



Constitution and Rules

Educate Plus Limited

ABN 48 294 772 460

An Australian Company Limited by Guarantee

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Chapter Rules

Board Rules

Code of Conduct

1 Definitions and interpretation

1.1 Definitions

In this Constitution unless a contrary intention appears:

- (a) **Alternate Director** means a person appointed as an Alternate Director under sub-clause 21.1.
- (b) **Auditor** means the auditor for the time being of the Company.
- (c) **Board** means all or some of the Directors acting as a board.
- (d) **Chairman** means the Chairman appointed under sub-clause 20.1.
- (e) **Chapter** means the body of Members in the State/Territory regions as set out in sub-clause 5.3.
- (f) **Chapter Committee** means each Board Committee constituted under clause 17.
- (g) **Chief Executive Officer** means the person primarily responsible for executing the strategic plans and policies established by the Board and reports to the Board.

- (h) **Committee** means a Board Committee constituted under clause 16 including a Chapter Committee.
- (i) **Company** means **Educate Plus Limited** being an Australian Public Company Limited by Guarantee established under the *Corporations Act 2001* (Cth).
- (j) **Constitution** means this Constitution as amended from time to time and a reference to a clause is a reference to a clause of this Constitution.
- (k) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (l) **Deputy Chairman** means the Deputy Chairman appointed under sub-clause 20.1.
- (m) **Director** means a person holding office as Director of the Company.
- (n) **Directors** means all or some of the persons holding office as Directors of the Company.
- (o) **General Meeting** means a meeting of the Members of the Company.
- (p) **Member** means a person entered on the Register of the Company as a Member.
- (q) **Register** means the register of Members under the Corporations Act.
- (r) **Registered Office** means the registered office for the time being of the Company.
- (s) **Related Body Corporate** has the same meaning it has in the Corporations Act.
- (t) **Rule** means a rule made by the Board in accordance with clause 14.
- (u) **Schedule** means a schedule to this Constitution.
- (v) **Secretary** means a person appointed as a Secretary of the Company and includes an Honorary Secretary and where appropriate includes an Acting Secretary and a person appointed by the Directors to perform all or any of the duties of a Secretary of the Company.

1.2 Interpretation

- (a) In this Constitution unless the contrary intention appears:
 - (i) words importing any gender include all other genders,
 - (ii) the singular includes the plural and vice versa,
 - (iii) a reference to a law includes regulations and instruments made under the law,
 - (iv) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise,

- (v) a power, an authority or a discretion reposed in a Director, the Directors, the company in general meeting or a Member may be exercised at any time and from time to time,
 - (vi) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors,
 - (vii) **writing** and **written** includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise, and
 - (viii) **Australian dollars, dollars, A\$** or **\$** is a reference to the lawful currency of Australia.
- (b) Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by the Directors.
- (c) In this Constitution unless the contrary intention appears:
- (i) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act, and
 - (ii) **section** means a section of the Corporations Act.
- (d) Headings are inserted for convenience and are not to affect the interpretation of this Constitution.
- (e) The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2 Objects and powers

2.1 Objects

- (a) The objects of the Company (**Objects**) are:
 - (i) to foster and promote the profession of educational advancement,

- (ii) to foster and promote ethical professional practice by promulgation and enforcement of standards and codes of conduct,
- (iii) to foster and promote evidence-based best practice through research and experience,
- (iv) to provide opportunities for continuous professional education,
- (v) to encourage and support members of the profession through meetings, publications and the sharing of information by other means,
- (vi) to cooperate with other organisations for the advancement of educational development,
- (vii) to do such other things as are incidental or conducive to the attainment of these objects, and
- (viii) to do all or any of the things authorised by the Corporations Act.

2.2 Powers

The Company has the legal capacity and powers of an individual and also has all the powers of a Body Corporate under the Corporations Act.

3 Application of Income for Objects only

3.1 Profits

The profits (if any) or other income and the property of the Company, however derived:

- (a) Must be applied solely towards the promotion of the Objects of the Company as set out in sub-clause 2.1, and
- (b) May not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise.

3.2 Payment in good faith

The above clause 3.1 does not prevent payment in good faith to a Member, or to a firm of which a Member is a partner:

- (a) Of remuneration for services to the Company,
- (b) For goods supplied in the ordinary course of business,
- (c) Of interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause by the Company in a General Meeting, or
- (d) Of a reasonable rent for premises let by a Member.

4 Winding up

4.1 Contributions by Members

- (a) Each Member undertakes to contribute to the Company's property if the Company is wound up while they are a Member, or within one (1) year after they cease to be a Member.
- (b) This contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before they ceased to be a Member,
 - (ii) the costs of winding up, and
 - (iii) adjustment of the rights of the contributories among themselves.
- (c) The amount is not to exceed \$1.

4.2 Application of property

- (a) If any property remains on the winding up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property may not be paid to or distributed among the Members but must be given or transferred to some other institution:
 - (i) having objects similar to the objects of the Company, and
 - (ii) whose constitution prohibits the distribution of its income and property among its Members to an extent at least as great as imposed on the Company under this Constitution.
- (b) The institution will be determined by the Members at or before the time of dissolution.

4.3 Revocation of Australian Tax Office Endorsement

- (a) Where the Company has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the *Income Tax Assessment Act 1997 (Cth)* (as amended), then where:
 - (i) the Company is wound up, or
 - (ii) the fund is wound up, or
 - (iii) the endorsement under Subdivision 30-BA of the *Income Tax Assessment Act 1997 (Cth)* is revoked,

then any surplus assets of the Company or fund remaining after payment of all liabilities must be transferred to an institution or fund that complies with sub-clause 4.2 and is an endorsed deductible gift recipient.

- (b) Where the Company operates more than one (1) gift fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) is revoked only in relation to one of those gift funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other gift fund for which it is endorsed as a deductible gift recipient

5 Membership

5.1 Number of Members

- (a) The minimum number of Members of the Company will be 100 or such other number as the Directors determine from time to time, subject to that number complying with the Corporations Act.
- (b) The Members at the date of adoption of this Constitution and any person the Directors admit to Membership under sub-clause 5.2 are the Members of the Company.

5.2 Admission as Member

The Directors may admit any person as a Member if the person is eligible under sub-clause 5.3 and agrees to be bound by this Constitution in any manner the Directors determine.

5.3 Chapters

- (a) Each Member shall upon application be identified as belonging to a Chapter, and, subject to any Rules in relation to the management of Chapters, participate in the activities of that Chapter.
- (b) The first Chapters shall be:
 - (i) New South Wales/Australian Capital Territory Chapter,
 - (ii) Queensland Chapter,
 - (iii) South Australia/Northern Territory Chapter,
 - (iv) Victoria/Tasmania Chapter,
 - (v) Western Australia Chapter, and
 - (vi) New Zealand Chapter.

- (c) The Members may by special resolution add or remove Chapters from time to time.

5.4 Classes of Members

- (a) There shall be three (3) classes of Members:
 - (i) Members,
 - (ii) Fellows, and
 - (iii) Honorary Members.

5.5 Membership criteria

- (a) Member

To be eligible to be a Member, a person must:

- (i) substantially earn his or her livelihood in the field of advancement of education or have been exempted from this requirement by the Board,
- (ii) consent in writing to become a Member of the Company, and
- (iii) agree to abide by the Code of Conduct established by the Board.

- (b) Fellow

- (i) to be eligible to be a Fellow, a person must be a Member who continues to be a Member of the Company and who is elected as a Fellow by the Directors of the Company.
- (ii) the designation of Fellow shall be recommended by the Board only in respect of an individual who:
 - (A) has not less than seven (7) years' experience in the advancement of education profession, and
 - (B) in the opinion of the Board has rendered distinguished service in or to the advancement of education profession including in or to the Company.
- (iii) a nomination of a Member for election as a Fellow shall be in the form prescribed by the Board.
- (iv) Fellows may use the post nominal **F.Edplus** for life unless revoked by the Board according to sub-clause 5.5(b)(v).

