



Australian Business Events Association

Australian Business Events Association Ltd

CONSTITUTION

ACN 666 322 103 under the *Corporations Act 2001* (Cth)

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Australian Business Events Association Ltd

CONSTITUTION

PART A — GENERAL

1. Name of the Company

- 1.1. The name of the Company is Australian Business Events Association Ltd.

2. Type of Company

- 2.1. The Company is a Public Company Limited by Guarantee incorporated under the *Corporations Act 2001* (Cth).
- 2.2. The assets and income of the Company must be applied solely in furtherance of the Purpose and no portion of the income or assets of the Company may be paid or transferred, directly or indirectly, to any Member.
- 2.3. Provided that it is done in good faith, the Company may:
- a) pay a Member for goods or services they have provided to or expenses they have properly incurred on behalf of the Company at fair and reasonable rates or rates more favourable to the Company;
 - b) make a payment to a Member in carrying out the Purpose; or
 - c) make a payment for any other bona fide reason related to the attainment of the Purpose.
- 2.4. This Constitution comprises a contract between:
- a) the Company and each Member;
 - b) the Company and each Director;
 - c) the Company and the Secretary or Secretaries; and
 - d) a Member and each other Member.
- 2.5. The replaceable rules set out in the Corporations Act do not apply to the Company.
- 2.6. Each Member must guarantee to pay an amount not more than \$1 to the Company if the Company is wound up while the Member is a Member and this Guarantee is required to pay for the:
- a) debts and liabilities of the Company that exceed the Company's assets incurred before the Member stopped being a Member; and
 - b) costs of winding up the Company.

3. Purpose

- 3.1. The Purpose of the Company is to promote the development of, advance, and grow the business events industry to drive high-yield domestic and international visitation.
- 3.2. By delivering on this purpose, the Australian economy will benefit from a strong business events industry through positive outcomes in:

- a) the visitor economy (tourism);
- b) trade and investment;
- c) knowledge economy and talent attraction;
- d) research collaboration, innovation, productivity, and industry growth; and
- e) foreign diplomacy and cultural exchange.

4. Powers of the Company

4.1. The Company has the following powers which may be used only to carry out its Purpose:

- a) all the powers of a Company under the Act; and
- b) the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its Purpose.

5. Definitions

5.1. In this Constitution, except as so far as the context or subject matter otherwise indicates or requires:

- a) **Act** means Corporations Act 2001 (Cth);
- b) **Board** means some or all of the Directors acting as the Board of Directors;
- c) **Business Events Industry** includes businesses and other organisations servicing or benefiting from the supply of meetings, incentives, conventions and exhibitions;
- d) **By-laws** means the rules and regulations of the Company made by the Board;
- e) **Code of Conduct** means any code of conduct applicable to Members made by the Board;
- f) **Constitution** means this document which describes the rules of the Company subject to the Act;
- g) **Director** means an individual elected or appointed as a Director of the Board;
- h) **General Meeting** means a formal meeting of the Members and includes an Annual General Meeting;
- i) **Nominations Committee** means a committee appointed by the Board to consider and approve candidates for election to the Board;
- j) **Representative** means an individual appointed as a representative by a Member that is not an individual;
- k) **Secretary** means an individual or individuals appointed to undertake the role of Secretary as defined in the Act and this Constitution;
- l) **Office Bearer** means a Director appointed by the Board to the position of Chair or Deputy Chair;

- m) **Special Resolution** means a resolution at a General Meeting that is passed by at least 75% of the votes cast by Members entitled to vote on the resolution being in favour of the resolution.

6. Interpretation

- 6.1. Headings are for convenience only and do not affect the interpretation of this Constitution.
- 6.2. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:
 - a) mandatory provisions of the Act override any clause in this Constitution which is inconsistent with that Act;
 - b) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations;
 - c) a reference to a clause or sub-clause is to a clause or sub-clause of this Constitution;
 - d) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
 - e) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association or other body whether or not incorporated;
 - f) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings or symbols in a visible or communicable form;
 - g) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples;
 - h) a gender includes all genders;
 - i) singular includes plural and vice versa.

PART B — MEMBERSHIP

7. Classes of Membership

- 7.1. There are two classes of membership:
 - a) Voting Members; and
 - b) Associate Members.
- 7.2. Voting Members are entities which:
 - a) support the Purpose of the Company and are actively involved in the business events industry in Australia; and
 - b) satisfy any additional requirements for Voting Membership as set out in the By-laws.
- 7.3. Associate Members are entities which:
 - a) support the Purpose of the Company however are not eligible to be Voting Members; and

- b) satisfy any additional requirements for Associate Membership as set out in the By-laws.
- 7.4. The Board may provide for categories of Members within each class on such terms and conditions as the Board determines.
- 7.5. The Board may determine additional requirements for admission as a Member or as a Member in a particular class or category of membership.

