



CONSTITUTION

May 2024

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CONSTITUTION
of the
AUSTRALASIAN COLLEGE OF ROAD SAFETY LIMITED

1. NAME

1.1 The name of the organisation is the Australasian College of Road Safety Limited.

2. TYPE OF COMPANY

2.1 The ACRS is a not-for-profit company limited by guarantee which is established to be, and to continue to operate as, a charity.

3. POWERS

3.1 Subject to rule 6, the ACRS has the following powers, which may only be used to carry out its vision, purpose and objectives, as set out in rule 5:

- (a) the powers of an individual; and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

4. DEFINITIONS AND INTERPRETATION

4.1 In this Constitution, unless the contrary intention appears:

- **“ACNC Act”** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
- **“ACRS”** means the Australasian College of Road Safety Limited;
- **“Acts”** means, as applicable, either or both of the Corporations Act and the ACNC Act;
- **“Annual General Meeting”** means an annual general meeting of the ACRS held in accordance with this Constitution and the Acts;
- **“Corporations Act”** means the *Corporations Act 2001* (Cth);
- **“Council”** means all or some of the Council members acting as a board;
- **“Councillor”** or **“Council member”** means a director of the ACRS;
- **“Financial Year”** means the year ending on the last day of December;

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- **“General Meeting”** means a general meeting of Members convened in accordance with this Constitution and the Acts;
 - **“Member”** means a member of the ACRS;
 - **“President”** means the person holding office under this Constitution as the president of the ACRS. The President is the chair of the board of the ACRS;
 - **“Registered Charity”** means a charity that is registered under the ACNC Act;
 - **“Regulations”** means any applicable regulations made under the Acts;
 - **“Secretary”** means the person fulfilling that role as described in rule 12.3;
 - **“Surplus Assets”** means any assets of the ACRS that remain after paying all debts and other liabilities of the ACRS, including the costs of winding up;
 - **“Special General Meeting”** means a special general meeting of the ACRS held in accordance with this Constitution; and
 - **“Vice-President”** means a person holding office under this Constitution as a vice-president of the ACRS. A Vice-President is a deputy chair of the board of the ACRS.

4.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) headings are for ease of reference only and do not affect interpretation;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to A\$, \$A, \$ or dollar is to Australian currency;
- (f) a reference to time is a reference to the time in the Australian Capital Territory, Australia;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other instruments made under it and consolidations, amendments, re-enactments or replacements of any of them;
- (h) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions; and
- (i) the word “present” in the context of a person being present at a meeting includes participating using technology approved by the Council in accordance with this Constitution.

5. VISION, PURPOSE AND OBJECTIVES

- 5.1 The vision of the ACRS is elimination of fatal and serious injury on the road.
- 5.2 The purpose of the ACRS is to support its Members in their efforts to eliminate serious road trauma through knowledge sharing, professional development, networking and advocacy.
- 5.3 The objectives of the ACRS are:
- (a) To promote and advocate policies and practices that support a harm elimination agenda within society.
 - (b) To share road safety knowledge and promote further research and evaluation to deepen the road safety knowledge base.
 - (c) To promote and support professional development, institutional strengthening and networking in pursuit of its overall objective.
 - (d) To promote a collegial and collaborative climate amongst all those with responsibilities for and working in road safety.
 - (e) To improve relative safety outcomes for vulnerable demographic and user groups within the community.
 - (f) To promote post-crash policies and practices which support its other objectives.
 - (g) To promote road safety as a critical organisational objective within government, business and the community.

6. NOT-FOR-PROFIT

- 6.1 The ACRS must not distribute any income or assets directly or indirectly to its Members, except as provided in rule 6.2.
- 6.2 Rule 6.1 does not stop the ACRS from doing the following things, provided they are done in good faith:
- (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the ACRS;
or
 - (b) making a payment to a Member carrying out the ACRS' charitable purposes.

7. MEMBERSHIP

7.1 Membership Classes

7.1.1 There will be the following classes of membership of the ACRS:

- (a) Individual;
- (b) Corporate (including the Community Organisation class and the Diamond class); and
- (c) such other classes determined by the Council and provided in the Membership Policy.

7.1.2 The levels and qualification criteria for each class of membership will be as provided in the Membership Policy.

8. MEMBERSHIP & JOURNAL SUBSCRIPTION FEES

8.1 The annual membership/journal subscription fees of the ACRS will be determined by resolution of the Council.

8.2 The annual membership fee for each financial year:

- (a) must be published on the ACRS website not less than 30 calendar days before that membership fee will start to become payable by Members; and
- (b) is payable by the membership renewal date.

9. MEMBERS' LIABILITIES

9.1 The liability of a Member to contribute toward the payment of the debts and liabilities of the ACRS or the costs, charges and expenses of the winding up of the ACRS is limited to the amount, if any, unpaid by the Member in respect of membership of the ACRS as required by rule 8.

10. REGISTER OF MEMBERS

10.1 The Secretary of the ACRS must establish and maintain a register of Members. The register of Members may be electronic, and must contain the information listed below.

