

CONSTITUTION AND RULES OF ASSOCIATION

OF

COOPERATIVE RESEARCH AUSTRALIA INCORPORATED

AN INCORPORATED ASSOCIATION

**RULES
OF
COOPERATIVE RESEARCH AUSTRALIA INCORPORATED**

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PART I – PRELIMINARY

1. Interpretation

(1) In these Rules, unless a contrary intention appears -

‘Act’ means the ACT Associations Incorporation Act 1991;

‘Association’ means this Cooperative Research Australia Incorporated;

‘Authorised Representative’ means a person duly appointed by a Member to be its authorised representative, and in the case of a CRC is the most senior executive of that Member (unless otherwise agreed by the Board);

‘Board’ has the same meaning as a committee as defined under the Act and is the body having management of the Association. It is comprised of the Chair, the Deputy Chair, the Treasurer and Directors as set out in Rule 11;

‘Board Code of Conduct’ means a document describing the behaviours expected of Directors, individually and as a Board, as may be adopted by the Board from time to time;

‘Chair’ means the Chair of the Board;

‘Cooperative Research Centre’ (CRC) means any organisation funded or established, or recognised by the Australian Government under its Cooperative Research Centres Program as a “Cooperative Research Centre”;

‘Cooperative Research Centres Program’ (CRC Program) means the Australian Government program for cooperative research centres or such other organisations or entities engaged in the CRC Program as it is currently known or as amended by the Australian Government from time to time, and includes other programs deemed by the Board to be compatible with the CRC Program including, without limitation CRC-Ps and Industry-Research Collaboration Programs;

‘CRC-P’ means an industry-led research collaboration project awarded a Cooperative Research Centre – Projects grant under the Cooperative Research Centres Program as it is currently known or as amended by the Australian Government from time to time;

‘Deputy Chair’ means a Director, other than the Chair, elected under Rule 11(2);

‘Dispute’ means a dispute between a Member and another Member or between a Member and the Association;

‘Directors’ means the persons elected or appointed to be on the Board;

‘Fees’ means the non-refundable annual membership fees, and such other subscriptions or payments made by Members to the Association;

‘Industry-Research Collaboration Programs’ means programs determined by the

Board from time to time as being programs with objectives compatible with the CRC Program, under which the lead organisation may be invited by the Board to be a Member;

‘Member’ means a member, however described, of the Association and includes Full Members and any such other Members, as defined more particularly in the Appendix to these Rules;

‘Public Officer’ means the person appointed by the Board to be the Public Officer as defined by the Act;

‘Regulations’ means the ACT Association Incorporations Regulations;

‘Rules’ means the rules specified in this constitution;

‘Secretary’ means the person appointed in accordance with Rule 18; and

‘Treasurer’ means the person appointed in accordance with Rule 11(4).

(2) In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is power, authority or duty.

The provisions of the *ACT Legislation Act 2001* apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument under the Act.

2. Name

The name of the Association is the Cooperative Research Australia Incorporated (the “Association”).

3. Purpose and Objects

- (1) The Association is a not-for-profit organisation with its primary purpose being the encouragement of science and other research disciplines.
- (2) The objects of the Association shall be:
 - (a) to act as the interface primarily between Cooperative Research Centres and the Australian Government as well as other stakeholders, to consider broad issues which affect the Cooperative Research Centres Program;
 - (b) to promote the overall Cooperative Research Centres Program;
 - (c) to provide a forum primarily for Cooperative Research Centres to have access to and share relevant information and experience concerning the operation of Cooperative Research Centres;

- (d) to promote the provision of financial commitment to Cooperative Research Centres through the Cooperative Research Centres Program;
- (e) to enhance scientific and technological capabilities and support research and education through primarily Cooperative Research Centres; and
- (f) to collaborate and cooperate to capture the benefits of research and to strengthen the links between research and its utilisation.