8. Rights and Obligations of Members

- 8.1. Voting Members have the right to:
 - a) receive notices of and to attend General Meetings;
 - b) one vote at General Meetings on resolutions put to the Members and on the election of Directors;
 - c) propose resolutions for consideration at a General Meeting; and
 - d) nominate or be nominated for election as an Elected Director, if eligible.
- 8.2. Associate Members have the right to receive notice of and attend General Meetings.
- 8.3. Associate Members are not eligible to be elected to the Board and do not have voting rights.
- 8.4. The Board may extend benefits and services to Members that may differ between classes and categories of membership and within classes and categories of membership.
- 8.5. A Member who has not paid any fees payable by the due date is not entitled to exercise their rights while the fee remains unpaid.
- 8.6. A Member is entitled to exercise their rights if their membership rights are not suspended for any other reason.
- 8.7. Members must comply with:
 - a) this Constitution;
 - b) the By-Laws, if any; and
 - c) the Code of Conduct, if any.
- 8.8. A Member must, within a reasonable time, notify the Secretary of any change to their details as recorded in the register of Members.
- 8.9. A right, privilege or obligation held by reason of being a Member:
 - a) is not capable of being transferred or transmitted to another entity; and
 - b) terminates upon cessation of the Member's membership.

9. Representatives of Members

- 9.1. A Member will nominate to the Secretary at the time of application for membership the name of one individual, called the Representative, who will represent that Member at General Meetings and in the case of a Voting Member, may vote on behalf of that Voting Member.

- 9.2. A Member may by notice to the Secretary change its Representative.
- 9.3. The Secretary will keep a register of Representatives.

10. Application for Membership

- 10.1. An application for membership must be in a form prescribed by the Board.
- 10.2. The Board may approve or reject an application for membership.
- 10.3. The Board may refuse any application for membership without being compelled to give the reasons for such refusal.
- 10.4. The Board may delegate the consideration and determination of any membership application.
- 10.5. Once the outcome of a membership application is determined, written notice of the decision of the Board or their delegate is to be sent to the applicant within a reasonable time.
- 10.6. The acceptance of an applicant as a Member is subject to the payment of any fees and if such payment is not made, the Board may cancel its acceptance of the applicant for membership of the Company.
- 10.7. If the applicant is not admitted to membership, then any monies paid by the applicant for membership must be returned to the applicant in full within a reasonable time.
- 10.8. An applicant who is admitted to membership is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.

11. Membership Fees

- 11.1. The Board may set any joining fee, membership fees and may determine different fees:
 - a) for different classes or categories of membership;
 - b) within classes or categories of membership; or
 - c) for different Members.
- 11.2. The Board may in its discretion waive or vary the amount of any fee set.
- 11.3. Any fee charged to Members is payable in such manner and at such times as are determined by the Board.
- 11.4. If any fee remains unpaid for a period of one month after it becomes due, written notice will be given to the Member of that fact. Unless the Board resolves otherwise, if the fee remains unpaid more than two months after the date of the notice, the Member's membership will be terminated.
- 11.5. Membership that has been terminated under this Constitution may be reinstated at the discretion of the Board upon payment of the outstanding fee.

12. Register of Members

- 12.1. The Secretary or another person delegated by the Board must establish and maintain a register of Members specifying the name, address

together with the date on which the Member joined and any other details in accordance with the Act.

13. Ceasing to be a Member

- 13.1. A Member ceases to be a Member if they:
- a) resign in writing;
 - b) are wound up or are dissolved;
 - c) have their membership terminated or are expelled under this Constitution;
 - d) cease to satisfy the criteria to be a Member: on the date that the Board resolves to terminate the membership;
 - e) are convicted of an indictable offence: on the date that the Board resolves to cease the membership;
 - f) fail to provide any information required by the Board as part of the renewal process, unless the Board resolves otherwise; or
 - g) fail to satisfy any undertaking given by the Member upon them being admitted as a Member or in any other circumstances prescribed in the terms of membership that are applicable to the Member: on the date that the Board resolves to cease the membership.
- 13.2. The Board may waive any grounds for cessation of membership or any breach of this Constitution by a Member and readmit any entity as a Member as it thinks fit.
- 13.3. Any Member ceasing to be a Member:
- a) is not be entitled to any refund, in full or part, of any membership fees paid; and
 - b) will not be readmitted as a Member until all unpaid fees outstanding at the time they ceased to be a Member are paid, including any interest or other charges levied on any outstanding fees.
- 13.4. Upon ceasing to be a Member, the Member's name will be removed from the register of Members with the date on which the Member ceased to be a Member being recorded.
- 13.5. Any Member ceasing to be a Member remains liable for any fees owing by that Member to the Company and, if the Company is wound up within one year of the date the Member ceases to be a Member, the Guarantee under this Constitution.

