

# Constitution

CPA AUSTRALIA LTD

A COMPANY LIMITED BY GUARANTEE

- 1A. The name of the company is "CPA AUSTRALIA LTD" being the company having the Australian Company Number 008 392 452 (herein referred to as "**CPA Australia**").
- 1B. The Registered Office of CPA Australia shall be in such place as the Board may from time to time appoint.
- 1C. The objects for which CPA Australia is established are:-
- (1) To support protect and advance the character status and interests of the financial, accounting and business advisory professions generally and particularly the CPA Australia members of the financial, accounting and business advisory professions.
  - (2) To provide educational programs and Continuing Professional Development programs for the benefit of both Members and non Members of CPA Australia.
  - (3) To promote honourable practice to repress mal-practice to settle disputed points of practice between or amongst members of the financial, accounting and business advisory professions.
  - (4) To consider all questions affecting the interests of the members of the financial, accounting and business advisory professions and to initiate promote watch over and consider and if necessary to petition Parliament and organise deputations in relation to measures for the protection and the advancement of the financial, accounting and business advisory professions and general measures whether legislative or otherwise affecting the profession and to procure improvements and promote uniformity in the principles methods and practices of the profession.
  - (5) To prescribe and adopt standards and classification of attainments and qualifications of members of the financial, accounting and business advisory professions and for such purposes to conduct examinations and other tests in the theory and practice relevant to the profession and other subjects and to prescribe and receive fees for such examinations and tests and to grant diplomas and confer qualifications to designate the standard and status of members of the profession and in particular of Members of CPA Australia.
  - (6) To provide maintain extend and improve a library or libraries containing technical literature, and such other literature as may be of interest to members of the financial, accounting and business advisory professions and to acquire preserve and disseminate information and statistics concerning or relating to the principles and practices of the profession and matters of interest to members of the profession.

- (7) To encourage study in the financial, accounting and business advisory professions and for that purpose to donate and to encourage the donation on such terms and conditions as may from time to time be determined or prescribed of a prize or prizes or other rewards or distinctions.
- (8) To promote information on the financial, accounting and business advisory professions and other subjects of interest or value by lectures discussions books correspondence with public and other bodies and individuals or otherwise.
- (9) To provide rooms and other facilities for the holding and conducting of discussions and meetings of Members and others and of meetings of creditors arbitration meetings and other like matters and to let or hire such rooms to other associations companies and persons.
- (10) To carry on business as proprietors and publishers of newspapers journals magazines books and other literary works and undertakings of interest or advantage to members of the financial, accounting and business advisory professions.
- (11) To sell or arrange for the sale and to act as agent or arbitrator for or in connection with the sale and the purchase of practices and businesses associated with Members of CPA Australia and their clients and to advise as to and fix the value or the consideration therefore and to value goodwill and other assets and property pertaining to such practices and businesses and generally to assist in any way whatsoever in the sale and in the purchase of practices and businesses by Members and non Members of CPA Australia and to do so either gratuitously or for a fee or charge.
- (12) To find or to assist in finding employment and to act as an employment agency or bureau for Members and non Members of CPA Australia and to collect and give information as to the employment of members of the financial, accounting and business advisory professions and to charge fees for so doing or to act gratuitously in such matters.
- (13) To carry on or engage in any other business or undertaking or project which may seem to CPA Australia capable of being conveniently carried on in connection with or calculated directly or indirectly to further the objects of CPA Australia.
- (14) To communicate affiliate or enter into other relations, whether formal or informal, with other institutes, societies and associations having similar objects and purposes whether relating to financial, accounting and business advice or other relevant activities and to subscribe to, become a member of and co-operate with any such bodies and to procure from and communicate to any such bodies such information as may be likely to forward the objects of CPA Australia or of the profession.
- (15) To affiliate amalgamate or enter into partnership or into any arrangement for union of interests co-operation joint adventure reciprocal concession or otherwise with any body whether corporate or unincorporate having objects of a like nature to those of CPA Australia or carrying on or engaged in or about to carry on or engage in any undertaking project business or transaction which CPA Australia is

authorised to carry on or engage in or any undertaking project business or transaction capable of being conducted so as directly or indirectly to benefit or further the objects of CPA Australia.

- (16) To take or otherwise acquire and hold shares or other interests in any other company carrying on any business or undertaking capable of being conducted so as directly or indirectly to benefit CPA Australia.
- (17) To enter into any arrangements with any governments or authorities municipal local or otherwise that may seem conducive to CPA Australia's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which CPA Australia may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (18) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit Members or former Members employees or former employees of CPA Australia or the dependants or connections of Members or former Members employees or former employees and to grant pensions and allowances and to make payment towards insurance and to subscribe or guarantee money for or contribute to or otherwise assist any charitable benevolent patriotic or war objects or institutions or any other public general or useful object whether in Australia or elsewhere.
- (19) To do all such other things as are incidental or conducive to the attainment of the above objects and to the advancement of the interests of members of the financial, accounting and business advisory professions.
- (20) It is hereby declared and the intention is that the objects specified in each paragraph of this Clause shall except where otherwise expressed in such paragraph be independent main objects and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of CPA Australia, and that the terms financial, accounting and business advisory professions wherever used in these presents shall extend to and include actuaries, auditors and accounting, banking, business, financial, information technology, investment and taxation professionals and advisors, insolvency practitioners and secretaries and any reference to the financial, accounting and business advisory professions wherever appearing in these presents shall be deemed to extend to all whose activities including those from time to time commonly undertaken by the financial, accounting or business advisory professions. Further, the objects specified in each paragraph of this Clause shall not in any way be limited to the Commonwealth of Australia, and CPA Australia may seek to achieve any object listed herein in any place where the Board determines, from time to time, that is appropriate for CPA Australia to do so.

1D. The income and property of CPA Australia shall be applied solely towards the promotion of the objects of CPA Australia as set forth in this Constitution, and no portion of it shall be transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of CPA Australia by way of transfer to them in their capacity as Members or any of them or to any person claiming through any of them and in addition:

- (a) The Directors must approve all payments CPA Australia makes to the Directors; and
  - (b) CPA Australia shall pursue purposes which directly or indirectly support, protect and advance the character, status and interests of Members and of their profession and shall apply its income in promoting those purposes.
- 1E. Every Member of CPA Australia undertakes to contribute to the assets of CPA Australia in the event of the same being wound up during the time that the person is a Member, or within one year afterwards for payment of its debts and liabilities contracted before the time at which the person ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding ten dollars.
- 1F. If upon the winding up or dissolution of CPA Australia there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of CPA Australia to be determined by the Members of CPA Australia at or before the time of dissolution and in default thereof by such Court as may have or acquire jurisdiction in the matter.

