



Constitution

Association for Learning Environments Australasia Limited

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1 Name

The name of the Company is Association for Learning Environments Australasia Limited (the **Company**).

2 Purpose and powers

- (a) The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a Charity.
- (b) The Purpose for which the Company is established is to advance education through promoting excellence in the design and use of educational facilities and other built learning facilities, including by:
 - (i) facilitating, stimulating and encouraging community debate and interest in the design and use of the physical environment of educational facilities;
 - (ii) joining in association with other groups, associations and individuals similarly interested in the promotion of excellence in the design, construction and use of educational facilities;
 - (iii) promoting the goals, objectives and purposes and Strategic Plan of the governing body of the Association for Learning Environments;
 - (iv) promoting active involvement and interaction in pursuing Company goals and objectives by conducting regional activities to provide a system for communication, professional growth and effective decision making in support of the Board and Executive Director for the purpose of attaining specified goals and conducting activities with the goals, purposes and objectives of the Company and directed specifically toward the improvement of educational facilities and educational facility planning in the Australasia Region;
 - (v) promoting training and quality professional development opportunities for facility planning professionals and educational institutions;
 - (vi) identifying, disseminating and undertaking research into the design, construction and use of educational facilities;
 - (vii) reviewing and commenting on local regulations and policies pertaining to educational facilities; and
 - (viii) advocating for a continual improvement to the built learning environment reflecting advances in learning methodology and pedagogy.
- (c) Solely to carry out the Purpose, the Company may exercise all of the powers of an individual and a company under the Act.

3 Not-for-profit

- (a) The income and property of the Company must be applied solely towards the Purpose.
- (b) No part of the income or property of the Company may be paid or transferred directly or indirectly to Members by way of dividend, bonus or other profit distribution in their capacity as Members.
- (c) Clause 3(b) does not stop the Company from making a payment:

- (i) to a Member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to the Company;
- (ii) to a Member in carrying out the Company's Purpose;
- (iii) of premiums for insurance indemnifying Directors to the extent allowed for by law and this Constitution; or
- (iv) with the prior approval of the Board, to a Director:
 - (A) for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
 - (B) as reimbursement for out-of-pocket expenses properly incurred in performing a duty as Director.

4 Membership

4.1 General

The minimum number of Members is one.

4.2 Eligibility

To be eligible for membership, a person must:

- (a) be committed to the Purpose of the Company;
- (b) reside or have their place of business in the geographical area of the Australasia Region;
- (c) agree to abide by the Member Code of Conduct; and
- (d) meet any additional eligibility criteria applicable to the person's Membership Class set out in Schedule A from time to time.

4.3 Membership Classes

- (a) The Company will have the Membership Classes set out in Schedule A from time to time.
- (b) The rights and obligations of Members in each Membership Class are as set out in Schedule A from time to time.
- (c) The Board may amend Schedule A by resolution passed by 75% of all Directors to:
 - (i) establish or abolish a Membership Class;
 - (ii) vary the eligibility criteria that apply to a Membership Class; or
 - (iii) vary or cancel the rights or obligations of Members (including voting rights) in a Membership Class.
- (d) If a Member:
 - (i) is part of a Membership Class that is abolished; or
 - (ii) no longer meets the eligibility criteria for their Membership Class for any reason (including due to the Board varying the eligibility criteria for their Membership Class);

the Board may, at the Board's discretion, transfer the membership of that Member to a different Membership Class.

4.4 Application

- (a) An application for membership must be made in writing in the form and manner (if any) approved by the Board.
- (b) An applicant must pay the annual membership fee determined by the Board (if any).
- (c) An applicant must agree in writing to contribute the Guaranteed Amount in accordance with clause 20.1.

4.5 Admission

- (a) The Board must consider and resolve whether to accept or reject each application for membership within a reasonable time.
- (b) The Board does not have to give reasons for accepting or rejecting any application.
- (c) If the Board accepts an application, the Strategic Governance Director must, as soon as possible:
 - (i) enter the applicant's details into the Register, subject to the payment of the annual membership fee (if any); and
 - (ii) notify the applicant in writing of the date their membership commenced.
- (d) If the Board rejects an application, the Strategic Governance Director must notify the applicant in writing of the rejection as soon as possible.
- (e) A person becomes a Member when their name is entered into the Register.

4.6 Joining fee and annual membership fee

- (a) The Board may from time to time determine:
 - (i) the amount of the annual membership fee for each Membership Class; and
 - (ii) the date (or dates, in the event of part payment) for payment of the annual membership fee.
- (b) The Board may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a joining fee equal to:
 - (i) the full annual membership fee;
 - (ii) a pro rata annual membership fee based on the remaining part of the financial year; or
 - (iii) a fixed amount determined from time to time by the Board.
- (c) If a Member transfers Membership Class pursuant to clause 4.3(d), the Board may, at the Board's discretion, adjust the annual membership fee for the balance of the financial year and may issue a credit note or a further invoice (as appropriate) for the adjusted annual membership fee.

- (d) The rights of a Member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until it is paid.
- (e) If a Member does not pay their annual membership fee within 60 days of receiving a notice of payment from the Company, the Member is deemed to have resigned their membership.

4.7 Register

- (a) The Strategic Governance Director must maintain the Register.
- (b) The Register must contain:
 - (i) for each current Member – the name, address, Membership Class, and date of admission to membership; and
 - (ii) for each person who ceased to be a Member in the past seven years – the name, date of admission to membership and date on which the person stopped being a Member.
- (c) The Strategic Governance Director may keep former Member entries separately from current Member entries.
- (d) Notices may be served on a Member at their address in the Register.
- (e) The Company must give Members access to the Register in accordance with the Act.
- (f) Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members.