- (v) the Board has the power to revoke Fellowship status in cases where a Fellow is proven to have engaged in serious professional misconduct and/or a breach of the Code of Conduct established by the Board.
- (c) Honorary Member
- (i) the Board may from time to time elect Honorary Members who are persons who are not otherwise qualified to become Members of the Company.
 - (ii) only an individual who, in the opinion of the Board, has made a notable contribution to the advancement of education profession, or whose appointment as an Honorary Member is deemed by the Board to be beneficial to the Company, shall be appointed as an Honorary Member.
 - (iii) an Honorary Member shall have neither voting rights nor an obligation to pay membership fees.
 - (iv) an Honorary Member shall be entitled to receive notice of all General Meetings of the Company but may not be counted when determining a quorum.
 - (v) honorary membership may be discontinued at any time at the discretion of the Board.
 - (vi) a nomination of an individual for appointment as an Honorary Member shall be in a form prescribed by the Board.
 - (vii) upon receipt of any such nomination the Secretary shall forward a copy of the nomination to each Director.
 - (viii) the decision whether or not to recommend such nominee for designation as an Honorary Member by election shall be made at the next Board meeting.

5.6 Membership process

- (a) The application to become a Member must be made:
 - (i) in writing, signed by the applicant and identifying the Chapter with which the applicant identifies,
 - (ii) in such form as the Directors from time to time prescribe, and
 - (iii) be accompanied by a copy of the Code of Conduct established by the Board duly signed by the applicant.

- (b) Each application to become a Member must be considered by the Directors at the Directors' Meeting first occurring after the application is made. At that Directors' Meeting the Directors must determine whether to admit the applicant as a Member of the Company or whether to reject the application.
- (c) When an applicant has been accepted or rejected as a Member the Secretary must immediately notify the applicant of the decision of the Directors.

5.7 Directors' discretion to admit or refuse admission as Member

The Directors have the discretion to refuse any person or corporation admission as a Member without giving any reason for so refusing.

5.8 Membership terms

From the date of adoption of this Constitution, the membership of Members of the Company shall be renewable every year upon payment of fees.

6 Ceasing to be Member

6.1 Cessation

A Member ceases to be a Member of the Company upon:

- (a) Death,
- (b) Resignation by written notice to the Company having immediate effect or with effect from a specified date occurring not more than seven (7) days after the service of the notice,
- (c) Failing to pay any fee that may be prescribed by the Directors from time to time for a period of 12 months after the fee was due and payable,
- (d) Becoming of unsound mind or a person whose personal estate is liable to be dealt with in any way under a law related to mental health,
- (e) Becoming bankrupt or insolvent or making an arrangement or composition with creditors of a person's joint or separate estate generally,
- (f) The passing of a resolution by the Directors or Members in General Meeting pursuant to sub-clause 6.2,
- (g) The expiry of the term of membership, unless the Member had applied for and been admitted as a Member for the following term,
- (h) That Member ceasing to be a Director (in such circumstances the Member is able to make a new application for membership pursuant to sub-clauses 5.2 and 5.6),
or

- (i) Termination of the Member's appointment as a Director pursuant to clause 12.

6.2 Termination of membership

- (a) Subject to this Constitution the Directors or Members in General Meeting may at any time terminate the membership of a Member if the Member:
 - (i) refuses or neglects to comply with this Constitution or any applicable Rules or regulations made by the Directors,
 - (ii) engages in conduct which in the opinion of the Directors is unbecoming of the Member or prejudicial to the interests of the Company,
 - (iii) fails to pay any debt due to the Company for a period of three (3) months after the date for payment (such debt not including a fee referred to in sub-clause 6.1(c)).
 - (iv) makes statements which are inconsistent with, or contrary to, the statements contained in the Code of Conduct established by the Board, or
 - (v) is no longer willing or able to subscribe to the Code of Conduct established by the Board.
- (b) For a decision of the Directors or the Members in General Meeting under sub-clause 6.2 to be effective the dispute resolution procedure contained in clause 28 must be followed. The general nature of the allegations made against the Member must be notified to the Member and for the purposes of sub-clause 28(a) this notification will be the notice of the Dispute.

6.3 Limited liability

The Members have no liability as Members except as set out in sub-clause 4.1.

7 General Meetings

7.1 Annual General Meeting

Annual General Meetings of the Company are to be held in accordance with the Corporations Act.

7.2 Convening General Meeting

The Directors may convene and arrange to hold a General Meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

7.3 Notice of General Meeting

Notice of a General Meeting of the Company must be given in accordance with clause 32 and the Corporations Act.

7.4 Calculation of period of notice

In computing the period of notice under sub-clause 7.3, both the day on which the notice is given or taken to be given and the day of the General Meeting convened by it are to be disregarded.

7.5 Cancellation or postponement of General Meeting

- (a) Where a General Meeting of Members (including an Annual General Meeting) is convened by the Directors they may by notice, whenever they think fit, cancel the General Meeting or postpone the holding of the General Meeting to a date and time determined by them.
- (b) Sub-clause 7.5(a) does not apply to a General Meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members or to a General Meeting convened by a Court.

7.6 Notice of cancellation or postponement of General Meeting

Notice of cancellation, postponement or change of place of a General Meeting must state the reason for cancellation or postponement and be given:

- (a) To each Member individually, and
- (b) To each other person entitled to be given notice of a General Meeting of the Company's Members under the Corporations Act.

7.7 Contents of notice of postponement of General Meeting

A notice of postponement of a General Meeting must specify:

- (a) The postponed date and time for the holding of the General Meeting,
- (b) A place for the holding of the General Meeting which may be either the same as or different from the place specified in the notice convening the General Meeting, and
- (c) If the General Meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the General Meeting in that manner.

7.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the postponed General Meeting must not be less than the number of clear days' notice of the General Meeting required to be given by this Constitution or the Corporations Act.

7.9 Business at postponed General Meeting

The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice convening the General Meeting.

7.10 Proxy at postponed General Meeting

Where by the terms of an instrument appointing a proxy:

- (a) The proxy is authorised to attend and vote at a General Meeting or General Meetings to be held on or before a specified date, and
- (b) The date for holding the General Meeting is postponed to a date later than the date specified in the instrument of proxy,

then, by force of this sub-clause 7.10, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, unless the Member appointing the proxy gives to the Company at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the General Meeting has been postponed.

7.11 Non-receipt of notice

The:

- (a) Non-receipt of notice of a General Meeting or cancellation or postponement of a General Meeting by, or
- (b) Accidental omission to give notice of a General Meeting or cancellation or postponement of a General Meeting to:

a person entitled to receive notice does not invalidate any resolution passed at the General Meeting or at a postponed General Meeting or the cancellation or postponement of a General Meeting.

7.12 Director entitled to notice of General Meeting

A Director is entitled to receive notice of and to attend all General Meetings and is entitled to speak at those General Meetings.

8 Proceedings at General Meetings

8.1 Reference to Member

Unless a contrary intention appears, a reference to a Member in this clause 8 means a person who is a Member or a proxy of that Member.

8.2 Number of quorum

- (a) Subject to sub-clause 8.1, 20 Members present in person or by proxy are a quorum at a General Meeting.
- (b) In determining whether a quorum is present, each individual attending as a proxy is to be counted, except that:
 - (i) where a Member has appointed more than one (1) proxy, only one (1) is to be counted, and
 - (ii) where an individual is attending both as a Member and as a proxy, that individual is to be counted only once.

8.3 Requirement for quorum

- (a) An item of business may not be transacted at a General Meeting unless a quorum is present when the General Meeting proceeds to consider it.
- (b) If a quorum is present at the time the first item of business is transacted, it is taken to be present when the General Meeting proceeds to consider each subsequent item of business unless the chair of the General Meeting (on the chair's own motion or at the request of a Member or proxy who is present) declares otherwise.

8.4 If quorum not present

If within 15 minutes after the time appointed for a General Meeting a quorum is not present, the General Meeting:

- (a) If convened by a Director or at the request of Members, is dissolved, and
- (b) In any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the General Meeting.

8.5 Adjourned General Meeting

- (a) At a General Meeting adjourned under sub-clause 8.4(b), two (2) persons each being a Member or proxy present at the General Meeting are a quorum.
- (b) If a quorum is not present within 15 minutes after the time appointed for the adjourned General Meeting, the General Meeting is dissolved.

8.6 Appointment and powers of chair of General Meeting

If the Directors have elected one (1) of their number as Chairman of their Directors' Meetings, that person is entitled to preside as chair at a General Meeting.