## DEFINITIONS

1. (1) The following words and expressions in this Constitution have the several meanings hereby assigned to them unless such meanings are excluded by or are repugnant to the context or subject matter (that is to say):

**Affiliate** means, in relation to another person (the *Principal Party*), a person who, in respect of the Principal Party, is one or more of the following:

- (a) a *related entity* within the meaning of that term in the Law with the words *body corporate* being replaced with *Principal Party* and *relative* being read as including any parent-in-law, sister-in-law, brother-in-law; step-child or grandchild;
- (b) an employee, co-employee, contractor, partner, joint-venturer, franchisee; and/or
- (c) where the Principal Party is not a natural person, a person able to Control the Principal Party;

and includes a person who, in respect of a *related entity*, is the Principal Party.

**Amending Date** means 15 January 2007.

**Board** means the Board of Directors of CPA Australia constituted under this Constitution for the management and control of CPA Australia and which for the purposes of the Law is the governing body of CPA Australia.

**Book** includes any account deed writing or document and any other record or information however compiled recorded or stored or retrievable whether in written or

printed form or on microfilm or by electronic process or otherwise and includes any item within the definition of that term in the Law.

<b>Branch</b>	means a branch of CPA Australia which is not attached to a Division and which is established by the Board in accordance with this Constitution.
<b>Business Day</b>	means a day (not being a Saturday, Sunday or Public Holiday) on which banks are open for general banking business in the place in which the relevant act is to be performed.
<b>By-Laws</b>	means the laws made under Clause 26 or Clause 81(a) as made and/or amended from time to time.
<b>Certificate of Membership</b>	means the certificate issued to a Member pursuant to Clause 22.
<b>Chairman</b>	means the chair of a Committee or a meeting (including as a delegate of the Board comprising one or more persons adjudicating upon a Complaint) as the context requires.
<b>Chief Executive Officer</b>	means a person appointed pursuant to Clause 106 of this Constitution to a salaried position as the Chief Executive Officer within CPA Australia and not being a “director” as defined in the Law.
<b>Code of Professional Conduct</b>	means the Code of Professional Conduct (CPC) made by the Board by authority of Clauses 26 and 81 (a) of the Constitution.
<b>Committee</b>	means a committee of the Board or a Divisional Council created in accordance with Clause 100.
<b>Company Secretary</b>	means any person from time to time appointed by the Board holding such office.
<b>Complaint</b>	means any allegation, howsoever or by whomsoever made, of contravention by a Member of any of the provisions of Clause 27(1).
<b>Continuing Professional Development</b>	means the program for structured continuing professional development required to be undertaken by Members in the manner from time to time prescribed by the Board.
<b>Control</b>	means: (a) in relation to any body corporate (including a body corporate in the capacity as trustee of any

trust property), the ability of any person to exercise control over the body corporate by virtue of the holding of voting shares in that body corporate or by any other means including the ability to directly or indirectly remove or appoint all or a majority of the directors of the body corporate; and

- (b) in relation to person that is not a body corporate (including a natural person), the ability of any person to direct that person to act in accordance with their instructions whether or by operation of any law, agreement, arrangement or understanding, custom or any other means.

<b>Court</b>	means, in any jurisdiction, any court of law of competent jurisdiction or other judicial or quasi-judicial body, commission, authority, panel or tribunal.
<b>Deputy President</b>	means a person elected to that role pursuant to Clause 96.
<b>Determination</b>	means any decision of the Board or its delegate adjudicating upon a Complaint and includes an automatic forfeiture of membership arising pursuant to Clause 27(4).
<b>Director</b>	means an individual who is elected or appointed to the Board in accordance with this Constitution.
<b>Division</b>	means a Division of CPA Australia established in accordance with this Constitution.
<b>Divisional Council</b>	means the Council of a Division constituted under this Constitution to assist the Board in the management and control of CPA Australia in that Division.
<b>Divisional Councillor</b>	means a Member who is a member of a Divisional Council in accordance with this Constitution.
<b>Divisional Director</b>	means a person appointed pursuant to Clause 108 of this Constitution to a salaried position within CPA Australia and not being a “director” of CPA Australia as defined in the Law.
<b>Divisional President</b>	means the President for the time being of a Division of CPA Australia.
<b>Dollar, AUD and \$</b>	means the lawful currency of the Commonwealth of Australia. If any financial obligation is to be paid in a place other than in the Commonwealth of Australia, it shall be paid at the then current conversion rate in the

lawful currency of the place in which the obligation is to be performed.

<b>External Director</b>	means a person who is not a Member or employee of CPA Australia and who is appointed to the Board pursuant to Clause 72(1)(b).
<b>Final</b>	means unable to be appealed from including, where the context permits, by expiry of any time limited for giving notice of appeal.
<b>General Meeting</b>	means a General Meeting of the Members of CPA Australia or of a Division thereof (as the case may be or the context may require) lawfully convened and held in accordance with this Constitution.
<b>Insolvent</b>	means in relation to a person, where the person: (a) is: (i) <b><i>insolvent</i></b> within the meaning of that term in the Law; (ii) the subject of an event described in sections 459C(2)(a) to (f) of the Law (or the person makes a statement from which it may be reasonably deduced the person is so subject); or (iii) an <b><i>insolvent under administration</i></b> or suffers the appointment of a <b><i>controller, administrator, liquidator</i></b> or <b><i>provisional liquidator</i></b> within the meaning of those terms in the Law; or (iv) being a body corporate, dissolved; other than to carry out an amalgamation or reconstruction whilst solvent; or (b) is otherwise unable to pay its debts as and when they become due and payable; or (c) being a natural person, commits or suffers an act of bankruptcy; or (d) takes or suffers a similar consequence in debt to those in paragraphs (a) to (c) under the law of any jurisdiction.
<b>Intellectual Property</b>	means patents and registered designs, unregistered design rights, copyright, rights and trade marks and service marks (whether registered or not), goodwill and rights in confidential information and trade secrets, source codes, know-how and any associated or similar rights (including, in all cases, applications and rights to apply for them, and licences or other rights of use of such property) and all other property as defined in Article 2 of the Convention Establishing the World Intellectual Property Organisation of July 1967.