PART II - MEMBERSHIP

4. Membership Qualifications

- (1) The number of Members is unlimited.
- (2) The Members shall consist of any CRC, CRC-P, organisation operating under an Industry Research Collaboration Program, university, research organisation, government research organisation, association, company or person that the Board admits to membership in accordance with this Rule 4.
- (3) The Board may establish different classes of membership and the rights (including voting rights), obligations and privileges of those classes of Members from time to time.
- (4) As at the date of the adoption of this Constitution, the classes of membership and rights are as set out in Appendix 1, which may be varied from time to time by a resolution of the Board supported by at least 75% of Directors.
- (5) The Board reserves the right to refuse an application for membership or the appointment of an Authorised Representative by a Member for any reason, and in no case shall the Association be required to provide its reason(s) for the refusal.
- (6) The Secretary shall enter in the register of Members the names of organisations which become Members.
- (7) Each Member shall be represented in the Association by its Authorised Representative.
- (8) An Authorised Representative may by notice in writing to the Secretary appoint another person from that Member to be its proxy for the purpose of attending a specified general meeting or transacting specified business of the Association.

5. Membership entitlements not transferable

A right, privilege or obligation which an organisation has by reason of being a Member:

- (a) is not capable of being transferred or transmitted; and
- (b) terminates upon cessation of membership.

6. Cessation of membership

- (1) An organisation ceases to be a Member:
 - (a) if the Member organisation is wound up or dissolved;
 - (b) if the Member resigns from membership of the Association or is suspended or expelled pursuant to Rule 9;
 - (c) if the Member ceases to meet the criteria specified in Appendix 1 in relation to the relevant category of membership;
 - (d) subject to Rule 7, if they have not paid the Fees; or
 - (e) if there is a Dispute that is not resolved in accordance with Rule 41 to the satisfaction of the Board and the Member.
- (2) Where an organisation ceases to be a Member, the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

7. Fee, subscriptions etc

- (1) Fees and the terms of payment in relation to membership of the Association shall be as determined by the Board from time to time.
- (2) By applying to become a Member, and upon payment of the Fee for the relevant year, a Member agrees to be bound by the Constitution of the Association and any other policies or procedures as determined and published by the Board from time to time.
- (3) The Association may, from time to time, give notice to Members or to any particular Member in relation to:
 - (a) revoking or postponing the Fees;
 - (b) extending the time for payment of Fees;
 - (c) allowing for payment of Fees by instalments or with a discount; or
 - (d) stipulating the amount, the time, the method and the place of payment of Fees.

8. Members' liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 7.

9. Discipline of Members

- (1) Subject to section 50 of the Act, the Board can discipline a Member if it considers the member has breached these Rules or if the Member's behaviour is causing (or has

caused) damage or harm to the Association or the Members.

- (2) The Board must write to the Member to tell them why disciplinary action is proposed to be taken.
- (3) The Board must arrange a disciplinary procedure that meets the following requirements:
 - (a) the outcome must be determined by an unbiased decision-maker;
 - (b) the Member must have opportunity to be heard; and
 - (c) the disciplinary procedure must be completed as soon as reasonably practicable.
- (4) Upon completion of the disciplinary procedure, the Board may by resolution, expel or suspend the Member but may not fine the Member. The Secretary must provide the Member with a notice of the resolution as soon as practicable, and the resolution does not take effect until confirmed in accordance with the remainder of this Rule 9.
- (5) A Member may appeal to the Association in general meeting against a resolution of the Board passed under Rule 9(4) within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (6) On receipt of a notice under Rule 9(5), the appeal will be dealt with in the manner prescribed by the Board from time to time, which must be consistent with section 50 of the Act.
- (7) If the appeal process confirms the resolution made under Rule 9(4), that resolution takes effect immediately upon confirmation. If the appeal process does not confirm the resolution, it is null and void.

PART III - THE BOARD

10. Powers of the Board

- (1) The Board, subject to the Act, the Regulations, these Rules, and to any resolution passed by the Association in general meeting:
 - (a) shall control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by the Association in general meeting; and
 - (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- (2) Every Director and other agent or officer of the Association must act at all times, in good faith, in a bona fide manner and in the interests of the Association.
- (3) No Rule made or resolution passed by the Association in general meeting can

invalidate any prior act of the Board which would have been valid if that Rule or resolution had not been made or passed.