14. Disciplining or Expelling a Member

- 14.1. The Board may suspend or expel a Member from the Company if the Board considers that the Member:
- a) has failed to comply with this Constitution or the By-Laws, if any;
 - b) has failed to comply with the Code of Conduct;
 - c) refuses to support the Purposes;
 - d) acts in a manner prejudicial to the interests of the Company; or

- e) acts in a manner that the Board considers it as undesirable for the Member to continue to be a Member.
- 14.2. Written notice must be provided to the Member of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- 14.3. The written notice provided to the Member of the proposed suspension or expulsion must state:
- a) the time, date and location of the Board meeting at which the proposed suspension or expulsion resolution is to be considered;
 - b) if the Board meeting is to be held using technology, the details of that technology;
 - c) the grounds upon which the proposed suspension or expulsion resolution is based;
 - d) that the Member may attend and speak at the Board meeting at which the proposed suspension or expulsion resolution is to be considered; and
 - e) that the Member may submit to the Board written representations at or prior to the date of the Board meeting at which the proposed suspension or expulsion resolution is to be considered.
- 14.4. At the Board meeting at which the proposed suspension or expulsion resolution is to be considered, the Board must:
- a) give the Member an opportunity to make oral representations; and
 - b) give due consideration to any oral representations and to any written representations submitted to the Board by the Member at or prior to the meeting.
- 14.5. After considering any explanation, the Board may:
- a) take no further action;
 - b) warn the Member;
 - c) suspend the Member's rights as a Member for a period of not more than 12 months;
 - d) expel the Member;
 - e) refer the decision to an unbiased, independent person on the condition that such person can only make a decision that the Board could have made; or
 - f) require the matter to be determined at a General Meeting.
- 14.6. The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within seven days after the Board meeting at which the decision is made.
- 14.7. There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under clauses related to disciplining or expelling a Member.

- 14.8. If the Board resolves to expel a Member, the Member may serve a notice seeking review to the Company against the resolution of the Board within 14 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 14.9. The notice seeking review may be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the review.
- 14.10. On receipt of a notice seeking review from a Member, the Board must convene a General Meeting which must be held within the required timeframe after the date on which the Secretary received the notice seeking review. Pending the outcome of the General Meeting, the Member's membership will be taken to be suspended as at the date of the notice of expulsion.
- 14.11. At the General Meeting convened to consider the notice seeking review:
 - a) no business other than review is to be transacted;
 - b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c) the Members present are to vote by secret ballot on the question of whether the decision of the Board should be overturned.
- 14.12. The decision of the Board is overturned if the Voting Members pass a Special Resolution at the General Meeting in favour of revoking the decision.
- 14.13. If the decision of the Board is not overturned by the Voting Members at the General Meeting, the decision of the Board takes effect from the date of the notice of Board's decision.

PART C — GENERAL MEETINGS

15. Calling a General Meeting

- 15.1. The Board may call a General Meeting.
- 15.2. The time, place of, and, if any, the technology to be used at the General Meeting is to be determined by the Board.
- 15.3. A General Meeting, called the Annual General Meeting, must be held:
 - a) within 18 months after registration of the Company; and
 - b) after the first Annual General Meeting has been held, at least once in every calendar year and within five months after the end of the Company's financial year.
- 15.4. A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any technology that provides the Members with a reasonable opportunity to participate, including the ability to hear and be heard.
- 15.5. A Member who participates in a General Meeting using the technology prescribed by the Board is taken to be present at the meeting and, if the

Member votes at the meeting using the technology prescribed, is taken to have voted in person.

- 15.6. A virtual General Meeting and a General Meeting that is partly held using technology, and partly held at a physical location or locations, is deemed to have been held at the Company's registered office.
- 15.7. A General Meeting must be held:
 - a) at a reasonable time;
 - b) at a reasonable location or locations if the meeting is being held at a physical location or locations and any of the Members are entitled to physically attend the meeting; and
 - c) if virtual meeting technology is used in holding the meeting, in such a way as to give the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.
- 15.8. A General Meeting is taken to be held at a reasonable time if any of the following applies:
 - a) if there is only one location at which the Members entitled to physically attend the meeting may do so, the meeting is held at a time that is reasonable at the location;
 - b) if there are two or more locations at which the Members who are entitled to physically attend the meeting may do so, the meeting is held at a time that is reasonable at the main location for the meeting as set out in the notice of the meeting;
 - c) if the meeting is held using virtual meeting technology, the meeting is held at a time that is reasonable at the Company's registered office.
- 15.9. A General Meeting must also be convened by the Board upon the requisition of not less than 5% of Members who are entitled to vote at a General Meeting.
- 15.10. A requisition for a General Meeting called by Members:
 - a) must state the purpose or purposes of the meeting;
 - b) must be signed by the Members making the request;
 - c) must 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 request.
- 15.11. A requisition for a General Meeting called by Members:
 - a) may be in electronic form; and
 - b) may include one or more signatures transmitted by electronic means.
- 15.12. If the Board fails to give notice of a General Meeting called by Members within one month after the date on which the request for the meeting is lodged, any one or more of the Members making the request may convene a Special General Meeting which must be held not later than three months after that date.

- 15.13. A General Meeting called by Members must be convened as nearly as is practicable in the same manner as a General Meeting convened by the Board.
- 15.14. At a General Meeting called by Members, the Members may pass a resolution that the Company will pay the expenses for calling the General Meeting.