<b>Journal</b>	means any journal adopted by the Board as the official journal of CPA Australia whether published in printed or electronic form or otherwise.
<b>Law</b>	means the Corporations Act 2001 and any statutory modifications thereof or any corresponding enactment for the time being in force relating to companies.
<b>Maximum Costs</b>	means, for the purposes of Clause 27(4), amounts from time to time so prescribed by the Board.
<b>Maximum Fine</b>	means, for the purposes of Clause 27(2), amounts from time to time so prescribed by the Board.
<b>Member</b>	means an individual admitted to membership of CPA Australia in accordance with this Constitution whose membership has not been terminated, having status of “ <i>Fellow</i> ”, “ <i>Certified Practising Accountant</i> ”, “ <i>Associate</i> ” or otherwise and recorded on the list (“ <i>List</i> ”) prescribed by Clause 4.
<b>Month</b>	means a calendar month.
<b>Practice Entity</b>	means any entity recognised by law through or by which a Member provides Public Accounting Services otherwise than in the capacity of a sole trader.
<b>Prescribed Examination</b>	means any examinations prescribed by the Board for candidates for admission as Members of CPA Australia or for a change in status or the achievement of some other designation or award in accordance with this Constitution.
<b>President</b>	means a person elected to that role pursuant to Clause 96.
<b>Public Accounting Services</b>	has the meaning given in the By-Laws.
<b>Quality Assurance</b>	means the program of periodic peer review of professional practice required to be undertaken by Members holding a Public Practice Certificate in the manner from time to time prescribed by the Board.
<b>Register</b>	means the Register of Members of CPA Australia to be kept pursuant to the Law.
<b>Representative Council</b>	means the body constituted in accordance with Clauses 76 and 77 of this Constitution.



<b>Representative Councillor</b>	means a member of the Representative Council in accordance with this Constitution.
<b>Remove</b>	means to record the termination of an individual's membership of CPA Australia on the Active Membership List by the recording of the symbol "D" and the date of cessation of membership next to the name of that Member.
<b>Seal</b>	means the seal of CPA Australia referred to in Clause 109.
<b>Special Resolution</b>	means <ul style="list-style-type: none"> <li>(a) In respect of a meeting of the Board or a Divisional Council a resolution passed by a majority of not less than seventy five percent of the votes cast at the meeting of the relevant body;</li> <li>(b) In respect of a General Meeting of CPA Australia, the same as in the Law; and</li> <li>(c) In respect of a General Meeting of a Division, a resolution notice of which is set out in the notice convening the General Meeting and which resolution has been passed by at least seventy five percent of the votes cast by Members entitled to vote on the resolution.</li> </ul>
<b>Standards</b>	means collectively any pronouncement, Professional Schedule (PSc), Risk Management Statement (RMS) and Joint Statement (APS) made adopted or issued by the Board or its delegate by authority of Clauses 26 and 81(a) of the Constitution whether acting alone or in conjunction with any Board approved body.
<b>Written and in writing</b>	includes all modes of representing or reproducing words in a visible form.

- (2) In this Constitution headings are for ease of reference only and do not affect the interpretation of this Constitution and unless the contrary intention appears:
- (a) words importing the singular include the plural and vice versa;
  - (b) words importing any gender include the other genders;
  - (c) words importing persons include natural persons, bodies corporate, other organisations whether incorporated or not and other entities recognised by law;
  - (d) words and expressions defined in the Law have the corresponding meaning.
  - (e) an expression used in a particular Part or Division of the Law which is given a special meaning by any provision of that Part or Division for the purposes of that Part or Division (or any part thereof) has, in any part of this Constitution which deals with a matter dealt with by that Part or Division (or part thereof), the same meaning as in that Part or Division;

- (f) other parts of speech and grammatical forms of a word or phrase defined for the purposes of this Constitution have a corresponding meaning;
  - (g) use of the word including and similar expressions are not, nor are they to be interpreted as, words of limitation;
  - (h) a reference to a statute, regulation, proclamation or ordinance includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another governmental authority with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
  - (i) a reference to any provision in or having force under authority of the Constitution, By-Laws, Code of Professional Conduct or Standards includes any effective modification or re-enactment of, or provision substituted for, that provision;
  - (j) a reference to any governmental or statutory body includes any body which replaces, succeeds to the relevant powers and functions of, or which serves substantially the same purposes or objects as such body;
  - (k) a reference to any thing is a reference to the whole or any part of it and a reference to a group of things or persons is a reference to any one or more of them;
  - (l) a reference to writing means legible writing in the English language and includes any mode of reproducing words, figures or symbols in tangible and permanently visible form and includes fax transmission;
  - (m) a reference to time is to local time in the place in which the relevant Division is located;
  - (n) if a period of time dates from a given day or the day of an act or event, it is to be calculated exclusive of that day;
  - (o) if the time for performing an obligation under this agreement expires on a day which is not a Business Day, then time is extended until the next Business Day; and
  - (p) the language in all parts of this Constitution shall be in all cases construed in accordance with its fair and common meaning.
- (3) For the avoidance of doubt, the replaceable rules in the Law do not apply to CPA Australia.

## **PURPOSES**

2. CPA Australia is established for the purposes set out in Clause 1C.

## **MEMBERS**

3. In addition to existing Members, those persons who may hereafter be admitted to membership in accordance with this Constitution:
- (1) shall have their names entered in the Register and be allocated a status and placed on a membership list and shall be Members of CPA Australia until that membership is terminated under the powers contained in this Constitution; and
  - (2) consent to CPA Australia disclosing the fact of membership and their status to any other person (whether upon request or by publication) notwithstanding such information may comprise personal information or sensitive information within the meaning of those terms in the Privacy Act 1988 (Cwth).