11. Board Composition

- (1) Subject to Rule 11(2), the Board shall consist of no more than nine (9) Directors appointed as follows:
 - (a) An independent Chair who shall be appointed by the Board for a three (3) year term;
 - (b) up to four (4) Directors elected by the Full Members and drawn from the Authorised Representatives of the Full Members for a three (3) year term;
 - (c) up to one (1) Director elected by the Research Partner Members and drawn from the Authorised Representatives of the Research Partner Members for a three (3) year term; and
 - (d) up to three (3) Directors nominated by the Board to meet a skills need as identified by the Board, which appointments are to be treated as a casual vacancy that may only be extended beyond the next annual general meeting by the Members voting to appoint that person for a further two (2) year term.
- (2) In the absence of an eligible Authorised Representative as required by Rule 11(1)(c), the Research Partner Members may appoint an Authorised Representative of another Member instead, regardless of that Member's class and such appointment will be taken to satisfy the requirements of Rule 11(1).
- (3) A Director shall be appointed by the Directors to act as the Deputy Chair. The Deputy Chair shall not hold the position of the Chair, Treasurer or Secretary contemporaneously with being Deputy Chair.
- (4) A Director shall be appointed by the Directors to act as the Treasurer. The Treasurer shall not hold the position of the Chair, Deputy Chair or Secretary contemporaneously with being Treasurer.

12. Director Nominations and Appointment

- (1) The Board may constitute a Nominations Committee to oversee the nomination process for the appointment of the Chair and the Directors. A Nominations Committee shall be made up of at least two Directors, the Secretary and such other persons (if any) as determined by the Nominations Committee to support it to fulfil its functions under this Rule 12.
- (2) The Nominations Committee shall consider such issues as the Board determines important for the governance and management of the Association and ensure that Directors appointed have the necessary skills, experience, diversity and other such attributes as prescribed by the Board from time to time.
- (3) Subject to Rule 12(4), the Board shall prescribe from time to time, the form and procedure or policy to be followed with respect to the nomination and the election

process of candidates for election as a Director including:

- (a) consideration of any vacancies on the Board;
 - (b) consideration of the classes or categories of members and their respective entitlements to be appointed to the Board;
 - (c) the manner of application of any nomination for consideration by the Members; and
 - (d) any matters relating to voting for Directors required of Members or category of Members.
- (4) Nominations of candidates for election as a Director must at a minimum:
- (a) be made in writing;
 - (b) be signed by a proposer and seconder, both of whom must be Members;
 - (c) be accompanied by the written consent of the candidate;
 - (d) state in no more than 200 words, the biographical details of the candidate;
 - (e) state the membership category that the candidate represents; and
 - (f) be delivered to the Secretary by the prescribed date.
- (5) In consenting to their appointment, each Director agrees to comply at all times with this Constitution, the policies, procedures and other regulations of the Association, and the confidentiality obligations required of a Director.

13. Retirement and re-appointment of Directors

- (1) At each annual general meeting (AGM), one-third of Directors or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire at each AGM.
- (2) The Directors to retire by rotation at an AGM are those Directors who have been longest in office since their last appointment. Directors appointed at the same time may agree among themselves or determine by lot which of them must retire.
- (3) A retiring Director remains in office until the end of the relevant AGM.
- (4) A Director shall be eligible for re-appointment, provided that no Director may serve more than two (2) consecutive terms.
- (5) In the event of a vacancy in the membership of the Board, the Board may appoint an Authorised Representative of a Member to fill the vacancy and the person shall hold office, subject to these Rules, until the conclusion of the AGM next following the date of appointment.

14. Vacation from Office

A Director automatically ceases to be a Director if the Corporations Act so provides or if that Director:

- (a) is prohibited by the Corporations Act or other legislation from holding office or continuing as a Director;
- (b) is absent without the consent of the Board from two successive meetings of the Board and the other Directors resolve that his or her office be vacated;
- (c) resigns or is removed from office under this Constitution;
- (d) becomes ineligible to be a Director due a change in category or rights in relation to membership entitlement; or
- (e) if a Director ceases to be an Authorised Representative of a Member.

15. Election of Officeholders

- (1) The officeholders of the Association shall be:
 - (a) the Chair of the Board;
 - (b) the Deputy Chair; and
 - (c) the Treasurer.
- (2) The officeholders shall be elected by the Board in accordance with Rule 11. Membership eligibility and entitlements and any procedures can be determined by the Board from time to time.
- (3) If an officeholder vacates their office for any reason, the Board may elect a replacement.
- (4) An officeholder ceases to be an officeholder if they cease to be a Director.
- (5) If the Chair vacates that office for any reason the Deputy Chair succeeds to the office of Chair until a new Chair is appointed in accordance with Rule 16(1).
- (6) The Members shall be advised of the appointment of the officeholders elected by the Board at its meeting immediately following the AGM.