- (a) For each current Member:
 - (i) name;
 - (ii) physical and email address;
 - (iii) any alternative address nominated by the Member for the service of notices; and
 - (iv) date the Member was first recorded on the register.
- (b) For each person who ceased to be a Member in the last 7 years:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices; and
 - (iv) date their membership ended.
- (c) The ACRS must give current Members access to the register of Members.
- (d) Information that is accessed from the register of Members must only be used in a manner relevant to the interests or rights of Members and subject to any limitations or obligations reasonably imposed by the ACRS.

11. DISCIPLINING MEMBERS

11.1 If the Council is of the opinion that a Member:

- (a) has persistently refused or neglected to comply with a provision of the Constitution or ACRS policies (including the Membership Policy and the Website Terms of Use, as published on the ACRS website); or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the ACRS (which may include persistently or wilfully acting contrary to the ACRS' vision, purpose and objectives),

the Council may, by resolution:

- (c) expel the Member from the ACRS; or

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- (d) suspend the Member from the rights and privileges of membership of the ACRS for a specified period determined by the Council.

11.2 A resolution of the Council under rule 11.1 comes into effect only after:

- (a) the disciplined Member is served a notice under rule 11.3;
- (b) the Council complies with the requirements of that notice;
- (c) the Council confirms the resolution at a Council meeting between 14 and 28 days after service of the notice; and
- (d) any processes required by rules 11.4 to 11.7 have taken place.

11.3 If the Council passes a disciplinary resolution under rule 11.1, the Secretary must, as soon as practicable, serve a written notice on the Member:

- (a) setting out the resolution of the Council and the grounds on which it is based;
- (b) stating that the Member may address the Council at a meeting to be held between 14 and 28 days after service of the notice;
- (c) stating the date, place and time of the meeting; and
- (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at the meeting; and
 - (ii) submit to the Council at or before the date of that meeting written representations relating to the resolution.

11.4 Subject to the Acts, at a meeting of the Council mentioned in rule 11.2, the Council must:

- (a) give the Member mentioned in rule 11.1 an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Council by that Member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the Council made under rule 11.1.

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- 11.5 If the Council confirms a resolution under rule 11.4, the Secretary must, within 7 days after that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under rule 11.7.
- 11.6 A resolution confirmed by the Council under rule 11.4 does not take effect:
- (a) until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
 - (b) if within that period the Member exercises the right of appeal – unless and until the ACRS confirms the resolution in accordance with rule 11.7.
- 11.7 Right of appeal of a disciplined Member
- (a) A Member may appeal to the ACRS in a General Meeting against a resolution of the Council that is confirmed under rule 11.4, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
 - (b) On receipt of a notice under rule 11.7(a), the Secretary must notify the Council which must call a General Meeting of the ACRS to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
 - (c) Subject to the Acts, at a General Meeting of the ACRS called under rule 11.7(b):
 - (i) no business other than the question of the appeal may be transacted;
 - (ii) the Council and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (iii) the Members present must vote by secret ballot on the question of whether the resolution made under rule 11.4 should be confirmed or revoked.
 - (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 11.4, that resolution is confirmed.

12. COUNCIL

12.1 Name, Constitution and Powers of the Council

- (a) For the purposes of the Corporations Act, the members of the Council (Councillors) are the directors of the ACRS.
- (b) The Council, subject to the Acts, the Regulations, this Constitution, and to any resolution passed by the ACRS in a General Meeting:
 - (i) controls and manages the affairs of the ACRS;
 - (ii) may exercise all functions that may be exercised by the ACRS other than those functions that are required by this Constitution or the Acts to be exercised by the ACRS in a General Meeting;

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- (iii) has power to perform all acts and do all things that appear to the Council to be necessary or desirable for the proper management of the affairs of the ACRS;
 - (iv) must ensure that the policies and decisions of the ACRS are put into effect, and will carry out the affairs of the organisation between General Meetings; and
 - (v) may at any time conduct a vote regarding any matter.

12.2 Council Elections, Term of Office, Vacancies, Quorums and Procedures of Meetings

- (a) Elections to membership of the Council will take place at the Annual General Meeting.
- (b) Subject to rule 12.2(c), the Council will consist of a maximum of 10 members, comprised of:
 - (i) up to six elected members (including the President/Chair, the Secretary, and two Vice-Presidents/Deputy Chairs);
 - (ii) if, in the second year of their term, a President provides notice they will not run for election to the Council again, a seventh elected member, who is the President-Elect;
 - (iii) two representatives of the Chapter & Network Committee; and
 - (iv) subject to rule 12.2(c), the CEO.
- (c) The CEO will not have any voting rights in relation to any matter to be considered or decided by the Council. The CEO's membership of the Council will be limited to:
 - (i) attending Council meetings, reporting to the Council on matters concerning the ACRS' operations, and having input into Council discussions and deliberations;
 - (ii) having access to information generally made available to Council members; and
 - (iii) any other matters agreed by the Council.
- (d) If the Council identifies a skill gap among its number and there are fewer than 10 members of the Council, it may nominate someone who is not a Member to become a member of the Council. If elected to membership of the Council, a person so nominated will become a Member within 30 days after being elected to the Council.
- (e) Corporate Members may not be members of the Council in their corporate capacity. However, subject to rule 12.2(f), a person nominated by a Corporate Member may be elected to the Council as though that person was an Individual Member.