4. (1) There shall be the following classes of Members, namely: Fellows, Certified Practising Accountants and Associates or such other class as the Board may determine. The class to which a Member belongs is herein referred to as that Member's status.
- (2) The Register shall list Members within each class by category, namely: Active Membership List, Honorary Membership List, Life Membership List, Separate Membership List, Retired Membership List and such other Lists as the Board shall from time to time determine.
5. (1) An applicant for admission to membership of CPA Australia or for a change in status or for a change in the relevant list upon which the applicant's name is entered in the Register shall pass the Prescribed Examinations or successfully complete a course of study prescribed by the Board, or both (unless exempted there from as hereinafter provided), comply with the requisites of this Constitution and By-Laws for membership status and listing and also comply with such other conditions and possess such other qualifications and/or experience as the Board may prescribe either generally or in any particular case.
- (2) Every applicant shall apply in such form and manner and pay such fees at such times in such manner and to such person as the Board may from time to time prescribe and shall agree that if admitted as a Member the applicant will be bound by the provisions of the Constitution of CPA Australia and of the By-Laws regulations codes and pronouncements of the Board then in force or which may thereafter from time to time be in force.
- (3) The Board may in its discretion and without being required to assign any reason therefore refuse to accept any application for admission to membership of CPA Australia or for a change in the status of a Member or for a change in the Member's listing as a Member and may in like manner refuse to admit any applicant to membership or grant any applicant a change in status or listing.

#### **SPECIAL CASES**

6. A member of any body comprised of members of the financial, accounting and business advisory professions or any other body of professionals or group which the Board by resolution passed by Special Resolution thinks fit to recognise may be admitted to membership of CPA Australia on such terms and conditions as may from time to time be prescribed by the Board.
7. The Board may by Special Resolution, admit all or any persons who are members of another body comprised of members of the financial, accounting and business advisory professions or any other body of professionals or group in any State or Territory of the Commonwealth or such other place or places as the Board may determine to membership in CPA Australia. Each person shall be admitted in the status which in the opinion of the Board most nearly corresponds with the status held in the other body comprised of members of the financial, accounting and business advisory professions and any other body of professionals or group or in the status which may be agreed upon between the Board and the other body comprised of members of the financial, accounting and business advisory professions and any other body of professionals or group. The powers of the Board under this Clause may, in its discretion, be exercised subject to the other body comprised of members of the financial, accounting and business advisory professions agreeing to the terms and conditions required by the Board.

8. The Board may by Special Resolution dispense with all or any of the requirements of these Clauses and the By-Laws regarding admission and admit any person to membership in CPA Australia in such status as it thinks fit or grant a change in status to any Member:
  - (a) if that person or Member has extensive experience in accountancy; or
  - (b) if that person or Member has rendered valuable service in advancing the interests of the profession; or
  - (c) for any special reason the Board deems sufficient.

### **HONORARY MEMBERS**

9. The Board by Special Resolution may admit any person as an Honorary Member of CPA Australia with the status of Fellow if that person has served CPA Australia in such a way as to entitle that person to the distinction or because of that person's knowledge and experience in accountancy or a profession or group recognized by the Board. The name of the Member shall thereupon be entered in the Register on the Honorary Membership List according to that Member's status in CPA Australia. An Honorary Member shall not be entitled to hold any office or become a member of either the Board or a Divisional Council.

### **LIFE MEMBERS**

10. (1) A Member who has rendered such services to CPA Australia or any recognised profession or group which in the opinion of the Board passed by Special Resolution would entitle that Member to the distinction of Life Membership or upon whom the Board desires to confer that distinction because of that Member's knowledge and experience in pursuits connected with the profession of accountancy, CPA Australia or any other profession or group recognised by the Board may be elected by the Board as a Life Member. The name of the Member shall thereupon be entered in the Register on the Life Membership List according to that Member's status in CPA Australia or such status as the Board may decide.
  - (2) A Life Member shall be entitled to all the privileges of membership without payment of the annual subscription.

### **SEPARATE MEMBERSHIP LIST**

11. Persons may be placed on a Separate Membership List on terms and conditions prescribed by the By-Laws.

### **RETIRED MEMBERSHIP LIST**

12. Persons may be placed on a Retired Membership List on terms and conditions prescribed by the By-Laws.

### **EXAMINATIONS AND COURSES OF STUDY**

13. The Board may from time to time prescribe a course of study or prescribe examinations, the times and places at which they shall take place, the mode in which they shall be conducted, the subjects to be embraced therein, the knowledge necessary for passing and the tests by which such knowledge shall be ascertained, the examination fees payable by

candidates and generally all such matters in connection with such examinations as it may deem necessary.

14. The Board may exempt any person from the whole or any part of a prescribed course of study or the Prescribed Examinations on the grounds that the person has passed examinations which in the opinion of the Board are of equivalent standard and may permit any person who fails in an examination to present himself for the whole or any part of a subsequent examination.
15. The Board may from time to time appoint any person, firm or corporation to conduct examinations for the purpose of examining candidates for admission to membership of CPA Australia or for a change in status or for any purpose which it deems appropriate. Such appointments may be made on such terms and conditions as the Board thinks fit.

### **FEES AND SUBSCRIPTIONS**

16. The Board:
  - (a) shall prescribe the fees payable by applicants for admission to membership of CPA Australia or for a change in status;
  - (b) shall prescribe the annual subscription payable by the several classes of Members of CPA Australia and may for special reasons prescribe different rates of subscription payable by Members of the same class;
  - (c) may determine what proportion of the said annual subscription shall be allocated in payment for the Journal; and
  - (d) may impose upon a Member or any other person a fee for any service provided or a cost incurred by CPA Australia or for any other reason it deems appropriate.
17.
  - (1) In accordance with directions given from time to time by the Board a Divisional Council may for reasons it considers adequate and upon such terms as it deems appropriate excuse any Members attached to its Division for such period as it may think fit from payment of subscription and fees in whole or in part and the Member so excused shall be deemed to remain a Member with all the rights privileges and duties of a Member.
  - (2) The Board, in respect of any Member who is not attached to a Division, may for reasons it considers adequate and upon such terms and conditions as it deems appropriate excuse a Member for such period as it may think fit from payment of subscription and fees in whole or in part and the Member so excused shall be deemed to remain a Member with all rights privileges and duties of a Member.
18. Every person who becomes entitled to admission as a Member shall before the person's name is entered in the Register and before that person becomes entitled to the privileges of membership pay that person's first annual subscription and such other fees or charges as may be imposed by the Board according to the status in which such person is entitled to admission and shall so long as that person continues as a Member pay the annual subscription and such other fees or charges as may be imposed by the Board according to that Member's status for the time being. Every Member seeking a change in status shall pay such additional fee for the year then current as may be prescribed.
19. Any person admitted as a Member or whose status is changed or who is transferred to a status or class of membership attracting a lesser rate of subscription after the thirtieth day

of June in any year shall be entitled to a rebate of such portion of that Member's subscription as may be determined by the Board.