4.8 Ceasing to be a Member

- (a) A person ceases to be a Member on:
 - (i) resignation;
 - (ii) expulsion in accordance with clause 4.9;
 - (iii) deemed resignation in accordance with clause 4.6(e);
 - (iv) the Board deeming, in their sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence within 60 days;
 - (v) failing to satisfy the relevant eligibility requirements for the Member's Membership Class and the membership not being transferred to another Membership Class;
 - (vi) in the case of a natural person:
 - (A) death;
 - (B) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (C) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health; or
 - (vii) in the case of a body corporate:

- (A) being dissolved or otherwise ceasing to exist;
 - (B) having a liquidator or provisional liquidator appointed to it;
or
 - (C) being insolvent.
- (b) A Member whose membership is terminated will be liable for all moneys due by that Member to the Company in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
 - (c) The Board may, in its sole discretion, refund all or part of any joining fee or annual membership fee in the event of a person ceasing to be a Member, either on a pro rata basis or otherwise.
 - (d) There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith to remove a Member from the Register under this clause.
 - (e) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

4.9 Discipline of Members

- (a) The Board may take disciplinary action against a Member in accordance with this rule 4.9 if it is satisfied that the Member has:
 - (i) not complied with this Constitution;
 - (ii) breached the Member Code of Conduct; or
 - (iii) otherwise engaged in conduct prejudicial to the Company.
- (b) The Board may not resolve to suspend or expel a Member outside of a Board meeting.
- (c) If the Board intends to consider a resolution to take disciplinary action against a Member, it must notify the Member in writing at least 7 days prior to the relevant Board meeting:
 - (i) of the date, place and time of the meeting where the resolution will be considered;
 - (ii) of the intended resolution and the grounds on which it is based;
and
 - (iii) that they may attend the meeting and give an oral or written explanation or submission before the resolution is voted on.
- (d) After considering any oral or written explanation or submission, the Board may resolve to:
 - (i) take no further action;
 - (ii) warn the Member;
 - (iii) suspend the Member's rights for up to 12 months;
 - (iv) expel the Member;

- (v) refer the decision to an unbiased, independent person on conditions that the Board considers appropriate (however, the person can only make a decision that the Board could have made under this clause); or
- (vi) require the matter to be determined at a general meeting.
- (e) No person may become a Director following expulsion or while suspended unless they are subsequently readmitted as a Member.

4.10 Body corporate Representative

- (a) An incorporated Member must appoint an individual as its Representative. The appointment may be a standing one.
- (b) A Representative may exercise any and all powers of the Member unless the appointment specifies otherwise.
- (c) The appointment may be made by reference to a position held.
- (d) An incorporated Member may appoint more than one Representative but only one Representative may:
 - (i) exercise the body's powers as Member at any one time; and
 - (ii) be counted for the purposes of determining a quorum at a general meeting.

4.11 Liability of Members

The liability of a Member is limited to the Guaranteed Amount, being \$10.

5 Convening general meetings

5.1 Convening general meetings

- (a) The Board may call a general meeting.
- (b) If the Company receives a written request from Members with at least 5% of the votes that may be cast at a general meeting to call a general meeting (a **Request**), the Board must:
 - (i) give all Members notice of a general meeting within 21 days of the Request; and
 - (ii) hold the general meeting within two months of the Request.
- (c) The Request must state any resolution to be proposed at the meeting.
- (d) If the Board does not call the meeting within 21 days of a Request, 50% or more of the Members who made the request may call a general meeting.
- (e) To call and hold a meeting under clause 5.1(d), the Members must:
 - (i) as far as possible, follow the general meeting procedures in this Constitution; and
 - (ii) hold the general meeting within three months after making the Request.

- (f) The Company must pay the Members who make the Request any reasonable expenses they incur because the Board did not call and hold the meeting.

5.2 Changes to general meeting arrangements

- (a) The Board may change the venue for, postpone or cancel a general meeting called under clause 5.1(a).
- (b) If a change is made under clause 5.2(a):
 - (i) notice of the change must be given to all persons entitled to receive notices of a general meeting under this Constitution;
 - (ii) a notice of postponement must specify the date, time and place to which the general meeting has been postponed; and
 - (iii) clause 5.5 does not apply to the notice.
- (c) The only business that may be transacted at a general meeting which is postponed is the business specified in the original notice convening the meeting.

5.3 Entitlement to receive notice

Notice of a general meeting:

- (a) must be given to every Member and every Director; and
- (b) may be given to any auditor appointed for the Company and in office at the time.

5.4 Notice of general meetings

A notice of general meeting must:

- (a) be in writing;
- (b) state the place, day and time of the meeting;
- (c) provide details of any technology that will be used to facilitate the meeting;
- (d) state the general nature of the business to be transacted at the meeting;
- (e) state the wording of any special resolution to be considered (and state that it is proposed as a special resolution);
- (f) include the information under clause 6.5;
- (g) include any proxy form approved by the Board; and
- (h) state that any proxy form must be given to the Company at least 24 hours before the meeting, by delivery to the Company at its registered address or at another address (including an electronic address) specified in the notice of the meeting.