8.7 Absence of chair at General Meeting

If a General Meeting is held and:

- (a) A Chairman has not been elected by the Directors, or
- (b) The elected Chairman is not present within 15 minutes after the time appointed for the holding of the General Meeting or is unable or unwilling to act,

then the following may preside as chair of the General Meeting (in order of precedence):

- (c) The Deputy Chairman if a Director has been so elected by the Directors, or
- (d) A Director or Member elected by the Members present to preside as chair of the General Meeting.

8.8 Conduct of General Meetings

- (a) The chair of a General Meeting:
 - (i) has charge of the general conduct of the General Meeting and of the procedures to be adopted at the General Meeting,
 - (ii) may require the adoption of any procedure which is, in the chair's opinion, necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the General Meeting, and
 - (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chair considers it necessary or desirable for the proper conduct of the General Meeting.
- (b) A decision by the chair under sub-clause 8.8(a) is final.

8.9 Adjournment of General Meeting

- (a) The chair of a General Meeting may at any time during the General Meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the General Meeting either to a later time at the same General Meeting or to an adjourned General Meeting at any time and any place, but:
 - (i) in exercising the discretion to do so, the chair may, but need not, seek the approval of the Members present in person or by proxy, and
 - (ii) only unfinished business is to be transacted at a General Meeting resumed after an adjournment.

- (b) Unless required by the chair, a vote may not be taken or demanded by the Members present in person or by proxy in respect of any adjournment.

8.10 Notice of adjourned General Meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned General Meeting unless a meeting is adjourned for one (1) month or more.
- (b) In that case, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.

8.11 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

8.12 Equality of votes – no casting vote for chair

If there is an equality of votes, either on a show of hands or on a poll, then the chair of the General Meeting is not entitled to a casting vote in addition to any votes to which the chair is entitled as a Member or proxy or attorney or Representative.

8.13 Voting on show of hands

- (a) At any General Meeting a resolution put to the vote of the General Meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

8.14 Poll

If a poll is demanded:

- (a) It must be taken in the manner and at the date and time directed by the chair and the result of the poll is the resolution of the General Meeting at which the poll was demanded,
- (b) On the election of a chair or on a question of adjournment, it must be taken immediately,
- (c) The demand may be withdrawn, and

- (d) The demand does not prevent the continuance of the General Meeting for the transaction of any business other than the question on which the poll has been demanded.

8.15 Votes of Members

- (a) Every Member has one (1) vote.
- (b) Subject to this Constitution:
 - (i) on a show of hands, each Member present in person and each other person present as a proxy of a Member has one (1) vote, and
 - (ii) on a poll, each Member present in person has one (1) vote and each person present as proxy of a Member has one (1) vote for each Member that the person represents.

8.16 Right to appoint proxy

- (a) Subject to the Corporations Act, a Member entitled to attend a General Meeting of the Company is entitled to appoint another person as proxy to attend in the Member's place at the General Meeting.
- (b) A proxy has the same right as the Member to speak and vote at the General Meeting and may be appointed in respect of more than one (1) General Meeting.
- (c) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (d) The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.
- (e) A Member will be entitled to instruct his proxy to vote in favour of or against any proposed resolutions.
- (f) The proxy may vote as he thinks fit unless otherwise instructed.
- (g) The instrument appointing a proxy may be in the form set out in the Schedule to this Constitution.
- (h) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority will be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in the instrument

proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy will not be treated as valid.

- (i) A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of such death unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office by 5pm on the day before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used.

8.17 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the General Meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:

- (a) The appointing Member dies, or
- (b) The Member revokes the appointment or authority.

8.18 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at the General Meeting or adjourned General Meeting:
 - (i) may not be raised except at that General Meeting or adjourned General Meeting, and
 - (ii) must be referred to the chair of the General Meeting whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

9 Board

9.1 Directors

- (a) The number of Directors shall be 12 or such other number as may be determined by the Members from time to time.
- (b) At the Annual General Meeting up to two (2) Members nominated by each Chapter shall be appointed as Directors.
- (c) Up to three (3) additional Members may also be appointed as Directors at such times as determined by the Directors provided that the total number of Directors

does not at any time exceed the maximum number of Directors described in sub-clause 9.1(a).

- (d) Directors shall hold a term of office for two (2) years and may be reappointed or re-elected in accordance with the provisions of this Constitution.

9.2 Officers

- (a) The number and duties of the Officers shall be determined as corporate policy by the Board from time to time.
- (b) Each Officer shall adhere to the relevant corporate policy or policies.

9.3 Chief Executive Officer

- (a) The Directors shall appoint the Chief Executive Officer of the Company.
- (b) The Chief Executive Officer may not be a Director of the Company.

9.4 Change of number of Directors

The Company in General Meeting may by Special Resolution increase or reduce the number of Directors and may also determine the rotation in which the increased or reduced number of Directors is to retire from office.

9.5 Removal of Directors

The Members may by Ordinary Resolution remove any Director before the expiration of that Director's period of office, and may by an Ordinary Resolution appoint another person in the place of that Director.

9.6 Requirements of Directors

- (a) A Director must have the suitable qualifications, skills and experience to discharge the function of a Director as determined by the Board from time to time.
- (b) A Director must be a Member of the Company.

9.7 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

9.8 Casual vacancy or additional Director

- (a) The Directors shall have power at any time, and from time to time, to appoint any Member as a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors so that the total number of Directors must not at any time exceed the number fixed in accordance with this Constitution. Any

Director so appointed must have first signed the Code of Conduct established by the Board.

- (b) In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a General Meeting of the Company's Members for that purpose.
- (c) A Director appointed under this sub-clause 9.8 holds office until the conclusion of the next Annual General Meeting of the Company but is eligible for election at that Annual General Meeting and shall not then be taken into account in determining the number of Directors who are to retire by rotation at such Annual General Meeting.

10 Remuneration of Directors

The Directors shall not be paid any remuneration for their services as Directors.

11 Expenses of Directors

- (a) A Director is entitled to be reimbursed out of the funds of the Company for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from Directors' Meetings or Directors' Committee Meetings or when otherwise engaged on the business of the Company.
- (b) Any payment to a Director must be approved by the Directors.

12 Vacation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,
- (b) Resigns from the office by notice in writing to the Company,
- (c) Becomes insolvent or bankrupt, compounds with his creditors, or assigns his estate for the benefit of his creditors,
- (d) Is absent personally or by proxy or Alternate Director at three (3) successive Directors' Meetings without leave of absence from the Directors, or

- (e) Becomes prohibited for being a Director by reason of any order of any court of competent jurisdiction.

13 Powers and duties of Directors

13.1 Directors to manage Company

- (a) The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in General Meeting.
- (b) The Directors shall cause the Company to be conducted in accordance with the Constitution and shall use their best endeavours to ensure that the Code of Conduct established by the Board is honoured in the running of the Company.

13.2 Specific powers of Directors

Without limiting the generality of sub-clause 13.1, and subject to any trusts relating to the assets of the Company, the Directors may exercise all the powers of the Company to:

- (a) Borrow or raise money,
- (b) Charge any property or business of the Company, and
- (c) Give any security for a debt, liability or obligation of the Company or of any other person.

14 Rules

Subject to this Constitution, the Directors may from time to time by resolution make and rescind or alter Rules which are binding on Members for the management and conduct of the business of the Company.

15 Appointment of attorney

- (a) The Directors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Directors for the period and subject to the conditions that they think fit.
- (b) A power of attorney granted under sub-clause 15(a) may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

16 Directors' Committees

- (a) The Directors may delegate any of their powers, other than powers required by law to be dealt with by Directors as a Board, to a Directors' Committee or Directors' Committees consisting of such one (1) or more of their number, and such co-opted members, as they think fit.
- (b) A Directors' Committee to which any powers have been delegated under sub-clause 16(a) (including Chapter Committees appointed in accordance with clause 17) must exercise those powers in accordance with any directions of the Directors and a power so exercised is taken to have been exercised by the Directors.

17 Chapter Committees

- (a) Notwithstanding sub-clause 16(a) there shall be Directors' Committees called Chapter Committees.
- (b) There shall be one (1) Chapter Committee for each Chapter.
- (c) The members of each Chapter Committee shall be appointed from amongst the Members of that Chapter in accordance with any Rules adopted in accordance with clause 14.

18 Powers of delegation

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by Section 198D of the Corporations Act.