16. Notice of a General Meeting

- 16.1. Notice of a General Meeting must be given to:
- a) each Member;
 - b) each Director; and
 - c) the Auditor, if any.
- 16.2. Notice of a General Meeting must include:
- a) the time, date, place of, and, if any, the technology to be used to facilitate if any the General Meeting;
 - b) if virtual meeting technology is to be used to hold the General Meeting, sufficient information to allow the Members to participate in the meeting by means of the technology;
 - c) a statement that Members may appoint a proxy; and
 - d) if applicable, that a Special Resolution is to be proposed and the words of the proposed Special Resolution.
- 16.3. Notice of a General Meeting must be given at least 21 days before the date fixed for the holding of the General Meeting.
- 16.4. Notice of a General Meeting may be given less than 21 days before the meeting if:
- a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
 - b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 16.5. Notice of a General Meeting must not be provided less than 21 days before the meeting if it is proposed that a resolution is to be moved to:
- a) remove a Director;
 - b) appoint a Director in order to replace a Director who has been removed; or
 - c) remove an Auditor.
- 16.6. An Annual General Meeting must be specified as such in the notice convening it.
- 16.7. The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.

- 16.8. A Member's attendance at a General Meeting waives any objection that the Member may have regarding a failure to give notice, or the giving of defective notice, of the General Meeting.

17. Business at a General Meeting

- 17.1. No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting.
- 17.2. The business of an Annual General Meeting may include any of the following, even if not referred to in the notice convening the Meeting:
- a) the consideration of the annual financial report, the Board report and the Auditor's report, if any;
 - b) the election or announcement of appointment of Directors, if any; and
 - c) the appointment of the Auditor, if any.

18. Proxies at a General Meeting

- 18.1. A Member is entitled to appoint a proxy by notice given to the Company at the address stated in the notice which may be an electronic address at least 48 hours before the time of the General Meeting in respect of which the proxy is appointed.
- 18.2. The Board may prescribe a form of proxy, however a proxy will be valid provided the instrument purporting to appoint a proxy:
- a) is in writing;
 - b) contains the Member's name and address, the Company's name and the proxy holder's name or the office held by the proxy holder;
 - c) contains the details of the meeting at which the appointment may be used; and
 - d) contains the details as to how the proxy holder is to vote on the matters before the meeting.
- 18.3. In the event of a Member not nominating a particular person as proxy holder on the proxy form, the proxy is to be exercised by the chairperson of the General Meeting.
- 18.4. Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy holder votes, a vote cast by the proxy holder is valid even if, before the proxy holder votes, the appointing Member:
- a) revokes the proxy holder's appointment; or
 - b) revokes the authority of a representative or agent who appointed the proxy holder.
- 18.5. A proxy holder need not be a Member or a Representative.
- 18.6. A proxy holder does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.

19. Quorum at a General Meeting

- 19.1. The quorum for the transaction of the business of a General Meeting is the number of Members entitled to vote present in person via their Representative or by proxy equal to double the number of current Directors.
- 19.2. Members may be present in person via their Representative or by proxy.
- 19.3. No business may be conducted at a General Meeting if a quorum is not present.
- 19.4. If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
 - a) if convened by or on the requisition of Members: the meeting is dissolved; and
 - b) in any other case, the meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the meeting.
- 19.5. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting will lapse.

20. Chairperson of a General Meeting

- 20.1. The Chair will preside as chairperson of each General Meeting.
- 20.2. If there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the commencement, or the Chair is unable or unwilling to act as chairperson of the meeting or of part of the meeting, then the following persons will preside as chairperson of the General Meeting in the order of precedence:
 - a) the Deputy Chair;
 - b) any other Director present who has been appointed as chairperson by the other Directors present; or
 - c) a Member present chosen by a majority of the Voting Members.
- 20.3. The chairperson of a General Meeting is responsible for the conduct of the meeting and any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson whose decision is final.
- 20.4. The chairperson of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting:
 - a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;
 - b) terminate debate or discussion at the meeting; and
 - c) adopt any procedures for casting or recording votes at the meeting whether on a show of hands or a poll.
- 20.5. The chairperson of a General Meeting may at any time during the course of a General Meeting, adjourn the meeting from time to time and from

place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 20.6. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of an original meeting.

21. Methods of Voting at a General Meeting

- 21.1. A Member may not vote at a General Meeting unless all fees due and payable by the Member to the Company have been paid.
- 21.2. Upon any question arising at a General Meeting, a Member entitled to vote has one vote.
- 21.3. All persons participating virtually in a General Meeting who are entitled to vote at the General Meeting:
- a) must be given the opportunity to participate in the vote in real time; and
 - b) may be given the opportunity to record a vote in advance of the meeting at the election of the voter.
- 21.4. Votes must be given in person by the Member's Representative, by proxy, or when applicable by direct vote.
- 21.5. Proxies must not be counted on a vote by a show of hands.
- 21.6. A Member entitled to vote at a General Meeting may vote by direct vote using electronic means where such an option is offered by the Board. A direct vote includes a vote delivered to the Company by any means approved by the Board, which may include postal or electronic means.
- 21.7. The Board may prescribe By-Laws in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.
- 21.8. An objection to the qualification of a Member to vote at a General Meeting:
- a) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - b) must be referred to the chairperson of the meeting whose decision on the qualification to vote is final.
- 21.9. If virtual meeting technology is used to hold a General Meeting and a document is required or permitted to be tabled at the meeting, the document is taken to have been tabled at the meeting if the document is:
- a) given to the persons entitled to attend the meeting, whether physically or by the use of virtual meeting technology, before the meeting; or
 - b) made accessible to the persons attending the meeting, whether physically or by the use of virtual meeting technology, during the meeting.