20. Subject to Clause 17 the annual subscription shall be payable by each Member to CPA Australia on the first day of January in each year.
21.
  - (1) If a Member's subscription is not paid by the thirty-first day of March in each year or such other date as may be determined by the Board notice of that fact shall be sent to that Member by the Company Secretary or by the Divisional Director of the Division to which that Member is attached and, if that Member omits or neglects to pay the Member's subscription within one calendar month next after the date of such notice, the Member's name may with the authority of the Board be removed from the Register and from the date of such removal the Member shall forfeit the Member's membership but without prejudice to the right of the Board to recover all arrears including the subscription for the year then current and the Member's Certificate or Certificates of Membership of CPA Australia.
  - (2) If a Member fails to make payment of any fee or charge, other than a subscription imposed by CPA Australia within a period of three months of the receipt of notice of such fee or charge, the Board may remove or suspend the Member's rights and privileges for such time as it deems appropriate.
  - (3) Without prejudice to CPA Australia's right to recover any such fee or charge, should a Member referred to in Clause 21(2) not pay the fee or charge, CPA Australia may add the same to the annual subscription payable in respect to the following subscription year and such failure to pay shall be deemed a failure to pay the subscription in terms of Clause 21(1).

## **CERTIFICATES**

22.
  - (1)
    - (a) A Certificate of Membership under the Seal of CPA Australia, signed by the President and one Director and countersigned by the Company Secretary, which signatures may be printed reproductions, shall be issued to a Member upon admission to CPA Australia or upon a change in status within CPA Australia. Such issue shall be recorded in a register kept for that purpose. Notwithstanding the provisions of Clause 109, the Seal of CPA Australia may be affixed to a Certificate of Membership without the authority of the Board and may be a printed reproduction of the Seal of CPA Australia.
    - (b) Each Certificate of Membership shall remain the property of CPA Australia and the Board may at any time call for and compel its production and delivery and may alter or amend the Certificate or issue a new Certificate in lieu thereof.
    - (c) Any person ceasing to be a Member of CPA Australia shall upon demand in writing by either the Chief Executive Officer or a Divisional Director, return the person's Certificate of Membership to that person for cancellation.
    - (d) If any person neglects or refuses to return the person's Certificate CPA Australia may institute legal or other proceedings for its recovery.
    - (e) A Member shall not make or allow to be made any photographic or other imitation of the Member's Certificate of Membership.
    - (f) If a Certificate is defaced lost or destroyed it may be renewed on payment of such fee (if any) and on such terms (if any) as to evidence as the Board thinks fit.

- (2) The Board upon being satisfied that any Member holds any special qualification may also issue to such Member a further Certificate or Certificates showing the Member's special qualification or qualifications and the Board may similarly endorse a Certificate of Membership for a like purpose. Upon ceasing to hold the special qualification, the Member shall upon demand in writing by either the Chief Executive Officer or a Divisional Director, return the Member's Certificate to that person for cancellation.

### **DESIGNATIONS**

23. (1) A Member of CPA Australia may use after the Member's name the words or letters specified in this Constitution and By-Laws.
- (2) Except where permitted by the By-Laws, a Member shall not use in conjunction with the words or letters indicating the Member's status any words or letters after the Member's name indicating the Member's membership of any other body of accountants or bookkeepers.
- (3) A Member who offers or provides Public Accounting Services by means of an entity recognised by law with which the Member is Affiliated may not use any words or letters in any manner whatsoever which may tend to indicate that all the persons who are Affiliated with such entity are Members of CPA Australia unless that is the case.

### **RESIGNATION OF MEMBERS**

24. (1) A Member wishing to resign the Member's membership shall forward the Member's written resignation to the Divisional Director of the Division to which the Member is attached, or in the case of a Member not being attached to a Division, to the Chief Executive Officer. The Member shall return the Member's Certificate or Certificates of Membership of CPA Australia and shall pay all monies owing to CPA Australia whereupon the Member's resignation shall be accepted by the Divisional Council or the Board as the case may be PROVIDED THAT no resignation shall be accepted from a Member against whom a complaint has been lodged in terms of Clause 27 until any disciplinary procedure has been completed in accordance with that Clause.
  - (2) Notwithstanding non-compliance with sub-Clause (1) the Divisional Council or the Board as the case may be may accept the resignation of a Member. Acceptance of a resignation by the Board or the Divisional Council concerned shall not relieve the Member from compliance with sub-Clause (1).
  - (3) Following the acceptance of the resignation of any Member by the Divisional Council or the Board, the Divisional Council or the Board, as the case may be, shall cause that Member's name to be removed from the Active Membership List. Resignation shall not entitle a former Member to any refund of any annual subscription or other fees already paid to CPA Australia.
25. The distinction of Honorary or Life Membership may for such cause as the Board thinks fit, be forfeited by Special Resolution and the Member concerned shall thereupon cease to be listed as an Honorary or Life Member.

### **REGULATION OF CONDUCT**

26. The Board may regulate the conduct of Members. It may make By-Laws and issue pronouncements for the inculcation of sound practice, the promotion of the interests of Members of CPA Australia, and the prevention of illegal and dishonourable practices and

it may prohibit whatever acts in that regard as it thinks fit. It may investigate the conduct of Members and provide penalties (including forfeiture of membership) for those Members who commit a breach thereof or who have not observed the provisions of this Constitution, the By-Laws or any applicable pronouncements, codes or rules as amended from time to time.