5.5 Timing of notice

At least 21 days' notice must be given of a general meeting (other than a meeting to consider a resolution to remove a Director or auditor) unless:

- (a) in the case of an annual general meeting, all the Members entitled to attend and vote agree beforehand; and

- (b) in the case of any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

5.6 Annual general meeting

- (a) The Board must hold an annual general meeting at least once in every calendar year.
- (b) The business of an annual general meeting may include any of the following (even if not stated in the notice of meeting):
 - (i) the annual financial statements and any auditor's report;
 - (ii) the appointment of Directors; and
 - (iii) the appointment and remuneration of any auditor.

5.7 Chairperson of general meetings

- (a) The Chair will preside as chairperson at every general meeting.
- (b) If there is no Chair, the Chair is not present within 15 minutes of the commencement time or the Chair is unwilling to act as chairperson for all or part of the meeting, the following may preside as chairperson (in order of precedence):
 - (i) the Chair Elect (if any);
 - (ii) a Director chosen by a majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Member chosen by a majority of the Members present.

5.8 Quorum for general meetings

- (a) No business may be transacted at a general meeting (other than electing a chairperson or adjourning the meeting) unless a quorum is present at the time the business is dealt with.
- (b) A quorum for a general meeting is the number of Voting Members equivalent to the number of members of Council for the whole meeting.
- (c) If a quorum is not present within 30 minutes of the commencement time, then:
 - (i) if the meeting was called by, or at the request of Members, the meeting will dissolve;
 - (ii) otherwise:
 - (A) the meeting stands adjourned to the day, time and place determined by the Board (or if no determination is made by the Board, to the same day, time and place in the following week); and
 - (B) if at the resumption of the meeting a quorum is not present within 30 minutes of the commencement time, the meeting will dissolve.
- (d) Each proxy or Representative present must be counted for the purpose of determining a quorum, provided that:

- (i) only one proxy or Representative may be counted for each Member; and
 - (ii) no individual may be counted more than once.
- (e) A suspended Member is not counted for the purpose of determining a quorum.

5.9 Adjournment of general meetings

- (a) The chairperson may (and must if directed by a majority of the Members present and entitled to vote) adjourn the meeting or any business, motion or discussion being considered or remaining to be considered.
- (b) Only unfinished business may be transacted at a general meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- (d) A meeting adjourned under this clause is adjourned to the day, time and place determined by the Board (or if no determination is made by the Board, to the same day, time and place in the following week).

5.10 Members' statements

- (a) Subject to clause 5.10(b), Members may request that the Company distribute to the Members a statement (**Statement**) that:
 - (i) relates to:
 - (A) a resolution that is proposed to be moved at a general meeting; or
 - (B) any other matter that may be properly considered at a general meeting;
 - (ii) is no more than 1000 words; and
 - (iii) is non-defamatory.
- (b) A request made under clause 5.10(a) must:
 - (i) be in writing;
 - (ii) include the wording of a Statement that meets the requirements in clause 5.10(a);
 - (iii) be made by at least 10% of Members entitled to vote or 10 Members entitled to vote, whichever is lower;
 - (iv) be signed by each Member (or the Representative of each incorporated Member) making the request; and
 - (v) be given to the Strategic Governance Director.
- (c) The Board must comply with a request made in accordance with clause 5.10(b) as soon as practicable and in accordance with clause 19.

5.11 Auditor's rights

- (a) Any auditor appointed by the Company and in office at the time of a general meeting is entitled to:
 - (i) attend the general meeting; and
 - (ii) be heard at the general meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- (b) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at a general meeting.

6 Voting at general meetings

6.1 Voting rights

- (a) Each Voting Member has one vote (provided they are not suspended).
- (b) On a vote conducted at a general meeting:
 - (i) on a show of hands or voices, each person present who is a:
 - (A) Voting Member;
 - (B) proxy for a Voting Member; or
 - (C) Representative for an incorporated Voting Member;has one vote; and
 - (ii) by poll:
 - (A) each person present who is a Voting Member has one vote; and
 - (B) each person present as a proxy for a Voting Member or Representative for an incorporated Voting Member has one vote for each Voting Member they represent.

6.2 Method of voting

- (a) Voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded and not withdrawn.
- (b) A poll can be demanded by five Voting Members (or their proxies or Representatives) at any time prior to a vote, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- (c) A poll must be taken in the manner directed by the chairperson.
- (d) A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.
- (e) A Voting Member, a proxy for a Voting Member or a Representative for an incorporated Voting Member may vote in person or by technology.

6.3 Decisions of the Members

- (a) Questions arising for determination (other than a special resolution) will be decided by a majority of votes cast (unless otherwise provided in this Constitution).
- (b) The chairperson has a deliberative vote. If the votes cast on a motion are equal, the chairperson will also have a casting vote.

- (c) A declaration by the chairperson that a resolution has been carried or lost on a show of hands or voices is conclusive evidence of the fact (unless a poll is demanded).
- (d) An objection to the right of a person to vote may only be raised at the meeting at which the vote objected to is given or tendered. Any objection must be referred to the chairperson, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

6.4 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

6.5 Proxies

- (a) A Voting Member may appoint a proxy to act on their behalf at one or more general meetings.
- (b) A proxy may exercise any and all of the rights of the Member who appointed them, subject to the following:
 - (i) any directions or limitations specified in the proxy appointment; and
 - (ii) a proxy cannot speak and vote for a Member while the Member is present at a meeting.
- (c) A proxy does not need to be a Member of the Company.
- (d) Subject to clause 6.5(e), a person must not hold more than two proxy votes.
- (e) The chairperson of a general meeting may hold unlimited directed proxy votes.
- (f) The appointment must be written and signed by the appointing Member in a form substantially similar to that in Schedule B.
- (g) A proxy vote is valid even if the appointing Member revokes the appointment, or ceases to be a Member, provided that the chairperson was not aware of the revocation or cessation of membership at the time of the meeting.