22. Decisions at a General Meeting

- 22.1. Questions arising at a General Meeting are to be decided by ordinary resolution unless otherwise required by this Constitution or the Act. An ordinary resolution is a resolution passed by a simple majority of the votes cast.
- 22.2. In the case of an equality of votes upon any proposed resolution, the chairperson of the General Meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.
- 22.3. A resolution put to the vote of a General Meeting must be decided on a show of hands and the declaration by the chairperson of the General Meeting is conclusive evidence of the result.
- 22.4. Unless required under this Constitution or the Act, a poll may be demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands by:
 - a) the chairperson of the General Meeting;
 - b) at least five Members entitled to vote on the resolution present in person or by proxy; or
 - c) Members with at least 5% of the votes that may be cast on the resolution on a poll present in person or by proxy.
- 22.5. Neither the chairperson of the General Meeting nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour or against.
- 22.6. The demand for a poll may be withdrawn.
- 22.7. A demand for a poll does not prevent the continuation of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.
- 22.8. A poll demanded must be taken when and in the manner the chairperson of the General Meeting directs including in relation to how votes of Members attending by technology are to be collected.
- 22.9. A poll on the election of a chairperson or on the question of an adjournment must be taken immediately.

23. Members' Resolutions

- 23.1. Members with at least 5% of the votes that may be cast on a resolution or at least 100 Members entitled to vote at a General Meeting may give:
 - a) written notice to the Company of a resolution, to be called a Members Resolution, which they propose to move at a General Meeting, such resolution being one that may be properly considered at a General Meeting; and/or
 - b) a written request to the Company that the Company give Members a statement, to be called a Members Statement, about a proposed resolution or any other matter that may properly be considered at a General Meeting.

- 23.2. A notice of a Members Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- 23.3. A request to distribute a Members Statement must set out the statement to be distributed and be signed by the Members making the request.
- 23.4. Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- 23.5. The percentage of votes of Members is to be calculated as at midnight before the request or notice is given to the Company.
- 23.6. If the Company has been given notice of a Members Resolution, the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- 23.7. This clause on Members' Resolutions does not limit any other right that a member has to propose a resolution at a General Meeting.
- 23.8. If the Company has received a notice or request under clauses related to Members' Resolutions:
 - a) in time to send the notice of proposed Members Resolution or a copy of the Members Statement to Members with a notice of meeting, it must do so at the Company's cost; or
 - b) too late to send the notice of proposed Members Resolution or a copy of the Members Statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members Resolution or a copy of the Members Statement.
- 23.9. The Company does not need to send the notice of proposed Members resolution or a copy of the Members statement to Members if:
 - a) it is more than 1,000 words long;
 - b) the Board considers it may be defamatory;
 - c) the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members Resolution or a copy of the Members Statement to Members; or
 - d) in the case of a proposed Members Resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

24. Cancellation or Postponement of a General Meeting

- 24.1. The Board may cancel, postpone or change the venue of a General Meeting at any time prior to the meeting except in the case of a General Meeting called upon the requisition of Members.
- 24.2. The Board must give notice of the postponement, cancellation or change of venue to all persons entitled to receive notices of a General Meeting.

25. Board Composition

- 25.1. There will be up to eleven Directors comprising:
 - a) up to six Directors elected by the Voting Members who will be Elected Directors; and
 - b) up to five Directors appointed by the Board who will be Appointed Directors.
- 25.2. Regarding the election of Elected Directors, up to three Elected Directors will be elected each year for a two-year term.
- 25.3. The Company must have at least three Directors.
- 25.4. Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to fewer than three Directors, in which case the continuing Directors may act only:
 - a) to appoint Directors for the purpose of increasing the number of Directors to three or higher;
 - b) to convene a General Meeting; or
 - c) in an emergency.

26. Eligibility of Directors

- 26.1. A person is eligible for election or appointment as a Director if they:
 - a) are over the age of 18 years;
 - b) give their signed consent to act as a Director;
 - c) are not ineligible to be a Director under law, including under the Act; and
 - d) are not an employee of the Company.
- 26.2. An Elected Director must be a Representative of a Voting Member.

27. Election of Elected Directors

- 27.1. Elections are to be held prior to the Annual General Meeting in accordance with the By-laws.
- 27.2. Prior to an Annual General Meeting, the Nominations Committee will:
 - a) confirm the number of Elected Directors to be elected by the Voting Members, and their respective industry representative categories;
 - b) give notice to the eligible Voting Members of the vacancies that may be filled; and
 - c) invite nomination of candidates from the eligible Voting Members.
- 27.3. When nominations are called, details of the desired levels of seniority, capabilities and perspectives of Directors and an indication of the roles of particular positions will be provided by the Nominations Committee to the Members.