16. Chair

- (1) The Chair shall be appointed by the Board in accordance with Rules 11 and 12 for a term not exceeding three (3) years and may be reappointed for up to two further consecutive terms.
- (2) The Chair is appointed by the Board and the Board may appoint a fellow Director or may, in consultation with the Nominations Committee, invite a person who has not

been elected in a ballot, to become a Director and the Chair.

- (3) The Chair shall be independent of all Members. For the avoidance of doubt, if, having appointed a Chair, the Board subsequently considers that the Chair may not be independent of the Members, the Board may terminate the appointment of the Chair and may constitute a Nominations Committee to make recommendations to it in respect of the appointment of a new Chair.
- (4) Subject to these Rules, the Chair may be remunerated for their services as Chair, provided that the sum or value of remuneration:
 - (a) must not exceed an amount as recommended by the Nominations Committee;
 - (b) is part of a cap approved by the Members in a general meeting; and
 - (c) is approved by the Board.

17. Treasurer

The Treasurer shall be accountable for overseeing the financial management of the Association and ensuring that the management of financial records and documentation for the receipt and payment of funds are maintained in accordance with the Act.

18. Secretary

- (1) The Secretary shall be appointed by the Board and may be appointed from among the Directors. The Secretary may also be the Public Officer but must not be
 - (a) the Chair;
 - (b) the Deputy Chair; or
 - (c) the Treasurer.
- (2) The Secretary shall keep minutes of:
 - (a) all elections and appointments of the officeholders;
 - (b) the names of Directors present at a Board meeting and Members present at a general meeting; and
 - (c) Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (4) The Secretary shall manage access to personal information of Members and Authorised Representatives in accordance with the requirements of the Act.

19. Public Officer

The Board shall appoint a Public Officer of the Association, who is a person who resides in the ACT and is at least 18 years of age.

20. Removal of Board members

The Association in general meeting may by resolution, subject to section 78 of the Act, remove any Director from office before the expiration of the Director's term of office.

21. Board meetings and quorum

- (1) The Board may meet for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit, provided that it meets at least three (3) times per year.
- (2) Additional meetings of the Board may be convened by any three (3) Directors calling for a meeting and providing details of the item(s) of business to be considered, which meeting will be held within 7 days of the calling for the meeting.
- (3) A majority of Directors present in person or by virtual means, constitutes a quorum for the transaction of the business of a meeting of the Board.
- (4) At meetings of the Board:
 - (a) the Chair, or in the absence of the Chair, the Deputy Chair, shall preside; or
 - (b) if the Chair and the Deputy Chair are absent, one of the remaining Directors as nominated by those Directors in attendance shall preside.
- (5) A Board meeting may be held by the Directors communicating with each other by any technological means as determined and agreed to by the Board. A Director who participates in a meeting of the Board held in accordance with this Rule, is deemed to be present and entitled to vote at the meeting.
- (6) Written notice of a meeting of the Board shall be given by the Secretary to each Director at least seven (7) days (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.

22. Delegations by Board

- (1) The Board may delegate to one or more sub-committees (consisting of such Directors or Members as the Board thinks fit) to deal with matters such as it may determine from time to time including remuneration or the appointment of senior management (including the CEO).
- (2) A function, the exercise of which has been delegated to a sub-committee under this Rule 22 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this Rule 22 may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this Rule 22, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or not done by a sub-committee acting in the exercise of a delegation under this Rule 22 has the same force and effect as it would have if it had been done or not done by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A sub-committee may meet and adjourn as it thinks proper, taking into account this Rule 22 as if it applied to meetings of sub-committees.

23. Voting and decisions

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each Director present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 21(3), the Board may act notwithstanding any vacancy on the Board.
- (4) The Board may pass a resolution without a meeting being held if 75% of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when 75% of the Directors have signed and submitted the resolution to the Secretary. For the purposes of this Rule:
 - (a) separate copies of a document may be used for signing by each Director if the wording of the resolution and statement is identical in each copy; and
 - (b) a facsimile, email or similar means of communication by any technological means addressed to or received by the Association from a Director is deemed to be a document in writing signed by that Director.
- (5) This Rule 23 applies to meetings of sub-committees appointed by the Board as if all members of the sub-committee were members of the Board.
- (6) Any act or thing done or not done, or purporting to have been done or not done, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

24. Duties of Directors

Every Director and other agent or officeholder of the Association must act at all times in good faith and in compliance with a Board Code of Conduct and shall keep confidential any information designated by the Board or management of the Association as confidential information.