19 Proceedings of Directors

19.1 Directors' Meetings

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their Directors' Meetings as they think fit.
- (b) A Director may at any time, and the Secretary must on the written request of a Director, convene a Directors' Meeting.

19.2 Questions decided by majority

A question arising at a Directors' Meeting is to be decided by a majority of votes of Directors present and entitled to vote, and that decision is for all purposes a decision of the Directors.

19.3 Alternate Director or proxy and voting

- (a) A person who is present at a Directors' Meeting as an Alternate Director or as a proxy for another Director has one (1) vote for each absent Director who would be entitled to vote if present at the Directors' Meeting and for whom that person is an Alternate Director or a proxy.
- (b) If that person is also a Director, then that person also has one (1) vote as a Director in that capacity.

20 Chairman and Deputy Chairman

20.1 Election of Chairman

The Directors may elect from their number a Chairman and a Deputy Chairman of their Directors' Meetings and may also determine the period for which the persons elected as Chairman and Deputy Chairman are to hold office.

20.2 Absence of Chairman at Directors' Meeting

If a Directors' Meeting is held and:

- (a) A Chairman has not been elected under sub-clause 20.1, or
- (b) The Chairman is not present within 10 minutes after the time appointed for the holding of the Directors' Meeting or is unable or unwilling to act,

then the Deputy Chairman, if elected under sub-clause 20.1, must be the chair of the Directors' Meeting or, if the Deputy Chairman is not present, the Directors present must elect one (1) of their number to be a chair of the Directors' Meeting.

20.3 No casting vote for chair at Directors' Meeting

In the event of an equality of votes cast for and against a question, the chair of the Directors' Meeting does not have a second or casting vote.

21 Appointment of Alternate Director

21.1 Appointment

- (a) Subject to the Corporations Act, a Director may appoint a person, with the approval of the Directors, to be an Alternate Director in the Director's place during such period as the Director thinks fit.
- (b) Subject to the Corporations Act, an appointment of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment, and delivered to the Company.

21.2 Notice

An Alternate Director is entitled to notice of all Directors' Meetings and, if the appointor does not participate in a Directors' Meeting, the Alternate Director is entitled to participate and vote in the appointor's place.

21.3 Alternate Director's powers

An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

21.4 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director:

- (a) Is an officer of the Company and not the agent of the appointor, and
- (b) Is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

21.5 Alternate Director and remuneration

An Alternate Director is not entitled to receive from the Company any remuneration or benefit.

21.6 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period, if any, of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

21.7 Termination in writing

The termination of an appointment of an Alternate Director must be effected by a notice in writing signed by the Director who made the appointment and delivered to the Company.

21.8 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

22 Quorum for Directors' Meeting

- (a) At a Directors Meeting, the number of Directors whose presence in person is necessary to constitute a quorum is as determined by the Directors, and, unless so determined, is one half of the Directors holding office, or if there is an odd number of Directors, then the majority of Directors holding office.

- (b) The continuing Directors may act despite a vacancy in their number.
- (c) If the number of Directors is reduced below the minimum fixed by sub-clause 22(a) the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a General Meeting.

23 Chair of Directors' Committee

- (a) The Members of a Directors' Committee may elect one (1) of their number as chair of their Directors' Committee Meetings.
- (b) If a Directors' Committee Meeting is held and:
 - (i) a chair has not been elected, or
 - (ii) the chair is not present within 10 minutes after the time appointed for the holding of the Directors' Committee Meeting or is unable or unwilling to act,

then the members involved may elect one (1) of their number to be chair of the Directors' Committee Meeting.

24 Meetings of Directors' Committee

24.1 Adjourning a Directors' Committee Meeting

A Directors' Committee may meet and adjourn as it thinks proper.

24.2 Determination of questions

- (a) Questions arising at a Directors' Committee Meeting are to be determined by a majority of votes of the members present and voting.
- (b) In the event of an equality of votes, the chair of the Directors' Committee Meeting does not have a casting vote.

25 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' Meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.

26 Validity of acts of Directors

All acts done at a Directors' Meeting or of a Directors' Committee Meeting, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) There was a defect in the appointment or continuance in office of a person as a Director or of the person so acting, or
- (b) A person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

27 Secretary

27.1 Appointment of Secretary

There must be at least one (1) Secretary who is to be appointed by the Directors.

27.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

27.3 Powers, duties and authorities of Secretary

- (a) A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.
- (b) The exercise of those powers and authorities and the performance of those duties by a Secretary are subject at all times to the control of the Directors.

28 Dispute resolution

Where there is a dispute, grievance or other disagreement between a Member and the Company, whether arising out of the application of these rules or otherwise (**Dispute**), then either must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or board, notify the other in writing of the nature of the Dispute, and the following must occur:

- (a) The Member and the Company must in the period 14 days from the service of the notice of the Dispute (**Initial Period**) use their best endeavours to resolve the Dispute.
- (b) If the Company and the Member are unable to resolve the Dispute within the Initial Period, then the Dispute must be referred for mediation to a mediator agreed by the Member and the Company.

- (c) If the disputants are unable to agree on a mediator within seven (7) days of the Initial Period, the Member or the Company may request the President of LEADR to nominate a mediator to whom the dispute will be referred.
- (d) The costs of the mediation will be shared equally between the Member and the Company.
- (e) Where:
 - (i) the party receiving the notice of the Dispute fails to attend the mediation required by sub-clause 28(b), or
 - (ii) the mediation required by sub-clause 28(b) has not occurred within six (6) weeks of the date of the notice of the Dispute, or
 - (iii) the mediation required by sub-clause 28(b) fails to resolve the Dispute,then the party serving the notice of Dispute will be entitled to commence any proceedings in a Court or Tribunal or before any authority or board in respect of the Dispute.
- (f) The procedure in this clause 28 will not apply in respect of proceedings for urgent or interlocutory relief.

29 Documents

Documents executed for and on behalf of the company must be executed by:

- (a) Two (2) Directors,
- (b) One (1) Director and the Secretary, or
- (c) Such other persons as the Directors by resolution appoint from time to time.

30 Accounts

The Directors must cause proper accounting and other records to be kept and must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Corporations Act, provided, however, that the Directors must cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.

31 Inspection of records

31.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by the Members (other than Directors).

31.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in General Meeting.

32 Service of documents

32.1 Document includes notice

In this clause 32, a reference to a document includes a notice.

32.2 Methods of service

- (a) The Company may give a document to a Member:
 - (i) personally,
 - (ii) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member, or
 - (iii) by sending it to a fax number or electronic address nominated by the Member.
- (b) A document sent by post:
 - (i) if sent to an address in Australia, may be sent by ordinary post,
 - (ii) if sent to an address outside Australia, must be sent by airmail, and
 - (iii) in either case is taken to have been received on the day after the date of its posting.
- (c) If a document is sent by fax or electronic transmission, delivery of the document is taken:
 - (i) to be effected by properly addressing and transmitting the fax or electronic transmission, and
 - (ii) to have been delivered on the day following its transmission.

32.3 Evidence of service

A certificate in writing signed by a Director or a Secretary stating that a document was sent to a Member by post or by fax or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

33 Indemnity

The Company may indemnify any current or former Director, Secretary or Officer of the Company or of a Related Body Corporate of the Company out of the property of the Company against:

- (a) Every liability incurred by the person in that capacity (except a liability for legal costs), and
- (b) All legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

- (c) The Company is forbidden by statute to indemnify the person against the liability or legal costs, or
- (d) An indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

34 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or Officer of the Company or of a Related Body Corporate of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) The Company is forbidden by statute to pay or agree to pay the premium, or
- (b) The contract would, if the Company paid the premium, be made void by statute.

35 Directors' liability insurance

To the extent permitted by the Corporations Act, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been a Director of the Company against costs and expenses incurred by the person as a Director in defending proceedings (whether civil or criminal, and whatever their outcome) provided that the liability does not arise out of conduct involving:

- (a) A wilful breach of duty in relation to the Company, or
- (b) A contravention of subsections 232(5) or (6) or any other provision of the Corporations Act.

36 Contract

- (a) The Company may enter into an agreement with a person referred to in clauses 33, 34 and 35 with respect to the matters covered by these clauses.
- (b) An agreement entered into pursuant to clause 36(a) may include provisions relating to rights of access to the books of the Company conferred by the Corporations Act or otherwise by law.

37 Accounts

The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act.