- 27.4. The Nominations Committee will define the industry representative categories of Elected Director positions including at least:
- a) Destination;
 - b) Venue;
 - c) Event organiser; and
 - d) Event supplier.
- 27.5. The Nominations Committee may accept or reject any nomination for election to the Board.
- 27.6. The Nominations Committee will be chaired by a Director.
- 27.7. Nominations for Elected Directors must be called no less than 28 days prior to the Annual General Meeting.
- 27.8. Nominations must be:
- a) in writing on the form provided by the Board;
 - b) signed by the candidate expressing their consent to serve as an Elected Director;
 - c) declare any position the candidate holds with other organisations; and
 - d) lodged with the Secretary by the prescribed time.
- 27.9. Only those candidates who:
- a) satisfy the requirements for election as an Elected Director under this Constitution, and
 - b) are approved by the Nomination Committee
- are eligible to stand for election as an Elected Director.
- 27.10. A Returning Officer may be appointed to conduct the election of Directors.
- 27.11. If the number of approved nominations exceeds the number of vacancies to be filled, a ballot must be held prior to the Annual General meeting, which may be an electronic ballot as determined by the Board.
- 27.12. If the number of approved nominations received is equal to or less than the number of vacant positions to be filled, then the candidates nominated are to be declared elected at the Annual General Meeting following the close of nominations.
- 27.13. Any unfilled positions as a result of insufficient nominations are to be deemed casual vacancies.
- 27.14. Elected Directors hold office from the end of the Annual General Meeting at which their election is declared or announced until the end of the second following Annual General Meeting.
- 27.15. The maximum continuous period for which a Director may hold office is:
- a) three consecutive two-year terms as an Elected Director; and

- b) a total of six of consecutive years whether as an Elected Director or an Appointed Director.

27.16. A person who has held office as a Director for the maximum continuous period is eligible for re-election or reappointment after a period of two years from the date that the person last held office as a Director.

27.17. The maximum continuous period does not include any period of a Director's appointment to fill a casual vacancy in the position of an Elected Director.

28. Appointment of Appointed Directors

28.1. An Appointed Director may be appointed upon such terms and conditions as the Board determines.

28.2. An Appointed Director may be required to have the experience, perspectives, capabilities or skills as the Board considers desirable.

28.3. An Appointed Director may be but does not need to be from the business events industry.

28.4. An Appointed Director is to serve a term up to two years as determined by the Board and may be re-appointed if eligible.

29. No Alternate Directors

29.1. Directors are not entitled to appoint alternate directors.

30. Office Bearers

30.1. The Board will elect from amongst the Directors the following Office Bearers:

- a) a Chair; and
- b) a Deputy Chair.

30.2. The Board will elect the Office Bearers biennially for a two-year term, subject to the maximum continuous period for which a Director may hold an Office Bearer position is four consecutive years.

30.3. The Chair and Deputy Chair have such powers and duties as specified in this Constitution, as required by law and as determined by the Board.

30.4. The Chair and Deputy Chair are not to hold office beyond their retirement or removal from the Board as a Director.

30.5. An office bearer may be removed from that role prior to the conclusion of their term by a vote by the Board, however the Board may not remove the Director from the Board.

31. Powers of the Board

31.1. The business and affairs of the Company are to be administered by the Board which is to, subject to the Act and this Constitution:

- a) control and manage the affairs of the Company;

- b) exercise all the functions as may be exercised by the Company other than those functions that are required by this Constitution or the Act to be exercised by a General Meeting; and
 - c) have 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 Company.
- 31.2. The Board may delegate any of its powers to:
- a) a committee;
 - b) a Director;
 - c) an employee of the Company; or
 - d) any other person,
- and may revoke that delegation.
- 31.3. The delegate must exercise the powers delegated in accordance with any directions, terms and conditions as set by the Board.

32. Duties of Directors

- 32.1. The Directors must comply with their duties as Directors under legislation and common law which includes the duty to:
- a) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
 - b) act in good faith in the best interests of the Company and to further the Purpose of the Company;
 - c) not to misuse their position as a Director;
 - d) not to misuse information they gain in their role as a Director;
 - e) maintain the confidentiality of information received in their role as a Director;
 - f) act in the best interests of the Company;
 - g) disclose any material personal or corporate interest in a matter that relates to the affairs of the Company;
 - h) disclose any conflict of interest which may prevent them from properly fulfilling their duties as a Director;
 - i) ensure that the financial affairs of the Company are managed responsibly; and
 - j) not to allow the Company to operate while it is insolvent.
- 32.2. A Director must disclose the nature and extent of any material conflict of interest in a matter that is being considered at a Board Meeting or that is proposed in a circular resolution:
- a) to the other Directors; or

- b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting or at an earlier time if reasonable to do so.
- 32.3. Each Director who has a material personal or corporate interest in a matter that is being considered at a Board Meeting or that is proposed in a circular resolution must not:
- a) be present at the meeting while the matter is being discussed; or
 - b) vote on the matter.
- 32.4. Despite the existence of a conflict or a material personal or corporate interest, a Director may still be present and vote if:
- a) the Directors who do not have a material personal or corporate interest in the matter pass a resolution that 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 states that those Directors are satisfied that the interest should not prevent the Director from voting or being present;
 - b) their interest arises because they are a Member of the Company and the other Members have the same interest;
 - c) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company;
 - d) their interest relates to a payment by the Company in respect of an indemnity provided for in this Constitution, or any contract relating to an indemnity that is allowed under the Act; or
 - e) the Regulator makes an order allowing the Director to vote on the matter.
- 32.5. No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is voided or rendered voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising out of that office.
- 32.6. The Board may make By-laws or adopt a policy consistent with the Act dealing with the disclosure and management of Directors' conflicts of interest.