PART IV - GENERAL MEETINGS

25. Annual General Meetings

- (1) The annual general meeting (**AGM**) of the Association shall, subject to the Act, be convened once in each calendar year and within the period of five (5) months after the expiration of each financial year of the Association, on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an AGM, the business of an AGM shall be:
 - (a) to confirm the minutes of the preceding AGM and of any general meeting held since that meeting;
 - (b) to receive from the Directors' reports on the activities of the Association during the preceding financial year;
 - (c) to confirm the election of Directors;
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to the Act; and
 - (e) to appoint the auditors of the Association.

26. General meetings

- (1) The Board may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The Board shall, on the requisition in writing of not less than one third of the Members, convene a general meeting of the Association.
- (3) A requisition of Members for a general meeting:
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the Members making the requisition;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Board fails to convene a general meeting within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one

or more of the Members who made the requisition may convene a general meeting to be held no later than three months after that date.

- (5) A general meeting convened in accordance with this Rule shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Member who thereby incurs expense is not entitled to be reimbursed by the Association for any expense so incurred.

27. Notice

- (1) A notice calling a general meeting:
 - (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that shall be used to facilitate this;
 - (b) state the business to be transacted at the meeting; and
 - (c) specify a place including electronic address for the purposes of proxy appointment.
- (2) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, send by email or pre-paid post to each Member at the Member's address appearing in the register of Members, a notice in accordance with Rule 27(1).
- (3) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, 21 days before the date fixed for the holding of the general meeting, provide notice to each Member by email or pre-paid post specifying, the proposed special resolution(s).
- (4) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an AGM business which shall be transacted in accordance with the Act.
- (5) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.
- (6) The Board may postpone or cancel any general meeting whenever it thinks fit (other than a meeting convened as the result of a requisition under Rule 26(3)).
- (7) The Board must give notice of the postponement or cancellation to all persons entitled to receive notices from the Association.
- (8) The failure or accidental omission to send a notice of a general meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

28. Procedures for general meetings

- (1) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) 50% of the Members present in person or by proxy (being the category or class of Members entitled to vote at a general meeting), constitute a quorum for the transaction of general business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is automatically dissolved.

29. Presiding member of the Board

- (1) The Chair, or in the absence of the Chair, the Deputy Chair, shall preside at each general meeting of the Association.
- (2) If the Chair and the Deputy Chair are absent from a general meeting, the Members present shall elect one of their number to preside at the meeting.

30. Making of decisions

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 Members present in person at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question or an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

31. Voting

- (1) Subject to Rule 31(3), upon any question arising at a general meeting, each Member entitled to vote has 1 vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a casting vote.
- (4) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid.

32. Appointment of proxies

- (1) Each Member shall be entitled to appoint another Member or the Chair as proxy by notice given to the Secretary no later than the time specified by the Secretary prior to the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form as provided by the Association.

33. Circular Resolutions of Members

- (1) The Board may, in its absolute discretion, subject to the Act, submit to the Members a circular resolution in writing.
- (2) The Secretary shall cause a copy of each circular resolution to be sent to each Member at the Member's address (including if provided, an email address) appearing in the register of Members.
- (3) Such circular resolution shall be accompanied by an explanatory memorandum outlining the reasons for the resolution.
- (4) Subject to the Act, agreement to the circular resolution in writing by 75% of the Members shall be deemed to have effect as if it were a resolution passed at a general meeting of the Association.

PART V - MISCELLANEOUS

34. Funds - source

- (1) The funds of the Association shall *inter alia* be derived from Fees or donations or grants and, subject to any resolution passed by the Association in general meeting and subject to the Act, such other sources as the Board determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

35. Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.
- (2) All payments shall be signed or authorised by at least one Director, and a second signatory who is either a Director, or authorised employee of the Association.

36. Custody of books

Subject to the Act, the Regulations and these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

37. Inspection of books

The records, books and other documents of the Association shall be open to inspection at a place in the Australian Capital Territory, free of charge, by a Member at any reasonable hour.