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- (f) If a person is nominated to the Council by a Corporate Member in accordance with rule 12.2(e), and the Corporate Member advises the ACRS that that person is no longer a representative of the Corporate Member during that person's term on the Council, that person will also cease to be a member of the Council unless they become an Individual Member within seven days after ceasing to be a representative of the Corporate Member (in which case they will continue on the Council as an Individual Member).
- (g) The office bearers (President/Chair, two Vice-Presidents/Deputy Chairs, the Secretary and, when applicable, a President-Elect) will be chosen from among the seven elected Councillors.
- (h) Councillors will elect the office holders of the ACRS immediately after, or within three weeks of, the Annual General Meeting.
- (i) Six members of the Council will constitute a quorum and, unless otherwise specified in the Constitution, decisions will be by majority of those present and voting.
- (j) The Chapter & Network Committee will appoint two representatives to be Councillors. For the inaugural appointment of the Chapter & Network Committee representatives to the Council, one of the representatives will be appointed for a two year term, and the other representative will be appointed for a one year term. Following the inaugural appointments and terms, the standard term of office of two years will apply. If a Chapter Chair or Network Chair is elected as Councillor pursuant to rule 12.2(b)(i):
- (i) they must immediately resign from their position as Chapter or Network Chair and that Chapter or Network must appoint a new Chair; and
 - (ii) if they are also a representative of the Chapter & Network Committee appointed under this rule 12.2(j), they will cease to be a representative of the Chapter & Network Committee appointed under this rule 12.2(j) and a new representative must be appointed by the Chapter & Network Committee.
- (k) The term of office of all elected members of the Council will be three years (subject to rule 12.2(j)). All members of Council (including the President) may serve a maximum of two consecutive terms. There is no limit on the number of non-consecutive terms a member of Council may serve.
- (l) For members of the Council serving at the time rule 12.2(k) of this Constitution commences, if election of that member to the Council at the next Annual General Meeting would cause that member to serve more than two consecutive terms on the Council, that member will be permitted to serve one further consecutive term on the Council (following which rule 12.2(k) will apply to that member).
- (m) The previous President may provide advice to the President in a purely advisory capacity. If, in the first year of a President's term, the previous President is not a member of the Council, the previous President will be entitled, as an observer, to attend Council meetings, and receive papers provided to and produced by the Council, as required to be able to provide advice to the President.

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- (n) The three year term of the President will be structured as follows:
 - (i) in the first year, the previous President will be available to provide advice to the President as requested;
 - (ii) in the second year, the President will work independently (prior to the end of the second year, the President must provide notice of either their intention to run again, or that a President-elect is required); and
 - (iii) in the third year, the President will work alongside the President-elect (if there is one under rule 12.2(b)(ii)).
 - (o) Any Chapter or Network Chair being considered for the role of President must resign as Chapter or Network Chair prior to standing for election to the Council.
 - (p) The President and any other office bearer may not simultaneously hold the position of a Chapter or Network Chair while they are the President or other office bearer.
 - (q) A member of the Council may resign by written notice given to the Secretary.
 - (r) The Council must prepare an annual report for the Annual General Meeting. This report will be distributed to all Members at the Annual General Meeting.
 - (s) A vacancy in the office of a member of the Council will occur if a Council member:
 - (i) reaches the end of their term;
 - (ii) ceases to be a Member of the ACRS;
 - (iii) resigns the office;
 - (iv) is removed from office under rule 11;
 - (v) becomes bankrupt or personally insolvent;
 - (vi) suffers from mental or physical incapacity;
 - (vii) is disqualified from office under the Acts;
 - (viii) is subject to a disqualification order under the Acts;
 - (ix) is absent without the consent of the Council from all meetings of the Council held during a period of six months;
 - (x) is listed under a Corporate membership, ceases to be listed under that Corporate membership, and fails to become an Individual Member within seven days after ceasing to be listed under that Corporate membership; or
 - (xi) dies.

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- (t) Any vacancies will be filled at the next Annual General Meeting, or by the holding of a Special General Meeting. If the vacancy is for any office bearer, acting office bearers will be sought from within the Council at the next Council meeting.
 - (u) No Council member may be remunerated by the ACRS by way of salary, stipend, honorarium, or other regular payment.
 - (v) The Council must meet at least six times in each calendar year at the place and time that the Council may decide.
 - (w) Additional meetings of the Council may be called by any member of the Council.
 - (x) A Council meeting may be held by the Council members communicating with each other by any technological means by which they are able simultaneously to hear each other and participate in discussion.
 - (y) Each of the Council members need not all be physically present in the same place for a Council meeting to be held.
 - (z) Oral or written notice of a meeting of the Council must be given by the Secretary to each member of the Council at least 48 hours (or any other period that may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.
 - (aa) Notice of a meeting given under rule 12.2(z) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Council members present at the meeting unanimously agree to treat as urgent business.
 - (bb) No business may be transacted by the Council unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same time of the same day in the following week.
 - (cc) If, at the previously adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
 - (dd) At meetings of the Council:
 - (i) the President or, in the absence of the President, one of the Vice-Presidents chosen by the Council members, presides; or
 - (ii) if the President and each of the Vice-Presidents are absent, one of the remaining members of the Council may be chosen by the Council members present to preside.