27. (1) If, in the opinion of the Board, a person while a Member of CPA Australia has:
- (a) been guilty of a breach of the Constitution, By-Laws, Code of Professional Conduct or Standards;
  - (b) been guilty of:
    - (i) dishonourable practices in any profession or undertaking; or
    - (ii) conduct derogatory to or which is not in the best interests of CPA Australia or its Members;
  - (c) failed to observe a proper standard of professional care, skill or competence;
  - (d) obtained admission as a Member of CPA Australia or any other professional body recognised by CPA Australia by improper means;
  - (e) ceased to hold the necessary qualifications for membership of CPA Australia or any other professional body recognised by CPA Australia;
  - (f) become Insolvent or be Affiliated with a Practice Entity which has become Insolvent;
  - (g) been the subject of an adverse finding that is Final in relation to the Member's conduct, competence or recognition by any Court, professional body statutory or other regulatory authority in any jurisdiction;
  - (h) pleaded guilty to, or been found guilty of (with or without conviction), any offence (criminal or otherwise, but excluding any offence relating to traffic infringement) before any Court in any jurisdiction which, in the case if a finding or conviction is Final;
  - (i) been found to have acted dishonestly in any civil proceedings before any Court in any jurisdiction and such finding is Final;
  - (j) failed to comply with any reasonable and lawful direction of any officer or organ of CPA Australia within the powers conferred by CPA Australia, the Constitution or By-laws which relate to a matter concerning the good order and administration of CPA Australia including failure to comply with a Determination including relating to costs,
- the Board may impose on that person any one or more of the penalties set out in sub-Clause (2).
- (2) The following penalties may be imposed by the Board in accordance with sub-Clause (1):
- (a) forfeiture of membership on such terms and conditions as to readmission to membership as may be prescribed;
  - (b) suspension from membership for any period not exceeding five (5) years on such terms and conditions as to resumption of active membership as may be prescribed;
  - (c) a fine not exceeding the Maximum Fine;
  - (d) admonishment;
  - (e) a severe reprimand;
  - (f) for such period and upon such terms as may be imposed:
    - (i) cancellation or suspension of any certificate, privilege, right or benefit issued or granted to the Member; and/or
    - (ii) prohibition on the use of any designation permitted to be used by the Member;



- (g) restriction for such period and upon such terms and conditions as may be imposed on the permission or ability of the Member or any Practice Entity Affiliated with the Member to trade under, display or utilise any Intellectual Property of CPA Australia including any status or designation;
  - (h) the lowering of a Member's status and/or removal of any specialist designation;
  - (i) a direction to undertake such additional number of hours in such course of Continuing Professional Development as may be prescribed;
  - (j) a direction to undertake such Quality Assurance as may be prescribed; and/or
  - (k) such other penalty as may be deemed appropriate in the circumstances.
- (3) If in the reasonable opinion of the Board a Member is:
- (i) in serious breach of Clause 27 (1) (a) or (b); or,
  - (ii) in breach of Clause 27 (1) (f), (g), (h) or (i),
- the Board may suspend the membership of such Member with immediate effect pending a subsequent hearing at the discretion of the Board as to the merits upon which the Member will be given the opportunity of being heard.
- (4) A Member contravening, in the opinion of the Board, any provisions of Clause 27(1) may, as a consequence, be required by the Board to pay all or any of the costs and expenses (not exceeding the Maximum Costs) reasonably incurred by CPA Australia in the investigation and any Determination of the matter arising under Clause 27(1) and, except where the Determination is not Final (pending which the time specified in this Clause shall not run) or the Board otherwise resolves, in default of such payment within thirty days, or such further period as the Board shall allow, the membership of the Member concerned shall thereupon be forfeit. Any forfeiture of membership occurring by operation of this Clause shall be regarded as Final.
- (5) A Member whose membership has been suspended shall continue to pay all fees and subscriptions and shall be subject to the Constitution and By-Laws relating to obligations upon a Member during the period of the Member's suspension but subject to Clause 30 shall cease (save to the extent, if any, otherwise specifically resolved by the Board either generally or in any particular case) to enjoy any of the rights or benefits conferred on Members by this Constitution and the By-Laws.
- (6) All or any Certificates of Membership of a Member suffering suspension or forfeiture of membership pursuant to this Clause 27 shall be delivered to the Divisional Director of the Division to which the Member is attached and in any other case to the Chief Executive Officer to be retained during the Member's suspension or be cancelled.
- (7) A person whose membership has been forfeited shall cease to be a Member and the person's name shall, subject to the Law, be removed from the Register. Forfeiture shall not entitle a former Member to any refund of any annual subscription or other fees already paid to CPA Australia.
- (8) A person who has been suspended or who has resigned may be declared to have forfeited the person's membership if after suspension or resignation the person fails to deliver up on demand the person's Certificate or Certificates of Membership to the Divisional Director of the Division to which the Member is attached and in any other case to the Chief Executive Officer.
- (9) The Board may publish, in any manner it shall deem fit, the name of any Member whose conduct has been regulated under Clause 26 together with the details of the Determination including the nature of the charge and any penalty or costs imposed.

28. Clause deleted.

29. Clause deleted

- 30. Clause deleted.
- 31. Clause deleted.
- 32. Clause deleted.
- 33. Clause deleted.

### **REINSTATEMENT OF MEMBERSHIP**

- 34. (1) Subject to any terms and conditions imposed by the Board in a Determination made pursuant to Clause 27(2) a person whose membership has been forfeited and whose name has been removed from the Register under this Constitution may apply to the Board at any time for reinstatement.
- (2) Subject to any terms and conditions imposed by the Board in a Determination made pursuant to Clause 27(2), a person whose membership has been suspended may at any time after the expiration of one year from the date of the Final Determination ordering suspension apply to the Board for a lifting or variation of the period or terms of such suspension and seek reinstatement.
- (3) Subject to any terms and conditions imposed by the Board in a Determination made pursuant to Clause 27(2) an applicant seeking reinstatement of membership pursuant to Clause 34(1) or (2) may be reinstated upon such terms and conditions and upon giving such information and explanation as the Board by Determination, may deem fit.
- (4) The Board shall give notice of its Determination regarding reinstatement to the applicant who may, if the application seeks reinstatement pursuant to Clause 34(1) and applicant is aggrieved by the Determination, appeal, if at all, by lodging notice of appeal specifying the grounds complained of with the Chief Executive Officer within twenty (20) Business Days after receiving notice of the Determination, in which event the matter shall be re-heard from the beginning (*de novo*) with power of the Board to receive additional evidence and advice in making their Determination on appeal which shall be Final.
- (5) No appeal shall lie from a Determination in respect of an application for reinstatement pursuant to Clause 34(2).

### **ESTABLISHMENT OF DIVISIONS**

- 35. The Board may from time to time and at any time establish in any State or Territory of the Commonwealth of Australia or at any place outside the Commonwealth of Australia a Division for such State Territory or place and the Council of any such Division shall exercise the powers authorities and discretions conferred on it and be subject to the conditions imposed on it by this Constitution and the By-Laws and regulations made and directions given from time to time by the Board.
- 36. A Member shall be attached to the Division established where the Member resides unless, having regard to the place of residence, the Board is of the opinion that the Member shall be under its exclusive control or that the Member can be more conveniently attached to another Division in which latter case the Member shall be attached to that Division.