Schedule

Appointment of Proxy

Educate Plus

I/We _____

being a member/members of the abovenamed Company hereby appoint

of _____

or, in his or her absence

of _____

as my/our proxy to vote for me/us on my/our behalf at the meeting of the Company's members of the Company to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

This form is to be used *in favour of / *against the resolution

SIGNED _____

NAME _____

DATED _____

To be inserted if desired

Strike out whichever is not desired

CHAPTER RULES

1 Chapter Membership

- (a) A Chapter shall comprise not less than eight (8) individual Members of the Company who are located within a specified regional or geographical area or constituency as determined by the Board.
- (b) Members of the Chapter shall be drawn from this specified regional or geographical area or constituency.

2 Chapter Committee

- (a) The affairs of a Chapter shall be managed by a committee (Chapter Committee) which shall comprise at least eight (8) persons who are members of that Chapter.
- (b) Only voting members of a Chapter are eligible to nominate or be nominated for election to a Chapter Committee.
- (c) For the purposes of the Constitution the Chapter Committee will be considered to be a Directors' Committee referred to in clause 17 of the Constitution.
- (d) A Chapter Committee shall consist of the following Chapter officers who are each to serve a term of one (1) year:
 - (i) Chapter Chairman,
 - (ii) Chapter Deputy Chairman,
 - (iii) Chapter Honorary Secretary,
 - (iv) Chapter Honorary Treasurer, and
 - (v) At least four (4) other members or any other such number as approved by the Board from time to time.
- (e) Up to two (2) of the members of the Chapter Committee are to be a Chapter nominee or nominees for the position of Director of the Company.
- (f) Should a casual vacancy occur in the membership of the Chapter Committee, the Chapter Committee may appoint another member of the Chapter to the vacant position.
- (g) The Chapter Chairman and the Chapter Honorary Secretary (or their nominees) shall be ex-officio members of all Chapter sub-committees and may be counted for the purposes of a quorum at a Chapter sub-committee and shall possess all other rights in relation to Chapter sub-committees including the right to vote.

3 Chapter Committee Meetings

- (a) The Chapter Committee shall meet for the dispatch of business, adjourn and otherwise regulate its Chapter Committee Meetings as the members of the Chapter Committee deem fit provided that it shall meet on a minimum of four (4) occasions per annum.
- (b) For the purposes of Chapter Committee Meetings, a quorum shall consist of no less than half of the number of the members of the Chapter Committee.
- (c) Any member of the Chapter Committee who absents himself or herself from three (3) consecutive Chapter Committee Meetings shall forfeit his or her membership of the Chapter Committee unless he or she has obtained leave of absence from the Chapter Committee.
- (d) A resolution in writing signed by all members of a Chapter Committee, (including email signatures) shall be as valid and effectual as if it had been passed at a Chapter Committee Meeting duly convened and held. Such resolution may consist of several documents in like form each signed by one or more members of the Chapter Committee. The resolution is deemed to be passed upon the execution of the last signature.
- (e) The Chapter Committee may by way of a resolution passed by a majority of not less than three-fourths of members of the Chapter voting in person or by proxy at a Chapter Special Meeting of which not less than twenty-one (21) days' notice specifying the intention or proposing the resolution shall have been given, remove any member of the Chapter Committee before the expiration of his or her period of office and may by resolution passed by a majority of members of the Chapter voting in person or by proxy appoint another person in his or her place to hold office until the next annual election.
- (f) The continuing members of the Chapter Committee may act notwithstanding any vacancy in the Chapter Committee and if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum the continuing members of the Chapter Committee may act for the purpose of increasing their number to that number or summoning a Chapter Special Meeting but for no other purpose.
- (g) The Chapter Committee shall cause minutes to be made of all Chapter Committee Meetings including:
- (i) all appointments of Chapter Committee members made by the Chapter Committee,
 - (ii) the names of the members of the Chapter Committee present at each Chapter Committee Meeting and of any Chapter sub-committee, and
 - (iii) all resolutions and proceedings at all Chapter Meetings, Chapter Committee Meetings, and meeting of any Chapter sub-committees established under these Rules.
- (h) A majority of the duly elected members of the Chapter Committee shall constitute a quorum at a Chapter Committee Meeting.

(i) The Chapter Committee may appoint any member of the Chapter to a Chapter sub-committee as in its discretion it considers necessary or expedient and may co-opt other persons to any Chapter sub-committee and such persons are to act in an advisory capacity for any purpose which the Chapter Committee considers to be in the best interests of the Chapter and of the Company.

(j) The Chapter Committee may delegate any of its powers to a Chapter sub-committee consisting of such numbers of members as it thinks fit and any Chapter sub-committee so formed shall in the exercise of its powers so delegated conform to any regulations that may be imposed upon it by the Chapter Committee with the approval of the Board.

(k) All acts done by any meeting of the Chapter Committee, a Chapter sub-committee or any persons acting in good faith as a member of the Chapter Committee, or of a Chapter sub-committee, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such members acting as aforesaid or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a member of the Chapter Committee or Chapter sub-committee,.

4 Chapter elections

(a) At each Chapter AGM all members of the Chapter Committee shall retire from office but shall be eligible upon nomination for re-election.

(b) The term of office of members of the Chapter Committee shall commence and conclude on the date of the Chapter AGM.

(c) If the number of nominations received for the election of members to the Chapter Committee do not exceed the number of vacancies, the chair of the Chapter AGM shall declare such persons duly elected.

(d) If a sufficient number of nominees for election as members of the Chapter Committee is not received, the Chapter Committee shall be entitled to fill the remaining vacancies or any of them as though they were casual vacancies.

(e) If more candidates are nominated for the election of members to the Chapter Committee than the number of vacancies to be filled, then the election shall be conducted by way of secret ballot in the following manner:

(i) the Chapter Committee shall appoint a returning officer and two (2) scrutineers none of whom shall be a candidate in the ballot.

(ii) the returning officer shall be given a list of Chapter members eligible to vote such list to be certified by the Chapter Honorary Secretary or his or her representative as containing the names of all financial Chapter members as the date proposed for the Chapter AGM.

- (iii) the returning officer shall be provided with sufficient ballot papers for the conduct of the ballot.
 - (iv) before issuing the ballot papers to Chapter members the returning officer shall place his or her initials on the back of each ballot paper to be issued.
 - (v) prior to the declaration of the ballot the returning officer satisfy himself or herself that only those papers bearing the returning officer's initials have been used for the ballot.
 - (vi) the election of Chapter Officers shall take place at the Chapter AGM, and include the election of a nominee(s) for appointment as a Director of the Board.
 - (vii) at the conclusion of the Chapter AGM, the nominee/s for the position of Director/s shall be sent to the CEO for noting.
 - (viii) the period for which the ballot shall remain open shall be not less than seven (7) days and shall close thirty (30) minutes after the scheduled time for the commencement of the Chapter AGM.
 - (ix) before any ballot is open the returning officer shall be satisfied that the ballot box is empty and then he or she shall lock it. He or she will personally retain the key to the ballot box during the period of the ballot.
 - (x) every member of the Chapter entitled to vote shall receive a ballot paper together with all appropriate instructions either:
 - (A) delivered to him or her personally , or
 - (B) posted to him or her at his or her registered address.
- not less than 21 days prior to the close of the ballot .
- (xi) the method of voting shall be by the Chapter members striking out the name or names of those candidates for whom he or she does not wish to vote and marking the ballot paper so that the Chapter member leaves uncanceled the names of candidates equal in number to the vacancies to be filled.
 - (xii) after so marking the ballot paper the Chapter member may deposit his or her paper in the ballot box or may post it to the returning officer in the addressed envelope supplied so that it reaches the returning officer prior to the close of the ballot.
 - (xiii) immediately upon the closing of the ballot at the Chapter AGM the returning officer and scrutineers shall retire and count the votes.
 - (xiv) The required number of candidates receiving the greatest number of votes shall be elected and the result of the ballot shall be declared by the returning officer.

- (xv) in the event of a tie the issue shall be decided by the vote for those Chapter members present at the Chapter AGM in person or by proxy.
- (xvi) the ballot papers shall remain sealed in the custody of the returning officer for 60 days after the declaration of the ballot and shall be available to the Chapter Committee in the event of a dispute arising in respect of or out of the ballot.
- (xvii) after a period of 60 days the ballot papers shall be destroyed by the returning officer.