6.6 Use of virtual meeting technology in general meetings

- (a) The Company may hold its general meetings using any virtual meeting technology that is agreed to by the Board.
- (b) The use of any virtual meeting technology must give participants a reasonable opportunity to participate including a reasonable opportunity to exercise a right to speak.
- (c) The Board's agreement may be a standing one.
- (d) A person who attends by virtual meeting technology is deemed to be present in person at the meeting.
- (e) A Member participating through the use of virtual meeting technology:
 - (i) must be given the opportunity to participate in a vote in real time; and

- (ii) may, in the sole discretion of the Board, be given the opportunity to record a vote in advance of the meeting, in which case the voter may elect to vote in real time or in advance.
- (f) A document that is required or permitted to be tabled at a meeting using virtual meeting technology is taken to have been tabled if it is:
 - (i) given to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) before the meeting; or
 - (ii) made accessible to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) during the meeting.

7 Dispute resolution

- (a) The Board will determine the procedure to be followed to determine any dispute arising between:
 - (i) a Member and another Member;
 - (ii) a Member and the Board; and
 - (iii) a Member and the Company.
- (b) The Board will be subject to the following:
 - (i) a Member may appoint any person to act on behalf of the Member in the dispute resolution procedure;
 - (ii) each party to the dispute must be given an opportunity to be heard on the matter which is the subject of the dispute; and
 - (iii) the outcome of the dispute must not be determined by a biased decision-maker.

8 Appointment and removal of Directors

8.1 Number and composition of Directors

- (a) At all times, the Company must have at least three and no more than six Directors.
- (b) The Board will comprise:
 - (i) a Chair Elect;
 - (ii) a Chair;
 - (iii) an Immediate Past Chair (subject to clause 8.4(e)(iv));
 - (iv) an International Representative;
 - (v) a Treasurer; and
 - (vi) a Strategic Governance Director.
- (c) The Executive Director may attend and speak at Board meetings but may not vote.

8.2 Eligibility

- (a) Any natural person committed to the Purpose is eligible to be a Director provided:
 - (i) the person is a Member;
 - (ii) the person has consented in writing to be a Director;
 - (iii) the person has served for at least two years on Council (subject to clause 8.2(b)(i));
 - (iv) the person is not an employee of the Company;
 - (v) the person has suitable qualifications, skills and experience to discharge the functions of a Director, as determined by the Board from time to time; and
 - (vi) the person is not ineligible to be a Director under:
 - (A) the Act; or
 - (B) the ACNC Legislation.

(Eligible Person)

- (b) To be eligible for appointment to the position of International Representative, a person:
 - (i) is not required to comply with clause 8.2(a)(ii); and
 - (ii) must comply with any eligibility criteria prescribed by the Association for Learning Environments.
- (c) Rule 8.2(a)(v)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

8.3 Election of Board positions other than Immediate Past Chair

- (a) Elections for vacancies in all Board positions (other than the Immediate Past Chair) must be held at a general meeting in accordance with clauses 8.3(b)-(g) below.
- (b) Nominations for these positions must be:
 - (i) made in writing;
 - (ii) signed by the nominee and not less than three Voting Members;
 - (iii) specify the position the individual is nominating for; and
 - (iv) contain any information prescribed by the Board.
- (c) Nominations must be submitted to the Strategic Governance Director at least ten Business Days before the date of the relevant general meeting.
- (d) If the Chair or any Nominations Committee appointed by the Board determines (in their sole discretion) that a nominee meets the eligibility criteria in clause 8.2 and the nomination requirements in clauses 8.3(b)-(c), the nominee will become an approved candidate.
- (e) If:
 - (i) there is only one approved candidate for a vacant position, the candidate will be deemed appointed to the position; and

- (ii) there is more than one approved candidate for a position, a Member ballot must be held for that position in accordance with rule 8.3(f).
- (f) Ballots for elections held under this clause 8.3 will be conducted at the relevant general meeting in such usual and proper manner as the Board may direct.
- (g) The results of an election held at a general meeting under this clause 8.3 must be announced at the general meeting.

8.4 Progression from Chair Elect to Chair and Immediate Past Chair

- (a) In the ordinary course:
 - (i) an election for the position of Chair Elect will be held at every second annual general meeting in accordance with clause 8.3; and
 - (ii) a person elected to the position of Chair Elect at an annual general meeting (**Initial AGM**) will serve:
 - (A) as the Chair Elect from the end of the Initial AGM until the end of the second annual general meeting following the Initial AGM;
 - (B) as the Chair from the end of the second annual general meeting following the Initial AGM until the end of the fourth annual general meeting following the Initial AGM; and
 - (C) as the Immediate Past Chair from the end of the fourth annual general meeting following the Initial AGM until the end of the sixth annual general meeting following the Initial AGM.
- (b) If the position of Chair Elect becomes vacant between the biennial annual general meetings described in clause 8.4(a):
 - (i) a new person will be elected to the position of Chair Elect in accordance with clause 8.3; and
 - (ii) the new person will complete the term of office of the vacating Chair Elect under clause 8.4(a)(ii)(A) and then continue in office under clauses 8.4(a)(ii)(B)-(C).
- (c) If the Chair Elect is unwilling or unable to serve as the Chair at the conclusion of their term in clause 8.4(a)(ii)(A):
 - (i) a new person will be elected to the position of Chair in accordance with clause 8.3; and
 - (ii) the new person will continue in office as Chair in place of the vacating Chair Elect under clauses 8.4(a)(ii)(B)-(C).
- (d) If the position of Chair becomes vacant between the biennial annual general meetings described in clause 8.4(a), then:
 - (i) either:

- (A) the Chair Elect may (at their discretion) become the Chair and cease to be the Chair Elect; or
- (B) if the Chair Elect is unable or unwilling to become the Chair, the Board may (at its discretion):
 - (I) convene a general meeting in accordance with clause 8.3 to elect a replacement Chair; or
 - (II) appoint the Immediate Past Chair to the position of Chair; and
- (ii) a replacement Chair appointed under clause 8.4(d)(i) will complete the term of office of the vacating Chair under clause 8.4(a)(ii)(B) and then continue in office under clause 8.4(a)(ii)(C).
- (e) If:
 - (i) the position of Immediate Past Chair becomes vacant between the biennial annual general meetings described in clause 8.4(a); or
 - (ii) the Chair is unwilling or unable to serve as the Immediate Past Chair in accordance with clause 8.4(a)(ii)(C) at the conclusion of their term in clause 8.4(a)(ii)(B);
 then:
 - (iii) the position of Immediate Past Chair will remain vacant until the end of the relevant term in clause 8.4(a)(ii)(C); and
 - (iv) the Board may (at its discretion) appoint an ordinary Director for the balance of the term of office of the vacating Immediate Past Chair under clause 8.4(a)(ii)(C).

8.5 Appointment of Directors to fill casual vacancies

The Board may appoint an Eligible Person to be a Director to fill a vacancy that arises:

- (a) in any manner not described in clauses 8.4(b)-(e), provided the term of the appointment does not disrupt the ordinary course of progression in clause 8.4(a);
- (b) under clause 8.4(e)(iv); or
- (c) in the position of International Representative, Treasurer or Strategic Governance Director.

8.6 Term of office for the International Representative, Treasurer and Strategic Governance Director

- (a) The term of office of the International Representative:
 - (i) is four years (unless a different period is specified in the resolution);
 - (ii) commences at the end of the general meeting at which they are elected; and
 - (iii) expires at the end of the fourth annual general meeting following the general meeting at which they are elected (or at the end of the

period specified in any Board resolution made in accordance with clause 8.6(a)(i)).

- (b) The term of office of the Treasurer and Strategic Governance Director:
 - (i) is two years (unless a different period is specified in the resolution);
 - (ii) commences at the end of the general meeting at which they are elected; and
 - (iii) expires at the end of the second annual general meeting following the general meeting at which they are elected (or at the end of the period specified in the resolution).
- (c) The term of office of a Director appointed by the Board to fill a vacancy under clause 8.5(c):
 - (i) commences on the date of appointment; and
 - (ii) expires at the conclusion of the first annual general meeting following the appointment.
- (d) A Director who has served continuously for six years or more may only seek re-election with the unanimous support of the Board.

8.7 Ceasing to be a Director

A person stops being a Director, and a casual vacancy is created, if they:

- (a) cease to be a Member;
- (b) resign by written notice to the Company;
- (c) are removed by the Members under the Act;
- (d) are expelled or suspended as a Member in accordance with clause 4.9;
- (e) are absent without leave of the Board from:
 - (i) three consecutive Board meetings; or
 - (ii) four Board meetings over 12 months;
- (f) die, or become subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;
- (g) are directly or indirectly interested in any contract or proposed contract with the Company and fail to declare the nature of the interest as required by the Act; or
- (h) become ineligible to be a Director under the Act or the ACNC Legislation.

8.8 Leave of absence

- (a) Directors are entitled to request a leave of absence from Board meetings for a maximum period of three months, subject to approval by the Board.
- (b) Leave of absence requests must be made in writing to the Board and cannot be granted retrospectively, unless there are extenuating circumstances (as agreed by the Board from time to time) which warrant a retrospective approval.

- (c) The Board will consider any request for a leave of absence at its next scheduled meeting (unless there are extenuating circumstances (as agreed by the Board from time to time)).
- (d) A Director on an approved leave of absence:
 - (i) is not counted for the purpose of forming a quorum in accordance with clause 9.3 or passing resolutions without meetings in accordance with clause 9.7;
 - (ii) will be recorded in Board meeting minutes as a Director on an approved leave of absence;
 - (iii) will not receive minutes of Board meetings or general meetings but will have access to previous minutes when they return to the Board; and
 - (iv) will be recorded as being on an approved leave of absence in the Company's annual report.

8.9 Insufficient Directors

If the number of Directors is insufficient to constitute a quorum or less than the minimum number fixed under clause 8.1, the remaining Directors may, except in an emergency, act only to:

- (a) increase the number of Directors to a number sufficient to constitute a quorum or meet that minimum number; or
- (b) convene a general meeting of the Company.

8.10 Defects in appointment of Directors

An act done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting or taking the relevant step.

9 Board decision-making

9.1 Convening Board meetings

- (a) A Director may convene or ask the Strategic Governance Director to convene a Board meeting.
- (b) The Board must meet as often as the Directors deem it necessary in order to carry out their role.

9.2 Notice of Board meetings

- (a) Written notice of Board meetings must be given to every Director at least 48 hours prior to the meeting (unless the Board unanimously waives this requirement).
- (b) A notice of a Board meeting:
 - (i) must specify the place, day and time of the meeting;

- (ii) must provide details of any technology that will be used to facilitate the meeting; and
- (iii) does not need to specify the nature of the business to be transacted at the meeting.