37. A Member attached to a Division shall have, in addition to the Member's rights privileges and obligations as a Member of CPA Australia, the rights and privileges and be subject to the obligations of a Member attached to that Division.
38. The Board may include any part of any State or Territory, place or region in the Division established in some other State or Territory, place or region and may also include in any Division any place not situated in such other State or Territory, place or region.
39. Every Member of CPA Australia who for the time being is not attached to any Division shall be under the exclusive control of the Board and the Board may, in addition to the rights powers authorities and discretions conferred on it by this Constitution, exercise the same rights powers authorities and discretions over every such Member in so far as they are capable of taking effect as if the Member were attached to a Division and the Board were the Council of such Division.

### **TRANSFERS**

40. Subject to Clause 36 if a Member of CPA Australia shall change the Member's principal place of residence the Member's Divisional attachment shall ipso facto be transferred to the Division established in the State or Territory, place or region in which the Member's principal place of residence is located or to the exclusive control of the Board (according to the circumstances of the case).
41. Every Member so changing the Member's principal place of residence shall within one calendar month thereafter notify the Divisional Director of the Division to which the Member was attached immediately before such change or the Company Secretary (if the Member were then under the exclusive control of the Board) of the fact of such change and shall give such other information as may be required by such Divisional Director or Company Secretary as may be prescribed by the Board.
42. Notwithstanding the transfer of Divisional attachment of a Member under the provisions of Clause 40 the Board may investigate any Complaint made against the Member or enquire into the professional conduct of the Member whilst the Member was attached to a prior Division, or whilst the Member was under the exclusive control of the Board (as the case may be), and deal with the Complaint against the Member pursuant to the powers conferred on it by this Constitution.

### **REGISTER OF MEMBERS**

43. In addition to the Register to be kept in accordance with the Law, Divisional Registers of all Members attached to each Division shall be kept.
44. The Register and Divisional Registers shall set out the status of each Member the List upon which the Member's name is entered and shall contain such further particulars as may from time to time be prescribed by the Board.
45. Every Member shall furnish the Board with all required information to enable it to compile a record of the qualifications and experience of Members in accordance with this Constitution or any other information relevant to membership of CPA Australia.

46. The name or designation of a person, or both shall not be entered in nor removed from the Register of Members or in or from a Divisional Register except with the authority of the Board nor shall a name be removed from such Registers nor the status or listing therein be changed except on the like authority or by operation of the Law. When a person ceases to be a Member, however, the former Member's name shall be removed from the Register.

### **GENERAL MEETINGS OF CPA AUSTRALIA AND DIVISIONS**

47. A General Meeting, to be called the "Divisional Annual General Meeting", shall be held, in addition to any other meetings held by the Division, not later than the thirty-first day of March in every year at such time and at such place as the Divisional Council shall from time to time decide unless the Board permits the General Meeting to be held in such later month as the Board shall from time to time decide. The business of a Divisional Annual General Meeting shall be to receive and consider the report of the Divisional Council for the preceding year and to consider any other business relating to the activities of the Division which may be raised at the Meeting.
48. CPA Australia shall, in addition to any other meetings held by it, hold a General Meeting, to be called "Annual General Meeting". The meeting shall be held subsequent to the holding of the last of the Divisional Annual General Meetings but not later than the thirty-first day of May in any year, at the time and place in a State or Territory which the Board shall from time to time decide.
49. (1) The Board may whenever it thinks fit, convene a General Meeting, and subject to the Law shall on the requisition of not less than two hundred Members forthwith convene a General Meeting of CPA Australia as provided by the Law.
- (2) This meeting shall be held at such place as the Board shall appoint in the capital city of a State or Territory in which a Division is established.
50. Subject to the Law a Member wishing to bring before an Annual General Meeting any motion or business not being the ordinary annual business of CPA Australia shall give notice thereof in writing to the Board not less than six weeks before the day of meeting and such notice shall be signed by not less than fifty Members. No motion or business (other than business brought forward by the Board) shall come before the meeting unless notice thereof has been given in accordance with this Clause.

### **NOTICE**

51. (1) Not less than twenty-one clear days notice of every General Meeting shall be given to the Members in the manner hereinafter provided or in such other manner (if any) as may be prescribed by CPA Australia (or in the case of a General Meeting of a Division, by that Division) in General Meeting. The notice shall specify the place day and hour of the meeting and the general nature of the business to be dealt with.
- (2) Not less than twenty-one clear days notice of every General Meeting at which it is proposed by CPA Australia to pass a Special Resolution shall be given to the Members in the manner hereinafter provided or in such manner (if any) as may be prescribed by CPA Australia in General Meeting. The notice shall specify the place day and hour of the meeting and the intention to propose the resolution as a Special Resolution.

52. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any Member shall not invalidate the proceedings of a meeting held in pursuance of such notice.
53. Notice of meetings (including General Meetings, whether or not specifying an intention to propose a resolution as a Special Resolution) of CPA Australia or of a Division shall be deemed to be sufficiently given if notice thereof be published in the Journal.
54. Clause deleted.
55. Clause deleted.