12.3 Secretary

- (a) The ACRS must have at least one Secretary, who will also be a Councillor. At least one Secretary must ordinarily reside in Australia.

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- (b) A Secretary must be appointed by the Councillors from amongst their number (after giving the ACRS their signed consent to act as Secretary of the ACRS) and may be removed from that position by the Councillors.
 - (c) The Councillors must decide the terms and conditions under which the Secretary is appointed.
 - (d) The role of the Secretary includes:
 - (i) maintaining the register of the ACRS' Members referred to in rule 10;
 - (ii) maintaining the minutes and other records of General Meetings (including notices of meetings), Councillor meetings and circular resolutions (which may be electronic); and
 - (iii) such other roles as are given to the Secretary by this Constitution.

12.4 Duties of Councillors

- (a) The Councillors must comply with their duties as directors under legislation and common law, and with the duties described in Governance Standard 5 of the Regulations made under the ACNC Act which are:
 - (i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Councillor of the ACRS;
 - (ii) to act in good faith in the best interests of the ACRS and to further the objectives of the ACRS set out in rule 5.3;
 - (iii) not to misuse their position as a Councillor;
 - (iv) not to misuse information they gain in their role as a Councillor;
 - (v) to disclose any perceived or actual material conflicts of interests in the manner set out in rule 12.5;
 - (vi) to ensure that the financial affairs of the ACRS are managed responsibly; and
 - (vii) not to allow the ACRS to operate while it is insolvent.

12.5 Conflicts of interest

- (a) A Councillor must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a Council meeting:
 - (i) to the other Councillors; or
 - (ii) if all of the Councillors have the same conflict of interest, to the Members at the next Annual General Meeting or General Meeting, or at an earlier time if reasonable to do so.

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- (b) The disclosure of a conflict of interest by a Councillor must be recorded in the minutes of the meeting.
 - (c) Each Councillor who has a material personal interest in a matter that is being considered at a meeting of Council must not, except as provided under rule 12.5(d):
 - (i) be present at the meeting while the matter is being discussed; or
 - (ii) vote on the matter.
 - (d) A Councillor may still be present and vote if:
 - (i) their interest arises because they are a Member of the ACRS, and the other Members have the same interest;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the Councillor against liabilities that the Councillor incurs as a director of the ACRS;
 - (iii) their interest relates to a payment by the ACRS under rule 16.1, or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (iv) the Australian Securities and Investments Commission makes an order allowing the Councillor to vote on the matter; or
 - (v) the Councillors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Councillor, the nature and extent of the Councillor's interest in the matter and how it relates to the affairs of the ACRS; and
 - (B) says that those Councillors are satisfied that the interest does not stop the Councillor from voting or being present.

12.6 Committees

- (a) The Council may establish committees as it sees fit.
- (b) The Council may delegate any of its powers, other than those which by law must be dealt with by the Council members as a governing committee, to a committee.
- (c) The Council may at any time revoke any delegation of power to a committee.
- (d) A committee must exercise its powers in accordance with any directions of the Council and a power exercised in that way is taken to have been exercised by the Council.
- (e) A committee may be authorised by the Council to sub-delegate all or any of the powers for the time being vested in it, including to subcommittees of that committee.

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- (f) There will be a Finance, Risk & Audit Committee of the Council.
 - (g) There will be a Chapter & Network Committee of the Council.
 - (h) The Chapter & Network Committee must elect two representatives to the Council. This election should occur at a meeting prior to the Annual General Meeting. At least one of the Chapter & Network Committee representatives elected to the Council must be a Chapter Chair.

12.7 Engagement and Term of CEO

- (a) The terms of a CEO's engagement, including the duration of their appointment, the scope of their role, and any eligibility criteria for the role, will be as provided for in a CEO Governance Policy to be determined and maintained by the Council.
- (b) If at any time no CEO Governance Policy is in effect, the terms of a CEO's engagement will be as provided for in any contract or agreement between the Council and the person holding or to hold the position of CEO.

13. GENERAL MEETINGS

13.1 Annual General Meetings – holding of

- 13.1.1 With the exception of the first Annual General Meeting of the ACRS, the ACRS must, at least once in each calendar year and within five months after the end of each Financial Year of the ACRS, call an Annual General Meeting of its Members.
- 13.1.2 Any General Meeting may be held at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 13.1.3 Rule 13.1.1 has effect subject to the provisions of the Acts in relation to extensions of time.