5 Nominations for election to Chapter Committee

- (a) Nominations for election to the Chapter Committee shall be sought 42 days before the date of the Chapter AGM and shall:
 - (i) be made in writing,
 - (ii) include the signature of both a proposer and a seconder, and
 - (iii) be accompanied by the consent in writing of the nominee initiating his or her willingness to serve as a member of the Chapter Committee if elected.
- (b) Such nominations shall be delivered to the Chapter Honorary Secretary not less than 21 days prior to the Chapter AGM.
- (c) Chapters must hold their AGMs before 15 March each year. As the Rules anticipate the holding of the Company's AGM in March each year, it is recommended that Chapters conduct their Chapter AGM by 31 December of each year in order to facilitate the process of nominations in accordance with Company rules. The exception to this is the New Zealand Chapter given certain logistical difficulties involved in holding a Chapter AGM at this time .
- (d) Nominations for Chapter officer positions, including nominations for appointment as Directors of the Company, must be received by the Chapter Secretary 28 days prior to the Chapter AGM. . So, calls for Chapter positions need to be made at least 42 days before the Chapter AGM to allow a minimum 14 days for nominations to be sent to the Chapter Secretary.
- (e) Notification of the Chapter AGM must be sent out 21 days prior to the date of the Chapter AGM and must include the nominations for the officer position nominations.

6 Annual General Meeting of Members

- (a) A meeting of members called the Chapter Annual General Meeting (Chapter AGM) shall be held between 1 November and 31 December each year both dates inclusive at such time and place as the Chapter Committee shall nominate.
- (b) The Chapter AGM shall be held at the discretion of the Chapter Committee and at such time and place and subject to such notice as the Chapter Committee shall determine.

(c) Chapter Special Meetings of members may be called by the Chapter Committee or by the Chapter President at any time and shall be called by the Chapter Chairman and Chapter Honorary Secretary for such purposes as these Rules provide and upon the written request of not less than one-fifth of the members of the Chapter.

(d) All business transacted at Chapter Special Meetings shall be deemed to be special business.

7 Proceedings at Chapter AGMs

(a) The business of the Chapter AGM shall be the following:

(i) to confirm the minutes of the last preceding Chapter AGM, no discussions being permitted thereon except as to their accuracy as a record of proceedings of that meeting,

(ii) to receive the Chapter Chairman's Report and the financial statements of the Chapter for the last preceding year.

(iii) to declare elected members elected to the Chapter Committee as provided in these Rules,

(iv) to transact special business of which not less than 30 days' prior notice shall have been given to the Chapter Honorary Secretary,

(v) to transact any other business the Chapter AGM may think fit to be transacted as ordinary business, and

(vi) to hand over to the incoming Chapter Chairman.

(b) At the conclusion of the Chapter AGM, the Chapter's nominee/s for the positions of Director/s shall be sent to the CEO to be noted.

8 Notice of Chapter meetings

(a) Except as otherwise provided in these Rules not less than:

(i) seven (7) days' notice shall be given of a Chapter Committee meeting,

(ii) 21 days' notice shall be given of a Chapter AGM,

(iii) 21 days' notice shall be given of a Chapter special meeting, and

(iv) in the case of special business, 21 days' notice shall be given of the general nature of that business in the manner hereinafter mentioned to all members of the Chapter.

(b) Notwithstanding the foregoing, with the consent of all the members of the Chapter entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members of the Chapter think fit.

(c) The Secretary of the Company shall be deemed to be a member of the Chapter for the purpose of notices required or given in pursuance of these Rules.

(d) A notice required under these Rules may be served by the Chapter upon any member of the Chapter either personally or by sending it through the post in a prepaid envelope addressed to such member of the Chapter at his or her address as entered in the records of the Chapter or by sending it to the fax number or electronic address (if any) nominated by the member of the Chapter. Any such notice so posted shall be deemed to have been served at the expiration of 24 hours after posting. When a notice is sent by fax or other electronic means service of the notice shall be deemed to have been given on the Business Day on which it was sent. The accidental omission to give or the non-receipt of any notice of a Chapter meeting to any member of the Chapter shall not invalidate any business transacted at any Chapter meeting.

9 Voting at Chapter meetings

At any properly convened meeting of members of a Chapter and unless otherwise provided in these Rules:

(a) All questions for determination shall be decided by a majority of the votes of those members of the Chapter present and those persons voting by registered proxy.

(b) Only voting members of the Chapter shall be eligible to vote.

(c) Every member of the Chapter shall have one (1) vote.

(d) Members of the Chapter may be represented by proxy provided that their proxy forms is in accordance with Schedule 2 of the Constitution are lodged with the Chapter Honorary Secretary at least 48 hours before the time for the Chapter meeting.

(e) At a Chapter AGM or a Chapter Special Meeting a resolution put to the vote of the Chapter meeting shall be declared on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chair of the Chapter meeting or by at least two (2) members of the Chapter in person or by proxy.

(f) If a poll is duly demanded it shall be taken in such manner as the chair of the Chapter meeting directs and unless the Chapter meeting is adjourned the result of the poll shall be deemed to be the resolution of the Chapter meeting at which the poll was demanded.

(g) Unless in accordance with these Rules a poll is demanded a declaration by the chair of the Chapter meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of the Chapter meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(h) A demand for a poll may be withdrawn.

10 Accounts and finances

Financial management arrangements for each Chapter shall take the following form:

- (a) By September each year each Chapter shall submit to the Board for its approval a Chapter Annual Operating Budget.
- (b) Approved Chapter Annual Operating Budgets will be sub-ledgered within the Company accounts.
- (c) All Chapter expenses will be incurred and validated locally and then forwarded to the CEO for payment.

11 Amendments to Chapter Rules

No new Chapter Rules shall be made altered or rescinded except by resolution of the Board.

12 Interpretation of Chapter Rules

In the event of any difference of opinion as to the interpretation of any provisions in these Chapter Rules or in the event of a requirement for a decision on any matter not especially provided for by these Chapter Rules the matter shall be referred to the Board and its decision shall be conclusive and binding.

13 Discontinuance of Chapter

- (a) A Chapter shall cease to be a Chapter of the Company:
 - (i) if it ceases to have at least eight (8) members, or
 - (ii) if the Board withdraws the authority upon which the Chapter was established.
- (b) In the case of the discontinuance of a Chapter, all property, effects, assets, books of account and records used, held or established by the Chapter under these Chapter Rules shall thereupon be transferred to the Company in such manner as the Board shall determine.
- (c) In the event of the dissolution of the Company, the surplus assets of the Company (if any) shall be dealt with in accordance with clause 4 of the Constitution.

Board Rules

1 Definitions

In these Rules:

- (a) AGM means the relevant Annual General Meeting of the Company.
- (b) CEO means the Chief Executive Officer of the Company.
- (c) Company shall mean Educate Plus.
- (d) Constitution means the constitution of Educate Plus.
- (e) Director shall mean a director of the Company.
- (f) All other expressions have the same meaning as ascribed to them in the Constitution.

2 Code of Conduct

- (a) The Code of Conduct may from time to time be amended by the Board and, as amended, be promulgated by the Board and published to Members.
- (b) Every Director shall be bound to accept and in the execution of advancement of education activities abide by the standards of practice and conduct expressed in the Code of Conduct as amended from time to time.
- (c) The Board has the power to appoint an Ethics Committee to decide on matters related to the Code of Conduct.

3 Nomination of Directors from Chapters

- (a) The Chapter Committee of each Chapter of the Company shall be entitled to nominate up to two (2) members of that Chapter Committee to be a Director for the purposes of sub-clause 9.1 of the Constitution.
- (b) Each appointee shall take office upon the retirement of the Director previously nominated by that particular Chapter and shall hold office in accordance with sub-clause 9.1 of the Constitution.
- (c) These nominees for appointment to the Board will be put to a vote of Members of the Company at an AGM.
- (d) At the AGM of the Company (which must be held by the end of March each year) the names of the nominees must be presented to the Members for approval as a group and the approval will be by majority vote.
- (e) Those nominating for a position as a Director must obtain the relevant form from the CEO or his/her nominee. The form must contain a proposer and seconder (both of which must be

Members of the Chapter Committee of the relevant Chapter) and must also be signed by the nominee. Attached to the form must be a brief curriculum vitae of the nominee outlining the experience and areas of expertise which the nominee brings to the Board.