9.3 Quorum for Board meetings

- (a) No business may be transacted at any Board meeting unless a quorum is present.
- (b) A quorum of Directors for Board meetings is three Directors.

9.4 Use of virtual meeting technology in Board meetings

- (a) The Board may hold its meetings using any virtual meeting technology that is agreed to by the Board.
- (b) The use of any virtual meeting technology must provide the Directors with a reasonable opportunity to participate including a reasonable opportunity to exercise a right to speak.
- (c) The Board's agreement may be a standing one.
- (d) A Director who attends by virtual meeting technology is deemed to be present in person at the meeting.
- (e) A Director participating through the use of virtual meeting technology:
 - (i) must be given the opportunity to participate in a vote in real time; and
 - (ii) may, in the sole discretion of the Board, be given the opportunity to record a vote in advance of the meeting, in which case the Director may elect to vote in real time or in advance.
- (f) A document that is required or permitted to be tabled at a meeting using virtual meeting technology is taken to have been tabled if it is:
 - (i) given to the Directors (whether physically or using virtual meeting technology) before the meeting; or
 - (ii) made accessible to the Directors (whether physically or using virtual meeting technology) during the meeting.

9.5 Chairperson of Board meetings

- (a) The Chair will preside as chairperson at Board meetings.
- (b) If there is no Chair, the Chair is not present within 15 minutes after the commencement time or the Chair is unwilling to act as chairperson for all or part of the meeting then:
 - (i) if there is a Chair Elect, the Chair Elect will be the chairperson; and
 - (ii) if the Chair Elect is not present or is not willing and able to be the chairperson during all or part of the meeting, the Directors present may elect a Director to be chairperson of the meeting or part of it.

9.6 Decisions of the Board

- (a) A question arising at a Board meeting is to be decided by a majority of votes of Directors present and entitled to vote.
- (b) The chairperson has a deliberative vote only. If the votes cast on a motion are equal, the chairperson will not have a casting vote and the motion will be lost.

9.7 Resolutions without meetings

- (a) A Board resolution may be passed without a meeting if all of the Directors entitled to vote on the resolution sign a notice stating that they are in favour of the resolution.
- (b) The resolution is passed at the time when the last Director necessary to constitute unanimous consent in favour of the resolution signs.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution;
 - (ii) the notice may be distributed by any means;
 - (iii) separate copies of the notice may be signed; and
 - (iv) the resolution fails if it has not achieved unanimous consent within 72 hours after the notice was given.
- (d) Resolutions without meetings must be recorded in the minutes of the next Board meeting.

10 Directors' powers and duties

10.1 Powers of the Board

- (a) The Directors are responsible for managing the business of the Company and furthering the Purpose.
- (b) The Directors may exercise all the powers of the Company that are not, by the Act or by this Constitution, required to be exercised by the Members.
- (c) The Board cannot remove a Director or an auditor.
- (d) The Board may delegate any of its powers to one or more Directors, the Executive Director, a committee, an employee or any other person.
- (e) The Board may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

10.2 Duties of Directors

Directors must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.

10.3 Establishment of committees

- (a) The Board may establish committees.
- (b) A committee may include, or be comprised of, non-Directors.
- (c) The meetings and proceedings of committees are:
 - (i) subject to any terms of reference and/or delegation; and

- (ii) otherwise governed as far as possible by the provisions of this Constitution which regulate the proceedings of the Board.

10.4 By-laws

- (a) The Board may make regulations or by-laws for the general conduct and management of the Company and the business of the Board.
- (b) The Board may revoke and alter by-laws or regulations as it sees fit.

11 Directors' interests

11.1 Conflicts of interest

- (a) A Director must disclose the nature and extent of any perceived or actual material conflict of interest to the other Directors (or the Members if the other Directors share that conflict).
- (b) A Director who has a material personal interest in a matter that is being considered by the Board:
 - (i) must not be present while the matter is being considered at a Board meeting; or
 - (ii) vote on the matter;unless permitted by clause 11.1(c).
- (c) Provided the Board approves and it is permitted by law, a Director may be present or vote if:
 - (i) the interest arises because the Director is a Member and the other Members have the same interest;
 - (ii) the interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as an officer of the Company;
 - (iii) the interest relates to any payment by the Company under clause 13 in respect of an indemnity permitted under the Act or any contract relating to such an indemnity;
 - (iv) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter;
 - (v) the interest relates to a contract the Company is proposing to enter into that:
 - (A) is subject to approval by the Members; and
 - (B) will not impose any obligation on the Company if it is not approved by the Members;
 - (vi) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and

- (B) states that those Directors are satisfied that the interest should not stop the Director from voting or being present; or
- (vii) the interest arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in clause 15.

11.2 Permissible conduct

Provided a Director complies with clause 11.1, they may:

- (a) hold any other position in the Company, except that of an employee or auditor;
- (b) hold any office or place of profit in any other entity promoted by the Company or in which it has an interest of any kind, subject to clause 12.3(b);
- (c) enter into a contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;
- (f) sign or participate in the execution of a document by or on behalf of the Company; and
- (g) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.

12 Strategic Governance Director, Treasurer and Executive Director

12.1 Strategic Governance Director

- (a) A person may not be appointed as Strategic Governance Director unless the person:
 - (i) consents in writing to being appointed as Strategic Governance Director;
 - (ii) is at least 18 years of age; and
 - (iii) is a resident in Australia.