13.2 Annual General Meetings – calling of and business at

- 13.2.1 The Annual General Meeting of the ACRS must, subject to the Acts, be called on the date and at the place and time that the Council considers appropriate.
- 13.2.2 An Annual General Meeting must be specified as such in the notice calling it in accordance with rule 13.3.
- 13.2.3 In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:
 - (a) to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting;
 - (b) to receive from the Council reports on the activities of the ACRS during the last Financial Year;
 - (c) to elect members of the Council; and

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- (d) to receive and consider the statement of accounts and the reports that are required to be submitted, including:
 - (A) the audited statement of the ACRS' accounts for the most recently ended Financial Year of the ACRS;
 - (B) a copy of the auditor's report to the ACRS in relation to the ACRS' accounts for that Financial Year; and
 - (C) a report signed by two members of the Council stating:
 - (1) the name of each member of the Council of the ACRS during the most recently ended Financial Year of the ACRS and, if different, at the date of the report;
 - (2) the principal activities of the ACRS during the most recently ended Financial Year and any significant change in the nature of those activities that occurred during that Financial Year; and
 - (3) the net profit or loss of the ACRS for the most recently ended Financial Year.

13.3 General Meetings – calling of

13.3.1 The Council may, whenever it considers appropriate, call a General Meeting of the ACRS.

13.3.2 The Council must call a General Meeting of the ACRS:

- (a) on the requisition in writing of not less than 5% of the total number of Members; or
- (b) when a Member appeals to the ACRS in accordance with rule 11.7.

13.3.3 A requisition of Members for a General Meeting:

- (a) must state the purpose or purposes of the meeting;
- (b) must be signed by the Members making the requisition;
- (c) must be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

13.3.4 If the Council fails to call a General Meeting within one month after the date when a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition, or the Member appealing to the ACRS under rule 11.7, may call a General Meeting to be held not later than 3 months after that date.

13.3.5 A General Meeting called by a Member or Members mentioned in rule 13.3.4 must be called as nearly as is practicable in the same way as General Meetings are called by the Council.

13.4 Notice

- 13.4.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the ACRS, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, send by post or by technological means to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the General Meeting and the nature of the business proposed to be transacted at the General Meeting.
- 13.4.2 If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the ACRS, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, send notice to each Member in the way provided in rule 13.4.1 specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- 13.4.3 No business other than that specified in the notice calling a General Meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under rule 13.2.3 or under the Acts.
- 13.4.4 A Member desiring to bring any business before a General Meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

13.5 General Meetings – procedure and quorum

- 13.5.1 No item of business may be transacted at a General Meeting unless a quorum of Members entitled to vote is present during the time the General Meeting is considering that item.
- 13.5.2 Twenty Members present constitute a quorum for the transaction of the business of a General Meeting.
- 13.5.3 If within 30 minutes after the appointed time for the start of a General Meeting a quorum is not present, the General Meeting if called on the requisition of Members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 13.5.4 If at the previously adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the start of the previously adjourned General Meeting, the Members present (being not less than 10) will constitute a quorum.

13.6 Presiding Member

- 13.6.1 The President, or in the absence of the President, one of the Vice-Presidents, presides at each General Meeting of the ACRS.
- 13.6.2 If the President and each of the Vice-Presidents are absent from a General Meeting, the Members present must elect one of their number to preside at the General Meeting.

13.7 Adjournment

- 13.7.1 The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the General Meeting, adjourn the General Meeting from time to time and place to place, but no business may be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting at which the adjournment took place.
- 13.7.2 If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned General Meeting to each Member of the ACRS stating the place, date and time of the General Meeting and the nature of the business to be transacted at the General Meeting.
- 13.7.3 Except as provided in rules 13.7.1 and 13.7.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned General Meeting is not required to be given.

13.8 Making of decisions

- 13.8.1 A question arising at a General Meeting of the ACRS will be decided on a show of hands (which also includes an electronic equivalent) and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the ACRS, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 13.8.2 At a General Meeting of the ACRS, a poll may be demanded by the person presiding or by not less than three Members present in person or by proxy at the General Meeting.
- 13.8.3 If the poll is demanded at a General Meeting, the poll must be taken:
- (a) immediately, if the poll relates to the election of the person to preside at the General Meeting or to the question of an adjournment; or
 - (b) in any other case, in the way and at the time before the close of the General Meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

13.9 Voting

Subject to rule 13.9.5, on any question arising at a General Meeting of the ACRS:

- 13.9.1 Voting is based on membership (Individual, Corporate or other) and not on any other status (such as position on the Council or in a Chapter or Network).
- 13.9.2 All Members listed on the ACRS membership database, whether listed as an Individual Member, or under a Corporate or other membership, are each entitled to attend and have one vote at General Meetings, with the exception of Diamond class members which may

exercise up to 50 votes by nominating up to 50 representatives, each of whom may exercise one vote at a General Meeting if they are present at that meeting in person or by proxy.