33. By-laws

- 33.1. The Board may make, amend, or repeal such By-laws as it determines are appropriate for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Company.
- 33.2. Such By-law:
- a) must be consistent with the provisions in this Constitution; and
 - b) when in force, are binding on all Members.

34. Payments to Directors

- 34.1. Elected Directors are entitled to:
- a) be reimbursed for expenses properly incurred by the Director in connection with the affairs of the Company; and
 - b) be paid for any 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.
- 34.2. Elected Directors are not entitled to be paid fees for being a Director.
- 34.3. Appointed Directors may be paid fees for being a Director.
- 34.4. Any payment made to Directors must be approved by the Board.

35. Ceasing to be a Director

- 35.1. In addition to any other way, a Director ceases to be a Director if they:
- a) resign by written notice to the Secretary;
 - b) are subject to any of the circumstances prescribed by the Act resulting in the ending or vacating of the position of Director;
 - c) become a mentally incapacitated person under the law relating to mental health unless in the opinion of a majority of Directors the Director can fully participate in the governance of the Company, despite their mental incapacity;
 - d) die;
 - e) become bankrupt or make any arrangement or composition with their creditors generally, unless, subject to the Act, the Board resolves otherwise;
 - f) are convicted on indictment of an offence and the Board does not at the next meeting of the Board after that conviction resolve to confirm the Director's appointment to the position of Director;
 - g) are absent from three consecutive Board Meetings without the consent of the Board;
 - h) fail to disclose a material personal or corporate interest in breach of the law unless at its next meeting the Board resolves otherwise;
 - i) are removed as a Director;
 - j) become a paid employee of the Company;
 - k) are found guilty by a tribunal, industrial commission, court of competent jurisdiction or other similar authority of engaging in discriminatory conduct or harassment towards employees of the Company or other Members or their employees;
 - l) are prohibited from being a director under the Act;
 - m) are convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least three months;
 - n) are an Elected Director and cease to be a Representative of the Voting Member, unless the Board resolves otherwise; or

- o) are an Elected Director and the Voting Member for which they are the Representative ceases to be a Voting Member, unless the Board resolves otherwise.

36. Casual Board Vacancies

- 36.1. If a casual vacancy in the position of an Elected Director occurs, the Board may appoint an eligible individual to fill the vacancy until the remainder of the term of the Director who has left the Board.

37. Removing a Director

- 37.1. The Company may remove an Elected Director or Appointed Director from their position as a Director before the expiration of the Director's term of office only by resolution at a General Meeting.
- 37.2. If a Director to whom a proposed resolution for removal relates makes representations in writing, not exceeding a reasonable length, and requests that the representations be notified to the Members, the Secretary must make a copy of the representations available to each Member or, if they are not so sent, the Director is entitled to require that the representations be read out at the General Meeting at which the resolution is to be considered.

38. Board Meetings

- 38.1. The Board may meet, including by technological means, for the dispatch of business, and adjourn and otherwise regulate its meetings.
- 38.2. The Chair alone, or any two Directors, may call a Board Meeting.
- 38.3. At a Board Meeting:
 - a) the Chair or, in the Chair's absence, the Deputy Chair is to preside as chairperson; or
 - b) if the Chair and the Deputy Chair are absent or unwilling to act, one of the remaining Directors as may be chosen by the Directors present at the meeting to preside as chairperson.
- 38.4. Questions arising at any Board Meeting are to be decided by a simple majority of votes of those Directors present and entitled to vote.
- 38.5. Directors are to have one vote on any question.
- 38.6. Directors may not assign proxies.
- 38.7. In the event of an equality of votes on any question, the chairperson of the Board Meeting does not have a casting vote and the motion is recorded as failed.
- 38.8. A Board Meeting may be held using technology that allows the Directors in attendance to clearly and simultaneously communicate with each other.
- 38.9. A Director who participates in a Board Meeting using technology is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

38.10. The Board may invite individuals to attend Board Meeting as observers.

39. Notice of a Board Meeting

39.1. Notice of a Board Meeting must be given to each Director at least seven days or such other period as may be unanimously agreed upon by the Directors before the time appointed for the holding of the meeting.

39.2. Notice of a Board Meeting must be given by such means as agreed by the Directors.

39.3. In cases of urgency, a Board Meeting can be held without the usual notice provided that as much notice as practicable is given to each Director by the quickest means practicable.

39.4. Non receipt of any notice of a Board Meeting by a Director does not affect the validity of the convening of the meeting.

40. Quorum at a Board Meeting

40.1. To transact business at a Board Meeting, a quorum of Directors is required during the time in which the business is dealt.