12.2 Role of the Treasurer

- (a) The Treasurer is the secretary of the Company for the purposes of the Act.
- (b) The position of Treasurer must not remain vacant for more than 14 days.
- (c) The Treasurer must:

- (i) arrange for the collection and receipt of all moneys due to the Company and arrange for all payments authorised by the Company to be made;
 - (ii) ensure that the financial records of the Company are kept in accordance with the requirements of the Act and the ACNC Legislation; and
 - (iii) coordinate the preparation of the financial statements of the Company and their certification by the Board prior to their submission to the annual general meeting of the Company.
- (d) The Treasurer must ensure that at least one other Director has access to the accounts and financial records of the Company.

12.3 Executive Director

- (a) The Board may appoint an Executive Director for a term, at the remuneration and on the conditions that it deems fit.
- (b) The Executive Director may not be a Director.
- (c) Subject to any contract between the Company and the Executive Director, the Board may remove the Executive Director at any time, with or without cause.
- (d) The Executive Director may attend and speak at all Board meetings and general meetings, but may not vote.
- (e) The Board may:
 - (i) confer powers, discretions and duties on the Executive Director as it sees fit;
 - (ii) withdraw, suspend or vary any powers, discretions and duties conferred; and
 - (iii) authorise the Executive Director to delegate all or any of the powers, discretions and duties conferred.
- (f) An act done by a person acting as Executive Director is not invalidated merely because of:
 - (i) a defect in their appointment as Executive Director; or
 - (ii) the person being disqualified from being Executive Director;
 if that circumstance was not known by the person when the act was done.

13 Chapters and Affiliated Areas

13.1 Chapters

- (a) A group of Members from a geographical area may form a Chapter of the Company by entering into an affiliation agreement with the Company.
- (b) Each Chapter may appoint up to two Members to represent the Chapter on Council (**Chapter Representatives**).

13.2 Affiliated Areas

- (a) A group of Members from a geographical area that has not formed a Chapter may be recognised as an Affiliated Area by the Board.
- (b) Each Affiliated Area may appoint one Member to represent that Affiliated Area on Council (**Area Representatives**).

14 Council

14.1 Purpose and role

- (a) The purpose of Council is to serve as a forum for dialogue between and among the Board, Chapters and Affiliated Areas.
- (b) Subject to clause 14.1(c), the Board must consider resolutions made by the Council.
- (c) The Council is an advisory board only and may not give directions to the Board.

14.2 Composition

The Council will comprise:

- (a) the Directors;
- (b) up to two Chapter Representatives from each Chapter;
- (c) up to one Area Representative from each Affiliated Area recognised by the Board; and
- (d) any other natural persons appointed by the Board.

14.3 Ceasing to be a Council member

A person (other than a Director) stops being a Council member if they:

- (a) cease to be a Member;
- (b) are removed or replaced by resolution of the relevant Chapter or Affiliated Area;
- (c) resign by written notice to the Strategic Governance Director;
- (d) are removed by unanimous resolution of the Council; or
- (e) are removed by a Board resolution with at least 75% of the Directors in favour.

14.4 Administration

The meetings and proceedings of the Council are:

- (a) subject to any terms of reference and/or delegation prescribed by the Board; and
- (b) otherwise governed as far as possible by the provisions of this Constitution which regulate the proceedings of the Board.

15 Indemnities and insurance

- (a) The Company indemnifies every present and past Director and executive officer of the Company to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an officer of the Company.

- (b) This indemnity:
 - (i) is a continuing obligation and is enforceable even if the person has ceased to be an officer of the Company; and
 - (ii) is not subject to any requirement to first incur an expense or make a payment.
- (c) The Company may, to the extent permitted by law, pay or agree to pay a premium in respect of a contract insuring its officers.
- (d) Nothing in this clause 15 limits the Company's ability to indemnify or pay for insurance for any person not expressly covered by this clause.

16 Administration

16.1 Minutes and records

- (a) The Board must ensure that:
 - (i) minutes of all general meetings, Board meetings and committee meetings; and
 - (ii) records of resolutions passed by Members, Directors and committees without a meeting;are recorded and kept with the Company's records as soon as practicable (being no later than one month after the meeting or passing of the resolution).
- (b) The Company must ensure that minutes of a Board or general meeting are signed within a reasonable time by the chairperson of the meeting or of the next meeting.

16.2 Members' access to Company records

The Company must give Members access to Company records as required by the Act.

16.3 Common seal

The Company does not have a common seal.

16.4 Execution of documents

The Company may execute documents by the signature of:

- (a) two Directors;
- (b) one Director and the Strategic Governance Director; or
- (c) such other persons appointed by the Board for that purpose.

17 Records, accounting and audit

17.1 Accounts and other records of the Company

- (a) The Board must:
 - (i) ensure that proper financial records are kept in accordance with all legal and regulatory requirements;
 - (ii) ensure that records of its operations are kept; and

(iii) take reasonable steps to ensure that the Company's records are kept safe.

(b) The Company must retain its records for at least seven years.

17.2 Audit

(a) If required by law, the Company must appoint and remunerate an auditor.

(b) Any auditor is entitled to attend any general meeting and to be heard by the Members on any business of the meeting that concerns the auditor in their capacity as auditor.

(c) The Company may give any auditor all communications relating to the general meeting that the Members of the Company are entitled to receive.

17.3 Financial year

The financial year will begin on 1 July and end on 30 June, unless the Board passes a resolution to change the financial year.