- 13.9.3 All votes must be given personally by a Member present or by proxy, but no Member may hold more than five proxies.
- 13.9.4 Multiple voting entitlements cannot be exercised concurrently by an individual (such as being a Corporate Member representative as well as an Individual Member) except as a proxy for another Member.
- 13.9.5 If the votes on a question at a General Meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- 13.9.6 A Member or proxy is not entitled to vote at any General Meeting of the ACRS unless all money due and payable to the ACRS by the Member or the Member represented by a proxy, as applicable, has been paid.

13.10 Appointment of proxies

- 13.10.1 Each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed and otherwise in accordance with the Acts.
- 13.10.2 The notice appointing the proxy may be in the form set out in Attachment 1, or a method or form as otherwise specified by the Secretary that meets the requirements of the Acts.

14. FINANCIAL YEAR

- 14.1 The ACRS Financial Year is from 1 January to 31 December.

15. FUNDS & FINANCIAL MANAGEMENT

15.1 Funds – source

- 15.1.1 The funds of the ACRS will be derived from entrance fees and annual subscriptions of Members, donations, sponsorship and, subject to any resolution passed by the ACRS in General Meeting and subject to the Acts, any other sources that the Council decides.
- 15.1.2 All money received by the ACRS must be deposited as soon as practicable to the credit of the ACRS' bank account.
- 15.1.3 The ACRS must, as soon as practicable after receiving any money, issue an appropriate receipt.

15.2 Funds – management

- 15.2.1 The assets and income of the ACRS must be applied solely to further its objectives, and no portion may be distributed directly or indirectly to the Members of the ACRS except, upon

prior approval of the Council, as bona fide compensation for services rendered or expenses incurred on behalf of the ACRS (including in the Member's capacity as a Council member).

15.2.2 Subject to any resolution passed by the ACRS in General Meeting, the funds of the ACRS must be used for the objects of the ACRS in the way that the Council decides.

15.2.3 Officers cannot make improper use of their position or gain advantage for themselves or another person that is not in the best interest of the ACRS. An officer includes: a member of the Council, the Secretary or other office holder and another person responsible for the management of the ACRS' affairs.

15.2.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two:

(a) members of the Council; or

(b) employees of the ACRS,

who have been authorised to do so by the Council.

15.2.5 Electronic banking will require three approvals. These requirements will be met by:

(a) one member of the Council (President or a Vice-President) and two employees/contractors, for large transactions; or

(b) three employees/contractors for small transactions, with notification to the President and Vice-President.

The definition of large and small transactions will be determined by agreement of the office holders.

15.2.6 The Council must provide to the Annual General Meeting a budget for the following year.

16. INDEMNITY, INSURANCE AND ACCESS

16.1 Indemnity

(a) The ACRS indemnifies each officer of the ACRS out of the assets of the ACRS, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the ACRS.

(b) In this rule 16.1, 'officer' means a Councillor, director or Secretary and includes a Councillor, director or Secretary after they have ceased to hold that office.

(c) In this rule 16.1, 'to the relevant extent' means:

(i) to the extent that the ACRS is not precluded by law (including the Corporations Act) from doing so; and

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- (ii) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
 - (d) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the ACRS.

16.2 Insurance

- (a) To the extent permitted by law (including the Corporations Act), and if the Councillors consider it appropriate, the ACRS may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the ACRS against any liability incurred by the person as an officer of the ACRS.

16.3 Councillor's access to documents

- (a) A Councillor has a right of access to the financial records of the ACRS at all reasonable times.
- (b) If the Councillors agree, the ACRS must give a Councillor or former Councillor access to:
 - (i) certain documents, including documents provided for or available to the Councillors; and
 - (ii) any other documents referred to in those documents.

17. WINDING UP

17.1 Surplus assets not to be distributed to Members

- (a) If the ACRS is wound up, any Surplus Assets must not be distributed to a Member or a former Member of the ACRS, unless the Member or former Member is a Registered Charity.

17.2 Distribution of surplus assets

- (a) Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the ACRS is wound up must be distributed to one or more Registered Charities:
 - (i) with charitable purpose(s) similar to, or inclusive of, the objectives in rule 5.3; and
 - (ii) which also prohibit the distribution of any Surplus Assets to its Members to at least the same extent as the ACRS.
- (b) The decision as to the Registered Charity or Registered Charities to be given the Surplus Assets must be made by a special resolution of Members at or before the

time of winding up. If the Members do not make this decision, the ACRS may apply to the Supreme Court of the Australian Capital Territory to make this decision.

- (c) If the ACRS' endorsement as a deductible gift recipient is revoked, any Surplus Assets must be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made.