(f) On the formation of a new Chapter, its Chapter Committee shall be entitled to nominate up to two (2) members of its Chapter Committee to be Directors of the Company.

4 Responsibilities of Directors

(a) Beyond the responsibilities specified in the Constitution and under the Corporations Act 2001 (Cth), the Company specifies that Directors have responsibility to the Company, its Board and to its Members.

(b) Once the Board has reached a decision about an issue or passed a motion, it is binding on all Directors who are then required to uphold that decision as part of Board corporate responsibility.

(c) If a Director publically contradicts a Board decision or undermines a decision of the Board either verbally or in writing, the Director will be in breach of the Director's responsibilities and may be sanctioned by the Board.

(d) In extreme cases, a Special General Meeting may be called in order to seek the approval of the Members for the removal of a Director from the Board.

(e) All Directors are required to participate as members of one or more Board Committees as well as fulfil their normal roles as Directors.

5 Conduct of AGM

(a) Notification of the AGM must be circulated no later than 21 days prior to the date, which itself must be by the end of March each year.

(b) The agenda for the AGM is to be decided by the Chairman of the Board in consultation with the CEO but must contain at least the following:

(i) the Minutes of the previous AGM,

(ii) the Chairman's or Directors' Report,

(iii) a presentation of the audited accounts for approval by Members,

(iv) a recommendation regarding the remuneration of the Company Auditor,

(v) a recommendation for the appointment of the Company Auditor for the ensuing year, and

(vi) a presentation of the nominated Members for election as Directors.

6 Frequency of Directors' Meetings

- (a) The Board shall meet for the dispatch of business, adjourn and otherwise regulate its Directors' Meetings as the Directors shall determine but generally meet not less than three (3) times each year.
- (b) The Board may vary the number of Directors' Meetings each year as it so determines, but it is anticipated that there will be three (3) face-to-face Directors' meetings each calendar year and two (2) Directors' teleconferences.
- (c) As a general rule the majority of face-to-face Directors' Meetings will be held in Sydney, Melbourne or Brisbane but may be held elsewhere by decision of the Board.
- (d) There is no strict system for the rotation of Directors' Meetings.
- (e) The AGM will be held at the same time at one of these Directors' Meetings, the location of which will rotate around the Chapters.
- (f) Upon the requisition of any three (3) Directors, the Chairman and the Honorary Secretary shall call a Directors' Meeting which must be held within 30 days of such requisition.

7 Organisation of Directors' Meetings

- (a) Organisation of Directors' Meetings will be the responsibility of the CEO and his or her staff.
- (b) Once the Board has decided upon the location of the next face-to-face Directors' Meeting, the CEO will make the arrangements for the Directors' Meeting venue, refreshments, administrative support and Directors' accommodation.
- (c) Directors shall be responsible for their own travel arrangements but are expected to attend to remain in attendance during the entire Directors' Meeting and so should not make departure flight bookings prior to 3pm on the last day of the Directors' Meeting.
- (d) Directors' Meetings will generally take place on Saturday and Sunday, commencing at 11am Saturday and finishing at 1pm on Sunday.
- (e) If a Director is unable to attend a Directors' Meeting in person the Director may appoint a proxy notice of which should be forwarded to the CEO in writing at least 48 hours prior to the scheduled commencement time of the Directors' Meeting.
- (f) A Director may also appoint an Alternate Director for a specified period of time if there are reasons which will prevent the Director acting as a Director for that period of time (such as travel or illness). Such notification must be in writing and forwarded to the CEO.
- (g) It is usual that a social gathering will be held on the Saturday evening of a Directors' Meeting which Directors are expected to attend if possible. The social gathering will be organised by the CEO and his/her staff or by the local Chapter Committee. Directors' costs for the social gathering (but not those of guest of the Director) will be covered by the Company.

8 Conduct of Directors' Meetings

- (a) The Chairman will call for agenda items from Directors four (4) weeks prior to the date of the next Directors' Meeting and agenda items should be sent to both the Chairman and the CEO.
- (b) The Agenda for Directors' Meetings is set by the Chairman in consultation with the CEO.
- (c) All items which are included on the agenda for a Directors' Meeting will be for noting only unless the agenda item is accompanied by a Briefing Paper prepared by the sponsor of the agenda item.
- (d) Briefing papers are to be sent to the Company Secretary no later than two (2) weeks prior to the scheduled commencement date of the Directors' Meeting.
- (e) The Minutes Secretary will collate the agenda and attached papers and forward the material in electronic form to Directors 10 days prior to the scheduled commencement date of the Directors' Meeting.
- (f) Subject to the Chairman of the Board's discretion (who has the final say on the conduct and procedures of the Directors' Meeting) at the commencement of a Directors' Meeting a Director may request that an additional item be included and spoken to.
- (g) The minutes of the Directors' Meeting are the responsibility of the Chairman of the Board and Minutes Secretary.
- (h) The Minutes Secretary shall prepare the minutes as soon as possible after the Directors' Meeting but in any case within two (2) weeks of the Directors' Meeting.
- (i) The Chairman shall read and approve the Directors' Meeting minutes at which time they become the 'Minutes as Approved by the Chairman'.
- (j) The 'Minutes as Approved by the Chairman' shall be circulated to Directors no later than three (3) weeks following the Directors' Meeting.
- (k) The Directors' Meeting shall be chaired by the Chairman whose word in all matters relating to the process and conduct of the meeting shall be final (See sub-clause 8.8 of the Constitution).
- (l) At the Directors' Meeting Directors should direct all comments and discussions through the Chairman and should be respectful of the Chairman's position as well as the positions of other Directors.
- (m) It is anticipated that the Chairman will serve for a period of two (2) years (subject to election by the relevant Chapter Committee). This is not a constitutional point but an area of guidance and good governance.
- (n) The Immediate Past Chairman should he or she so choose, may step down from the Board after one (1) year in that role.

9 Chapters

- (a) A Chapter shall conduct its affairs and programs in accordance with the Constitution, Chapter Rules and such other directions and limitations declared by the Board.
- (b) The Board shall have the power to amend the Chapter Rules and define the powers and responsibilities of and otherwise exercise control over Chapters.
- (c) The Board may in its discretion authorise the formation of a Chapter in pursuance of the Company's objects stated in sub-clause 5.3 of the Constitution and:
 - (i) grant to a Chapter the right to exist and function as such so long as the Board deems fit, and
 - (ii) grant to a Chapter the right to exist and function as a Chapter, notwithstanding the fact that it operates outside Australia, provided the Board is satisfied that the Chapter has appropriate legal form in the relevant jurisdiction and can ensure compliance with the Chapter Rules.
- (d) The Board may in its discretion from time to time prescribe regional, geographical or other limits in area or constituency of the membership of a Chapter.
- (e) Application to the Board for approval to form a Chapter may be made by 15 or more Members of the Company who are able to meet the objects for the establishment of a Chapter as set out in sub-clause 5.3 of the Constitution.
- (f) The Board may at any time and in its sole discretion withdraw authority from a Chapter to operate at which time the Chapter ceases to be a Chapter.
- (g) Should a Chapter receive a gift of assets or funds from a donor stipulating:
 - (i) the regional or geographical area within which they are to be used, and
 - (ii) the manner and purpose for which they are to be usedsuch gift must be used by that Chapter in strict accordance with the donor's stipulations,
- (h) In circumstances where a Chapter has ceased to be in existence the Board shall in its sole discretion apply such assets and funds to the purpose of the Company within that regional or geographical area.

10 Overseas Chapters

If the company, Educate Plus Ltd, operates an account for an overseas Chapter, the funds held in that account are to be used solely for the purposes of the overseas Chapter, as determined by the overseas Chapter Committee.

Code of Conduct

This code sets out the fundamental principles regarding the professional conduct of all members of Educate Plus as well as guidelines to which members are expected to adhere in their relationships with their institutions, fellow members and donors.

While Educate Plus cannot control the activities of the institutions where members work, members should ensure to the best of their professional ability that those institutions conform to legal requirements laid down by national and state legislation and general standards of acceptable conduct.

Such requirements are likely to include:

- a governing body which meets legal requirements
- implementation of approved accounting procedures
- publication of formally audited accounts at prescribed levels
- registration under appropriate regulations
- compliance with any and all other relevant rules and regulations.