40.2. The quorum for a Board Meeting shall be the number that is a majority of the Directors currently in office.

41. Decisions of the Board without a Board Meeting

41.1. The Board may pass a resolution without a Board Meeting being held if the proposed resolution is sent to the Directors and a majority of Directors assent to the resolution in writing within the time specified.

41.2. A resolution is taken to have been passed on the date the resolution was assented to by the last Director who constituted the majority of Directors in favour provided the number of Directors who vote in favour of the matter equals or exceeds the number for a quorum.

41.3. The resolution may consist of multiple copies of the same document, which may be in the form of electronic communication, each signed or authorised by one or more of Directors.

42. Validity of Acts of Directors

42.1. All acts done at any Board Meeting or by any individual acting as a Director are valid even if it is later discovered that there was a defect in the appointment of an individual as a Director or the individual not being entitled to vote.

PART E — ADMINISTRATIVE MATTERS

43. Secretary

43.1. The Board must appoint at least one Secretary.

43.2. The Secretary holds office on such terms and conditions as the Board determines.

- 43.3. The Board may remove any Secretary, subject to the terms of any contract and the law.
- 43.4. The Secretary has such powers and duties as specified in this Constitution, the Act, and as determined by the Board.

44. Minutes

- 44.1. The Company must keep minutes of:
 - a) proceedings and resolutions of General Meetings;
 - b) proceedings and resolutions of Board Meetings;
 - c) proceedings of committee meetings;
 - d) resolutions passed by Members without a meeting; and
 - e) resolutions passed by the Board without a meeting.
- 44.2. The Company must ensure that the minutes of a meeting are signed within a reasonable time after the meeting which is usually within one month by the chair of the meeting at which the proceedings were held, or by the chair of the next meeting.

45. Service of Notices to Members

- 45.1. A notice may be given by the Company to a Member by:
 - a) serving it on the Member personally;
 - b) sending it by post to the Member's address as shown in the register of Members;
 - c) sending it to an electronic contact address such as an e-mail address, that the Member has supplied to the Company or to an address which the Member has contacted the Company in the past; or
 - d) making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address.
- 45.2. Where a notice is sent by post, service of the notice is taken to be effected three days after it is posted.
- 45.3. Where a notice is sent by email or by other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

46. Accounts and Audit

- 46.1. The Company must make and keep written financial records that:
 - a) correctly record and explain its transactions and financial position and performance; and
 - b) enable true and fair financial statements to be prepared and to be audited if required.
- 46.2. If required by the Act, an Auditor is to be appointed in accordance with the Act.

- 46.3. The appointed Auditor may be removed in accordance with the Act.
- 46.4. The financial year of the Company shall be such period as may be prescribed by the Board.

47. Inspection of Records

- 47.1. A Member other than a Director does not have the right to inspect any books, records or documents of the Company except as provided by law or authorised by the Board.

48. Indemnity of Officers

- 48.1. The Company may indemnify each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities including costs, expenses and charges incurred by that person as an officer of the Company.
- 48.2. In relation to indemnity of officers:
 - a) 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office;
 - b) 'to the relevant extent' means:
 - i. to the extent that the Company is not precluded by law including the Act from doing so; and
 - ii. for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person including an insurer under an insurance policy.
- 48.3. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.
- 48.4. To the extent permitted by law, the Company may:
 - a) purchase and maintain insurance;
 - b) pay or agree to pay a premium for an insurance against any liability incurred by the officer as an officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal.

49. Changes to the Constitution

- 49.1. The Company may modify or repeal this Constitution, or a provision of this Constitution, by the Voting Members passing a Special Resolution and following the requirements of the Act.

50. Winding Up the Company

- 50.1. Voluntary dissolution of the Company may only be achieved by a Special Resolution of Voting Members and following all the requirements of the Act.
- 50.2. If the Company is wound up, any surplus assets must not be distributed to a Member or a former Member in their capacity as a Member.

- 50.3. Subject to the Act, any other applicable laws, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more organisations:
- a) with purposes similar to, or inclusive of, the Purposes; and
 - b) which prohibits the distribution of any surplus assets to its members to at least the same extent as the Company.
- 50.4. The decision as to the organisation or organisations to be given the surplus assets must be made by a Special Resolution of Voting Members at or before the time of winding up.
- 50.5. If the Voting Members do not make this decision, the Company may apply to the Supreme Court in the jurisdiction of incorporation to make this decision.

51. Initial Directors

- 51.1. The initial Directors will be those Directors listed on the application to the Regulator to register the Company.
- 51.2. Initial Directors Michael Matthews, Matthew Pearce and Nigel Keen will:
- a) be designated as Elected Directors;
 - b) retire as Directors at the 2024 Annual General Meeting; and
 - c) be eligible to be re-elected for another three two-year terms as Director.
- 51.3. Initial Directors Julia Swanson, Nicole Walker and Janet Hamilton will:
- a) be designated as Elected Directors;
 - b) retire as Directors at the 2025 Annual General Meeting; and
 - c) be eligible to be re-elected for another three two-year terms as Director.
- 51.4. Peter King shall be deemed to be an Appointed Director.

END OF CONSTITUTION