18. CHAPTERS AND NETWORKS

- 18.1 Subject to the approval of the Council, Australian State and Territory Chapters, a New Zealand Chapter and an International Chapter of the Australasian body, and any Network may be formed.
- 18.2 All Chapters and Networks must adopt this Constitution.
- 18.3 The activities of Chapters and Networks will be managed by a committee elected by Members of the ACRS who are affiliated with those Chapters and Networks.
- 18.4 The Council retains the right to veto any decisions or activities of a Chapter or Network committee.
- 18.5 A Chapter or Network may be formed by a Member on approval of the Council.
- 18.6 Membership fees are payable to the ACRS (as distinct from any Chapter or Network). Chapters and Networks may set their own subscription fees in addition to standard membership fees.
- 18.7 Chapters and Networks must report annually at the time of the ACRS Annual General Meeting. The Chapter report and Network report must include details of activities, appropriate financial statements, plans and other information requested by the Council.
- 18.8 All Chapters and Networks must hold their respective annual general meetings prior to the ACRS Annual General Meeting, scheduled in May of each year.
- 18.9 If a Chapter or Network lapses or no longer meets the requirements of this Constitution, and this is not resolved within a reasonable period of time, it will be dissolved by the Council.

19. DISPUTE RESOLUTION PROCEDURE

- 19.1 This rule 19 provides a dispute resolution procedure to settle disputes and applies if a dispute arises between:
 - (a) a Member and another Member (in their capacity as a Member of the ACRS); or
 - (b) one or more Members and the ACRS.

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- 19.2 A Member may appoint any person to act on behalf of the Member (at the Member's cost) in relation to the dispute resolution procedure in this rule 19.
- 19.3 If a party believes a dispute has arisen, that party must give written notice to the other party(s) to the dispute, adequately identifying and providing details of the dispute and providing a copy of the notice to the Secretary of the ACRS.
- 19.4 The parties to the dispute must use their best efforts to resolve the dispute:
- (a) within 14 days of receipt of the dispute notice under rule 19.3; or
 - (b) within such longer period as agreed by the parties.
- 19.5 If the dispute is not resolved within 14 days of receipt of the notice under rule 19.3 (or a longer period agreed under rule 19.4(b)):
- (a) the party who issued the notice must provide written notice to Secretary of the ACRS;
 - (b) in the case of a dispute between a Member and another Member, the dispute will be escalated to:
 - (i) the President of the ACRS; or
 - (ii) if the President has a material personal interest in relation to the dispute, a Vice-President of the ACRS; or
 - (iii) if the first Vice-President has a material personal interest in relation to the dispute, the other Vice-President; or
 - (iv) if both the President and Vice-Presidents have material personal interests in relation to the dispute, a person as nominated by the Council who does not have a material personal interest in relation to the dispute by a majority vote; and
 - (c) in the case of a dispute between one or more Members and the ACRS, the dispute will be escalated to an independent person agreed by the parties to the dispute and failing such agreement a person nominated by the ACRS' legal advisers.

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- 19.6 If a dispute is escalated under rule 19.5, the person to whom the dispute is escalated (**decision-maker**):
- (a) must ensure that each party to the dispute has been given an opportunity to be heard on the matter which is the subject of the dispute;
 - (b) must be unbiased;
 - (c) must notify each party to the dispute in writing about the determination and give reasons for the determination; and
 - (d) to the extent that doing so is compatible with rules 19.6(a) to 19.6(c), provide the determination as soon as is reasonably practicable.
- 19.7 To the extent permitted by the Acts, the determination of the decision-maker will be final and binding on the parties, unless a party gives written notice to the other party within seven days of the determination seeking review by referring the matter to arbitration.
- 19.8 All disputes referred to arbitration under rule 19.7 will be finally determined. In seeking review by arbitration:
- (a) the parties must agree to the appointment of an arbitrator within five days of the notice under rule 19.7 referring the dispute to arbitration; or
 - (b) failing agreement within five days, the parties must approach the ACICA for appointment of an arbitrator nominated by ACICA
- 19.9 The arbitration will be conducted in accordance with the ACICA Rules.
- 19.10 For clarity:
- (a) a Member who is the subject of a disciplinary procedure under rule 11 must not initiate a dispute resolution procedure under this rule 19 in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed; and
 - (b) if a Member has initiated a dispute resolution procedure in relation to a dispute between the Member and the ACRS, the ACRS must not take disciplinary action against any of the following people in relation to the matter which is the subject of the dispute resolution procedure until the dispute resolution procedure has been completed:
 - (i) the Member who initiated the dispute resolution procedure (**Complainant Member**); and
 - (ii) if the Complainant Member appointed a Member of the ACRS to act on behalf of the Complainant Member in the dispute resolution procedure under rule 19.2, that other Member.

19.11 In this rule 19:

- (a) "ACICA" means the Australian Centre for International Commercial Arbitration; and
- (b) "ACICA Rules" means the rules of ACICA current at the time of reference to arbitration.

20. READING THIS CONSTITUTION WITH THE CORPORATIONS ACT AND THE ACNC ACT

20.1 The replaceable rules set out in the Corporations Act do not apply to the ACRS.

20.2 While the ACRS is a Registered Charity, the Acts override any rules in this Constitution that are inconsistent with the Acts.

20.3 If the ACRS is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any rule in this Constitution that is inconsistent with that Act.

20.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, and not defined in this Constitution, has the same meaning in this Constitution as in the Corporations Act.