There are some areas of activity which have not been officially prescribed but where community expectations are generally known. It is the responsibility of members to adhere to these expectations and to encourage institutions to do likewise. The general theme of these expectations is that institutions will be transparent in their policies, actions and reporting in fundraising. They include:

- inclusion in financial statements of sufficient information to enable informed judgments to be made
- provision of an accounting of all income received and fundraising costs incurred
- application of the major portion of total income to the institution's programs and directly related activities•
- application of the major proportion of funds raised in a specific campaign to the programs so promoted
- maintenance of fundraising costs to a minimum and within acceptable limits (see Fundraising Costs)
- a management structure which ensures that all aspects of fundraising and disbursement of funds raised are effectively controlled.

ACCOUNTABILITY AND DISCLOSURE

Members of Educate Plus shall:

- see themselves as accountable to the councils, boards, CEOs and others which they serve, the donors and the wider institutional community.
- fully and accurately account to councils and boards for all income earned and all costs incurred by programs under the member's control. Cost figures should include direct and indirect costs, and be reported against income sources.

PUBLICITY AND INFORMATION MATERIALS

Members of Educate Plus shall ensure that:

- publicity and information materials are accurate, truthful and not misleading in any way
- information includes a clear description of programs and activities for which funds are requested
- fundraising and information materials are part of a positive campaign of building awareness, understanding and support
- all fundraising and information materials clearly identify the institution and the programs and activities for which funds are requested, and do not comment on other institutions
- overall fundraising literature and promotional material is in keeping with the aims and directions of the benefiting institution
- publicity and information materials comply with privacy laws and policies.

IDENTIFICATION OF INSTITUTION

Members of Educate Plus shall ensure that:

- A minimum level of disclosure is applicable to all fundraising programs whether through direct marketing, public appeals, or special events:
- full name of institution
- full address
- institution logo/crest
- details to confirm bona fide of the institution.
- Supporting documentation for seeking philanthropic gifts should include:

- the names of the institution, or board members and members of the appeal committee
- contacts for queries
- the total amount to be raised
- the time frame for the appeal or other philanthropic program.

CONFIDENTIALITY

Members of Educate Plus shall ensure that:

- they safeguard privacy rights and confidential information concerning data held on donors and prospective donors
- they recognise they are in positions of trust. They must not disclose information which could cause any embarrassment, harm or discredit to their institutions or their communities, including:
 - financial information
 - donor names (whether individuals, groups, corporations or philanthropic trusts) and mailing lists or information provided in confidence by colleagues
 - security access codes or passwords into computer systems.

Lists, records and documents acquired in the service of current or former employers shall be held confidential at all times and left intact when the relationship between the member and the institution comes to an end.

FUNDRAISING COSTS

All institutions cannot be judged equally but all should aim for levels of cost which are generally acceptable within the profession and by informed members of the community. Due regard must be given to the nature of the cause, the stage of development of the institution and the type of fundraising program used.

In capital fundraising appeals, as distinct from ongoing budget fundraising activities, costs in the area of 15 to 20 cents in the dollar raised would be regarded as high, around 10 to 15 cents as acceptable and 5 cents would be low.

In direct mail (annual) appeals, costs will vary but for a mature program in a well established institution costs up to 35 cents per dollar raised would be acceptable. At the other end of the scale in the case of a relatively young institution or in donor acquisition costs approximating 100 percent and sometimes higher would not be unusual. Some fundraising costs (e.g. bingo, major lotteries) are determined by legislation or statutory regulation. These are to be observed at all times.

TELEPHONE FUNDRAISING/TELEMARKETING

In the use of the telephone in fundraising practice, members should be aware of and comply with legislation regarding telemarketing. They should also comply with certain basic considerations:

- telephone calls should be made only at reasonable hours. Generally these are (i) not before 8am and not after 8.30pm; and not (ii) on major public holidays
- callers must appreciate that they may have interrupted during an emergency or some personal activity and should offer to call back at a more convenient time
- callers must provide the persons called with a clear opportunity to accept or decline the invitation or offer. Consent to mail material should never be assumed
- a refusal of the invitation or offer must always be accepted by the caller, courteously and promptly
- calls should not be made under false pretences or in the guise of research or market survey when the intent of the call is to sell or seek gift money
- recorded messages in any form should not be used unless the person called is made aware that it is a recorded message and has the ability to clear the line promptly
- callers must at all times answer directly or arrange responses for all questions put to them
- volunteer callers should receive appropriate training in telemarketing principles and practices.

ELECTRONIC AND WEB-BASED FUNDRAISING

In the use of electronic communications and the world wide web in fundraising practice, members should be aware of and comply with relevant legislation, and at all times seek to protect the interests and privacy of individuals interacting with their web site. They should also comply with certain basic considerations:

- the organisation's identity should be clearly displayed on the organisation's web site
- online transactions should be conducted through a system that employs high-level security technology to protect the donor's personal information for both internal and external authorised use
- organisations should provide either an 'opt in' or 'opt out' mechanism to prevent unsolicited communications
- organisations should provide a clear and easily accessible privacy policy on its website telling visitors, at a minimum, what information is being collected, how this information will be used and who has access to the data
- organisations should provide both online and offline contact information.

GENERAL FUNDRAISING PRACTICES

Subject to the Code of Ethics and Professional Conduct, nothing shall restrict members' activities in working with any educational institution. Members shall place their professional responsibilities before their own personal interests in serving their institutions. Members shall recognise and discharge to the best of their abilities all obligations to the institutions they serve in matters of internal management and administration.

Members shall actively encourage their institutions to establish and exercise controls for the protection of the institutional community, the donors, the beneficiaries of funds being sought and received as well as for staff, volunteers, consultants, contractors and members of all affiliated and controlled entities.

Controls should also be established and exercised to ensure the security of all gifts received. Donors' requests to have money allocated to specific purposes and requests that contributions remain confidential shall be observed and honoured.

Fundraising activities shall at all times be conducted without the use of pressure, harassment, intimidation or coercion. Membership of the Association is not available to institutions or individuals who enter arrangements whereby commissions are paid on funds raised. This practice is unacceptable in educational philanthropy around the world, in large part because it may adversely affect relationships between institutions, advancement professionals and prospective donors.

Members shall make full disclosure to their institutions if requested to do so, to potential donors, of any and all relationships which may pose, or appear to pose, possible conflicts of interest.

It is inherent in the practice of fundraising that the wishes of the donor and the beneficiary are inviolate and the right to be neither giver nor receiver must be respected.

Members responsible for the management, including investment, of funds held in trust by their institution should be aware of the Prudent Person Rule and its implications for trustees. Key principles dictate that trustees have a duty to:

- exercise the powers of a trustee in the best interests of all present and future beneficiaries of the trust
- invest trust funds in investments that are not hazardous or speculative
- act impartially towards beneficiaries and different classes of beneficiaries
- take professional financial advice.

Members should be aware that long-term investment and management of funds by a Development Office is not a desirable practice. Investment activities in general should be conducted at a different organisational level and one that is completely isolated from the solicitation office.

PROFESSIONAL CONDUCT REVIEW AND ETHICS COMMITTEE

The Association is required under its Constitution to establish and maintain high standards of ethics and practice for its members. Membership of the Association is dependent on the observance of the Codes of Ethics and Conduct, and the Association enforces these codes, where necessary, by cautions or warnings, or by suspending or withdrawing membership rights and privileges.

The Board is required to have a standing committee which deals with issues relating to the Code of Conduct. This standing committee (the Ethics Sub -Committee) will comprise the Chair of the Governance Committee and two other Directors. Members of this Sub-Committee are expected to hold their positions for two years, all other conditions prevailing.

Any complaint about the behaviour of a member of Educate Plus may be made to either the Chapter of which that person is nominally a member, or to the Board, through the CEO. A complaint made at the Chapter level must be referred immediately to the CEO, who will report the matter to the Directors. The Chair of the Ethics Sub-Committee will then convene a meeting of the other members of the Committee (either face to face, or by teleconference) in order to consider the complaint and make their recommendation.

The recommendation can be that:

- no further action be taken
- there is no substance to the allegation
- the member be cautioned that a repetition of such conduct may lead to further action
- the member be reprimanded
- the membership be withdrawn for some period of time
- the membership be cancelled.