall be three Board members.
- 25.6 Except in special circumstances determined by the Presiding Director, at least 48 hours notice shall be given to the directors of all meetings of the Board.
- 25.7 The Board may function validly provided its number is not reduced below the quorum. Should the number of Board members fall below the quorum, the remaining Board members may act only to appoint new Board members.

26. TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS

- 26.1 The Board may transact any of its business:
- 26.1.1 by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members shall be taken to be a decision of the Board;
 - 26.1.2 at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if any member who speaks on a matter before the meeting, can be heard by the other members.
- 26.2 A resolution approved under the above clause shall be recorded in the minutes of the meetings of the Board.

27. BOARD DELEGATION AND BOARD COMMITTEES

- 27.1 The Board may, by resolution, delegate to a director or committee of two or more directors, the exercise of such of the powers of the Board (other than this power of delegation) as are specified in the resolution. The Company or the Board may by resolution revoke wholly or in part any such delegation.
- 27.2 A delegation under the above clause may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.
- 27.3 Notwithstanding a delegation under this rule, the Board may continue to exercise all or any of the powers delegated.
- 27.4. A committee may elect a Presiding Director of its meetings. If no such Presiding Director is elected, or, if at any meeting the Presiding Director is not present within 5 minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be Presiding Director of the meeting.

- 27.5 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and voting. In case of an equality of votes the Presiding Director may have a second or casting vote.

28. MINUTES

- 28.1 The Board shall keep minutes of meetings made in books provided for the purpose, and, in particular:
- 28.1.1 of all appointments of officers and employees made by the directors;
 - 28.1.2 of the names of the directors present at each meeting of the Board and of any committee of the Board; and
 - 28.1.3 of all resolutions and proceedings at all meetings of the Company and of directors and of committees of directors.
- 28.2 Minutes shall be recorded in the minute book within 14 days of the date of the meeting to which they relate.
- 28.3 The confirmation of minutes shall be the first business at the next succeeding meeting of the Company, Board or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.
- 28.4 Every director present at any meeting shall sign his or her name in a book kept for that purpose.
- 28.5 The minutes shall be kept in the English language

29. APPOINTMENT OF OFFICERS, EMPLOYEES, ETC.

- 29.1 The Board shall have the power to appoint, remove or suspend officers, employees, agents and contractors, and to fix their powers, duties and remuneration.
- 29.2 The Board may delegate any of its powers under Clause 29.1 to an officer or employee of the Company, subject to any conditions or limitations which the Board sees fit to impose.
- 29.3 The Board may, at any time, revoke or vary a delegation made under Clauses 29.1 and 29.2
- 29.4 Notwithstanding any delegation made under this constitution, the Board may continue to exercise all or any of its powers.

30. SECRETARY

- 30.1 The Secretary shall be appointed by the Board for such term, upon such conditions as it thinks fit. The Board may, by resolution, remove the Secretary at any time. The Board may appoint an assistant Secretary to carry out the duties of the Secretary in the absence of the Secretary, who shall for the purpose of this constitution be deemed to be and may be referred to as the Secretary.

31. AUDITOR

31.1 Auditors of the Company shall be appointed and removed and their duties regulated in accordance with the Corporations Law.

32. COMMON SEAL

32.1 The Board shall provide for the safe custody of the common seal of the Company. The common seal shall only be used with the authority of the Board. Every instrument to which the common seal is affixed shall be signed by a member of the Board and countersigned by the Secretary or by a second member of the Board.

33. NOTICE

33.1 A notice may be given by the Company to any member either personally or by posting it to the member at the registered address of the member. A notice sent by post shall be deemed to have been received two days after the date of posting.

33.2 Notice of every general meeting shall be given to every full member and the auditor of the Company.

34. INDEMNITY

34.1 Every Board member, auditor and other officer of the Company shall be entitled to be indemnified out of the property of the Company against any liability incurred by the Board member, auditor or officer in that capacity:

34.1.1 in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Board member, auditor or officer, or in which the Board member, auditor or officer is acquitted; or

34.1.2 in connection with any application in relation to those proceedings in which relief is granted to the Board member, auditor or officer by the court.

34.2 The indemnity under this clause will be limited to the amount of the liability after deducting the amount in respect of which the person is otherwise entitled to be indemnified and is otherwise actually indemnified by another person (including, in particular, an insurer under any insurance policy).

34.3 To the maximum extent permitted by the Corporations Law, “liability” in this clause means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including in particular, legal costs (calculated on a Solicitor/client basis) incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any Court, Tribunal, Government Authority or otherwise).

35. DEFINITIONS AND INTERPRETATION

In this constitution:

(a) “**Association**” means an association, incorporated under the Association’s Incorporations Act or a company limited by guarantee under the Corporations Law.

“Board” means the whole or any number of the Directors assembled at a meeting of Directors, being not less than a quorum or a majority, as the case may require.

“Council” means the Council of the Hunter Institute of Technology.

“Council Chairperson” means the person for the time being holding that office in accordance with the Council’s guidelines or rules.

“Council Member” means a person who is a member of Council and is admitted to full membership of the Company in the Council Member sub-category.

“Members” includes both full members and associate members.

“Non Council Member” means a person admitted to full membership of the Company other than as a Council Member.

“President” means the person for the time being holding that office in accordance with this constitution .

“Secretary” means the person for the time being appointed to the office of Secretary under this constitution.

- (b) Words importing only the singular number include the plural and vice versa.
- (c) Words importing a gender include other genders.
- (d) Person includes an individual, a body corporate, a partnership, a firm, unincorporated association or institution and a government body.
- (e) A reference to an clause or appendix is to an clause or an appendix of or to this constitution.
- (f) A reference to a statute (or to a provision of a statute) means the statute or provision as modified or amended and in operation for the time being or any statute or provision enacted in lieu thereof and includes any regulation or rule for the time being in force under the statute or provision.
- (g) Except where the contrary intention appears in this constitution, an expression has, in a provision of this constitution which deals with a matter dealt with by a relevant provision of the Corporations Law, the same meaning as in that provision of the Corporations Law.
- (h) Headings do not affect the interpretation of this constitution.

APPENDIX 1

**APPLICATION FOR FULL MEMBERSHIP
OF THE HUNTER INSTITUTE OF TECHNOLOGY FOUNDATION**

I,.....
(full name of applicant)

of
(address)

hereby apply to become a full member of The Hunter Institute of Technology Foundation in the following sub-category:

- *Council Member
- *Non-Council Member

[*Cross out non-applicable option]

I agree that in the event of my admission as a full member, I will be bound by the Constitution of the Company for the time being in force.

.....
Signature of applicant *Date*

I....., and I.....being full members of the Hunter Institute of Technology Foundation, nominate the applicant, who is personally known to me, for full membership of the Company in the above nominated sub-category. In the event that the applicant is applying for full membership in the Council Member sub-category, I warrant the applicant is a current member of the Hunter Institute of Technology Council.

.....
Signature of full member *Date*

.....
Signature of full member *Date*

Note: There is no fee payable when lodging this application. A person does not become a full member unless this application is accepted at a Board meeting. You will be notified by mail if your application is accepted and if a membership fee is required.

APPENDIX 2

**APPLICATION FOR ASSOCIATE MEMBERSHIP
OF THE HUNTER INSTITUTE OF TECHNOLOGY FOUNDATION**

I,
(full name of applicant)

of
(address)

hereby apply to become an associate member of The Hunter Institute of Technology Foundation and agree to be bound by the Constitution of the Company for the time being in force.

.....
Signature of applicant

.....
Date