21. CUSTODY OF BOOKS

21.1 Subject to the Acts, the Regulations and this Constitution, the Secretary must keep in their custody or under their control all records, books, and other documents relating to the ACRS.

22. INSPECTION OF BOOKS AND DOCUMENTS

22.1 The records, books and other documents of the ACRS must be open to inspection at the registered office, free of charge, by any Member of the ACRS at any reasonable hour.

23. ACCESS TO AND COPIES OF DOCUMENTS

23.1 Subject to the Acts, the Regulations and this Constitution, on the request of a Member, the ACRS must give the Member any of the following that are requested:

- (a) a copy of a current statement of the objectives of the ACRS;
- (b) a copy of the rules of the ACRS currently in force;
- (c) a copy of the deeds of any trust relevant to the ACRS; and
- (d) a summary of the minutes of a meeting of the Council.

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- 23.2 The Member must state the purpose for requiring access to the document mentioned in rule 23.1 before the ACRS is required to provide the document.
- 23.3 The ACRS may charge a fee not exceeding the fee determined under the Acts and Regulations for each copy of a document given to a Member under rule 23.1.
- 23.4 The Council may refuse to give a Member of the ACRS access to a document mentioned in rule 23.1 if satisfied that allowing access to the document would be prejudicial to the interests of ACRS.

24. EXECUTION OF DOCUMENTS

- 24.1 The ACRS may execute a document without using a common seal if the document is signed by:
- (a) two Councillors of the ACRS; or
 - (b) a Councillor and the Secretary.
- 24.2 The ACRS may execute a document without a seal in accordance with this rule, through electronic means such as a digital signature or other similar forms of electronic signature.

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ATTACHMENT 1 – GENERAL MEETING: FORM OF APPOINTMENT OF REPRESENTATIVE / PROXY

Australasian College of Road Safety Limited (ACN *)**
(Company)

Form of appointment of Representative / Proxy

I, (Member)
(Member's full name)

of:
(Member's address)

appoint:
(Proxy's full name)

of:
(Proxy's address)

as my representative or proxy (or if no person is named as my proxy or if my named proxy is not present at the meeting, the Chair of the meeting) to attend the Annual General Meeting of the Members of the Australasian College of Road Safety Limited (ACN ***) to be held on **##date**, and to vote at that meeting, and any adjournment of that meeting, on my behalf.

The representative or proxy

##has full power to vote in the name of the Member and to exercise all powers and rights of the Member at or in relation to the meeting.

OR

##is directed on the resolution/s put before the meeting as follows:

Resolution 1 – ##insert direction

Resolution 2 – ##insert direction

[It is noted that the Chair of the meeting will vote all undirected proxies in favour of all resolutions.]

DATED:

Signature by individual Member

Signed by)
(Member's full name)) (signature of Member)

in the presence of:

.....)
(signature of witness) (full name of witness)

Signature by attorney

Signed by)
(attorney's full name)) (signature of attorney)

As attorney for
(Member's full name)

in the presence of:

.....)
(signature of witness) (full name of witness)

*[*The authority or a certified copy of the authority under which the appointment is signed must be attached.]*

Signature by company

Signed by)
(full name of Director/Sole Director/Sole
Secretary/Authorised Officer)) (signature of Director/Sole Director/Sole
Secretary/Authorised Officer)

Signed by)
(If required: full name of Director/Secretary)) (If required: signature of Director/Secretary)

in the presence of:

.....)
(signature of witness) (full name of witness)

*[*Affix seal if required by the constitution of the company which is a Member.]*

NOTES FOR COMPLETION OF PROXY FORM

Appointment of proxy (see Proxy Form)

- **To appoint a single proxy** – complete the name of the proxy in, and sign, the Proxy Form, **OR**
- **To appoint the Chair only** – leave the name of the proxy blank and sign the Proxy Form.

A proxy appointed to attend and vote for a Member has the same rights as the Member to vote (to the extent allowed by this appointment) and to join in the demand for a poll (so long as the Member or the Member Representative is not present at the meeting).

How to sign the Proxy Form

- A Member Representative or attorney may sign this Proxy Form on behalf of the relevant Member he/she represents.
- The Proxy Form must be signed by the Member or attorney, or (if the Member is not a natural person) by its Member Representative or attorney, in the presence of a witness who must also sign the Proxy Form.
- If the Proxy Form is signed by an attorney, then the relevant power of attorney (POA) in original form or a certified copy of such original form of the relevant POA should either have been sent previously to the Company for recording or be enclosed with this Proxy Form.

If the Member is a corporation, the Proxy Form must be signed in accordance with the Member's constitution and the *Corporations Act 2001* (Cth), which may include execution by an authorised officer or attorney who has not received any notice of revocation. A person intending to vote on behalf of a corporation **MUST** be able to provide a properly executed authority from the corporation in favour of the person attending.

Deadline for receipt of proxies

This Proxy Form **must be lodged** with the ACRS no later than 24 hours before the time of the meeting for which the proxy is appointed (and otherwise in accordance with the Acts), and in accordance with clause 13.10 of this Constitution.