38. Service of notices

- (1) For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by email or post or other technological means to the Member at the Member's address shown in the register of Members.
- (2) A notice given in accordance with this Rule 38 takes effect when it is taken to be received:
 - (a) if hand delivered, on delivery;
 - (b) if sent by prepaid post, on five business days after the date of posting;
 - (c) if sent by facsimile, when the sender's facsimile system generates a message confirming successful transmission of the notice; or
 - (d) if a notice is sent by any form of electronic communication, the time of receipt of the electronic communication is the time when the electronic communication is received by the addressee's electronic address.

39. Surplus property

- (1) In the event of the dissolution or winding up of the Association, the Board shall propose a fund, institution, association or authority which is a not-profit organisation, having had similar objectives to those of the Association to pay any surplus property of the Association to (**Nominee**). Any surplus property of the Association shall be paid to the Nominee if it is agreed to by 75% of the Members.
- (2) In the event that the Nominee cannot be agreed to by 75% of the Members, any surplus shall be remitted to the Registrar-General.

40. Financial Year

Each financial year of the Association shall end on 31 December.

41. Disputes

(1) If a Dispute arises out of these Rules, a party must comply with this Rule 41 before starting arbitration or court proceedings (except proceedings for interlocutory relief).

(2) Notification

A party claiming a Dispute has arisen must give the other party involved in the Dispute notice setting out details of the Dispute.

(3) Parties to resolve Dispute

During the 14 days after a notice is given under this Rule or longer period if the parties involved in the Dispute agree in writing), each party involved in the Dispute must use its reasonable efforts to resolve the Dispute. If the parties cannot resolve the Dispute within that period, they must refer the Dispute to a mediator if one of them requests.

(4) Appointment of mediator

If the parties involved in the Dispute cannot agree on a mediator within seven days after a request, the chair of LEADR or the Chair's nominee shall appoint a mediator.

(5) Role of mediator

The role of a mediator is to assist in negotiating a resolution of the Dispute. A mediator may not make a binding decision on a party involved in the Dispute except if the party agrees in writing.

42. Alteration of objects and rules

In accordance with the Act, these Rules may be altered from time to time providing any alterations are approved as a special majority resolution being a decision of at least 75% of Members present and entitled to vote either in person or by proxy at a validly constituted meeting.

APPENDIX 1: MEMBERSHIP CATEGORIES AND ENTITLEMENTS

The following categories and entitlements of membership apply, as varied from time to time in accordance with Rule 4(4).

	<u>Full Members</u>	<u>Research Partner Members</u>	<u>Industry Partner Members</u>	<u>Associate Members</u>	<u>Alumni</u>
<u>Criteria</u>	Any organisation: (a) that is a Cooperative Research Centre established or managed under the Cooperative Research Centres Program, a legacy organisation of a former CRC, or deemed to be equivalent by the Board.	Any organisation: (a) that is primarily involved in collaborative research (University or Research body)	Any organisation: (b) that is a business or industry representative with a substantial interest, as determined by the Board, in the Cooperative Research Centres Program or those deemed to be equivalent by the Board.	Any organisation or person: (a) that is a CRC-P, a bid for a CRC, or other organisation or person with an interest in collaborative research.	Any person: (a) That has completed a PhD or postdoctoral fellowship within a CRC or entity deemed to be equivalent by the Board, or has worked in a CRC or served on the Board of a CRC, or has a relevant experience deemed to be equivalent by the Board

<p><u>Attend General Meetings and Voting rights</u></p>	<p>May attend General Meetings</p> <p>Entitled to One vote per Full Member</p>	<p>May attend General Meetings</p> <p>Entitled to One vote from all members of this class of membership (i.e. all Supporting Members together have one collective vote and will be deemed to be one Member for the purposes of voting on resolutions)</p>	<p>May attend General Meetings</p>	<p>May attend General Meetings</p>	<p>May attend General Meetings</p>
<p><u>Director Appointments</u></p>	<p>Per Rule 11.1, up to four Directors elected by the Full Members and drawn from the Authorised Representatives of the Full Members</p>	<p>Per Rule 11.1, up to one Director elected by the Research Partner Members and drawn from the Authorised Representatives of the Research Partner Members</p>	<p>Per Rule 11.1, the Board may appoint Directors to achieve the required skill set – which may include representatives of Industry Partner Members</p>	<p>Per Rule 11.1, the Board may appoint Directors to achieve the required skill set – which may include representatives of Associate Members</p>	<p>Per Rule 11.1, the Board may appoint Directors to achieve the required skill set – which may include representatives of Alumni Members</p>