18 Amending this Constitution

(a) The Company may only alter this Constitution by special resolution in accordance with the Act.

(b) The Members must not pass a special resolution that amends this Constitution if passing it causes the Company to no longer be a Charity.

19 Notices

(a) Notices can be served on Members or Directors personally, by post, by email or by other electronic means.

(b) Notices are taken to be served:

(i) in the case of a properly addressed and posted notice – five Business Days after the date of posting; and

(ii) in the case of a notice sent by email or other electronic means – at the time of sending.

(c) The non-receipt of notice or a failure to give notice does not invalidate any thing done or resolution passed at the meeting if:

(i) the non-receipt or failure occurred by accident or error;

(ii) the individual waives notice before or after the meeting (including by attending the meeting); or

(iii) the individual notifies the Company of their agreement to that thing or resolution before or after the meeting.

(d) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

20 Winding up

20.1 Contribution of a Member on winding up

If required, each Member must contribute an amount (not more than the Guaranteed Amount) to the assets of the Company if it is wound up while they

are a Member, or within one year of the Member ceasing to be a Member, for the:

- (a) payment of the debts and liabilities of the Company incurred before they ceased to be a Member; and/or
- (b) costs, charges and expenses of winding up.

20.2 Distribution of assets on winding up

- (a) If on the winding up or dissolution of the Company, there is a surplus of assets after satisfying all the Company's liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to a Member in their capacity as a Member; and
 - (ii) must be given or transferred to a Charity (or Charities) which:
 - (A) has similar objects to those of the Company as described in this Constitution; and
 - (B) prohibits the distribution of profit or gain to members in their capacity as members.
- (b) The Members must decide before any winding up or dissolution which Charity (or Charities) will receive a distribution. If the Members fail to decide, the matter must be determined by application to the Supreme Court in the State of Victoria.

21 Interpretation

21.1 Definitions

In this Constitution:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Legislation means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

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

Affiliated Area means a geographical area not covered by a Chapter that is recognised by the Board.

Area Representative has the meaning given in clause 13.2(b).

Association for Learning Environments means the Association for Learning Environments (EIN: 38-1774261) based in Scottsdale, Arizona.

auditor may mean a reviewer, if permitted by the Act or ACNC Legislation.

Australasia Region means, generally, Oceania (excluding Hawaii) and South East Asia. The Company and the Association for Learning Environments may agree a list of countries included in the term "Australasia" from time to time.

Board means the group of individuals that are responsible for the governance, strategy and management of the Company.

Business Day means a day that is not a Saturday, Sunday or public holiday in the State of Victoria.

chairperson means the person chairing a meeting.

Chapter has the meaning given in clause 13.1(a).

Chapter Representative means a person appointed by a Chapter to represent the Chapter on Council under clause 13.1(b).

Charity means a charity registered under the ACNC Legislation.

day means calendar day except public holidays.

Eligible Person means a person who meets the eligibility criteria for Directors under clause 8.2.

general meeting means a meeting of Members (including an annual general meeting).

Guaranteed Amount means the amount set out in clause 4.11.

Member means a person whose name is entered in the Register as a Member of the Company in accordance with clause 4.7.

Membership Class means a class of membership prescribed in Schedule A (as amended by the Board from time to time).

person includes a natural person and a corporation within the meaning of section 57A of the Act.

Purpose means the purpose set out in clause 2(b).

Register means the register of Members under the Act.

Representative means a person appointed to represent a corporate Member in accordance with clause 4.10.

special resolution means a resolution passed at a general meeting:

- (a) of which notice specifying the intention to propose the resolution as a special resolution has been given pursuant to this Constitution and the Act; and
- (b) by not less than 75% of the votes cast.

Voting Member means a Member that is, pursuant to Schedule A (as amended from time to time), part of a Membership Class that is entitled to vote at general meetings.

21.2 Interpretation

In this Constitution:

- (a) if an expression in the Constitution has a meaning in the Act, the meaning from the Act will apply to the expression – except where a contrary intention appears in this Constitution; and
- (b) a reference to any legislation or to any provision of any legislation includes:
 - (i) any modification or re-enactment of it;
 - (ii) any legislative provision substituted for it; and

- (iii) all regulations and statutory instruments issued under it.

21.3 Exclusion of replaceable rules

- (a) The replaceable rules contained in the Act do not apply to the Company.
- (b) If at any time the company is not a Charity, the Act (unless it is a replaceable rule) overrides any part of this Constitution or policy of the Company to the extent of any inconsistency.

22 Transitional provisions

The following clauses apply notwithstanding anything to the contrary in this Constitution.

22.1 Members

The Members immediately following the adoption of this Constitution will be those Members listed on the Register at the time of adoption.

22.2 Directors

- (a) The Directors immediately following the adoption of this Constitution will be those in office at the time of adoption.
- (b) Directors appointed prior to the adoption of this Constitution may complete their term of office as defined under the previous Constitution. Time served prior to the adoption of this Constitution will be taken into account for the purposes of clause 8.6(d).

Schedule A: Membership Classes

Membership Class	Eligibility criteria	Voting rights
General Member	A person with an interest in the aspirations of the Company	Voting
Life Member	Awarded Life Membership status by Board	Voting
Mayfield Member	Involved in the current Mayfield research project	Non-voting
Student Member	Full-time student at Tertiary who isn't otherwise employed (special conditions maybe considered)	Non-voting
Sponsor Member	A person currently employed by a company that is providing financial support or sponsorship to LEA	Non-voting
Friend of LEA	A person invited by LEA / Board	Non-voting