#### **PROCEEDINGS AT GENERAL MEETINGS OF CPA AUSTRALIA AND DIVISIONS**

56. The quorum for a General Meeting of CPA Australia and of a Division shall be ten Members present either in person or by proxy and entitled to vote and no business shall be transacted at any General Meeting unless the requisite quorum is present for the commencement of the business.
57. The President or, in the President's absence, a Deputy President (drawn by lot unless agreed amongst themselves, if more than one Deputy President is present) or, in their absence, a Director to be chosen by the Members present or, in the absence of all Directors, a Divisional Councillor to be chosen in like manner shall be entitled to take the chair at every General Meeting except the Annual General Meeting of CPA Australia and, if at any meeting no person entitled to take the chair shall be present within fifteen minutes after the time appointed for holding such meeting or if such persons present decline to take the chair then the Members present shall choose one of their number to be Chairman. In the case of the Annual General Meeting the immediate past President shall take the chair and in the absence of the immediate past President or at any Annual General Meeting held in the 12 months ending on 30 September 2007, the first mentioned provisions of the Clause shall apply.
58. The Divisional President, or in the Divisional President's absence, the Divisional Deputy President or, in the Divisional Deputy President's absence, a Divisional Vice-President or, in their absence, a Divisional Councillor to be chosen by the Members present, shall be entitled to take the chair at every General Meeting of a Division and, if at any meeting no person entitled to take the chair shall be present within fifteen minutes after the time appointed for holding such meeting, or if all persons present decline to take the chair, then the Members present shall choose one of their number to be Chairman.
59. If a quorum is not present within fifteen minutes of the time appointed for the meeting-
  - (a) where the meeting was convened upon the requisition of Members, the meeting shall be dissolved; or
  - (b) in any other case-
    - (i) the meeting stands adjourned to the same day in the next week at the same time and place or to such other day (not being more than fourteen days after such meeting) at such time and place as the Chairman of the meeting may appoint; and
    - (ii) if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting-

- (A) three Members personally present or by proxy shall constitute a quorum;  
or
- (B) where three Members are not present — the meeting shall be dissolved.

60. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall have a second or casting vote.
61. (1) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -  
(a) by the Chairman; or  
(b) by at least five Members present in person or by proxy.
- (2) Unless a poll is so demanded, a declaration by the Chairman 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 minute book of CPA Australia or Division (as the case may be) 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.
- (3) The demand for a poll may be withdrawn.
62. (1) If a poll is duly demanded, it shall be taken in such manner and subject to sub-Clause (2) either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.
- (2) A poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
63. (1) The Chairman of a meeting may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (3) Except as provided by sub-Clause (2) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **VOTES OF MEMBERS IN GENERAL MEETING**

64. Subject to the provisions of Clause 70 on a show of hands every Member present in person and entitled to vote at a General Meeting shall have one vote and upon a poll every Member present in person or by proxy or by attorney and entitled to vote shall have one vote.
65. Votes may be given at a General Meeting either personally or by proxy or by attorney as hereinafter provided.
66. (1) An instrument appointing a proxy shall be in writing and signed by the appointor or the appointor's attorney duly authorised in writing. Such instrument of proxy may be for a specified General Meeting and any adjournment thereof.

- (2) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
  - (3) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
  - (4) An instrument appointing a proxy whether for a specified General Meeting or otherwise shall be in the form or to the effect of the form prescribed in the By-Laws.
67. Before being deposited in accordance with Clause 68 an instrument appointing a proxy, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, shall be submitted to the Company Secretary. The Company Secretary shall endorse on the instrument a certificate that the appointor is a Member qualified to vote at the meeting or meetings to which such instrument relates.
68. An instrument in writing appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than forty-eight (48) hours before the time for holding a General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote, at the registered office of CPA Australia or otherwise as permitted under the Law.
69. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received before the meeting at the office of the Division of CPA Australia situated in the city where the General Meeting of CPA Australia or of the Division (as the case may be) is to be held.
70. A Member shall not be entitled to vote on any question either personally or by proxy or by attorney at any General Meeting of CPA Australia or of a Division, or at a poll or in any postal ballot held by the Board or be counted in a quorum if-
  - (a) the Member is an Associate, unless the Member was an Associate at the thirtieth day of June 1990 or unless the Member successfully completed the Associate Program examination prescribed by the Board on or before the thirty-first day of December 1990 and has complied with the requirements for admission or advancement as an Associate in accordance with the By-Laws in force on the thirtieth day of June 1990;
  - (b) the Member is an Honorary Member; or
  - (c) the Member's subscription or any other fee or charge owing to CPA Australia is overdue for three months or such other period as has been determined by the Board.
71. (1) The Board may at any time resolve that in lieu of submitting a proposal to a General Meeting it shall submit a resolution or resolutions to Members by means of a postal ballot which ballot shall be conducted as nearly as practicable in the manner set forth herein and the result of such postal ballot shall have the same force and effect as a resolution passed at the General Meeting of Members.

- (2) Prior to sending to Members the voting papers the Board shall appoint five Members to be scrutineers, at least three of whom shall act as such.
- (3) The Board shall cause voting papers to be posted to each Member who would have been entitled if present to vote at a General Meeting at the Member's registered address. Such voting papers shall set out any resolutions proposed by the Board and shall contain full directions as to the method and procedures for voting.
- (4) All Members wishing to vote on any resolution must do so by voting in the manner indicated in the directions.
- (5) Within seven days after the last day upon which votes can be received pursuant to the directions given in sub-Clause (3) the scrutineers or at least three of them shall meet and examine the voting papers.
- (6) Envelopes containing the voting papers may be opened either before or at such meeting of the scrutineers but may only be opened in the presence of at least one of the scrutineers. The scrutineers shall reject the vote of any Member who at the date of such meetings was in arrears for more than three months with any subscription or any other fee or charge prescribed by the Board or who has failed to observe the directions mentioned in sub-Clause (3) (unless in their opinion the Member has clearly indicated the way in which the Member wishes to vote) and they may reject any other vote which in their view ought properly to be rejected.
- (7) The scrutineers shall as soon as practicable report the result of the voting to the President and shall include in such report a statement of the number of votes rejected by them and the reasons for such rejection. The President shall arrange for the result of the postal ballot to be given to Members within reasonable time after the receipt of such report, whether by publication in the Journal or otherwise. The report of the scrutineers as to the result of the ballot shall be conclusive. A resolution passed by such ballot shall have the same effect as if it were a resolution passed at a General Meeting of Members held on the date of the report of the scrutineers.
- (8) Where for any reason the President is unable to exercise any powers granted to the President under this Clause the power shall be exercised by a Director appointed by the Board for that purpose.

## **THE BOARD**

72. (1) The Board shall be appointed by the Representative Council and shall consist of a maximum of twelve (subject to the appointment of any additional Director(s) by the Representative Council pursuant to Clause 74(6)) persons being:
- (a) one Member who is attached to each Division (as at the time of the person's appointment to the Board); and
  - (b) up to two persons who are neither a Member nor an employee of CPA Australia.
- (2) Each Director shall be appointed by the Representative Council for a term of two years commencing on 1 April in the year of appointment which shall expire on the thirty-first day of March of the second year of that term.
  - (3) Once appointed to the Board, a Director cannot be removed by the Representative Council.
  - (4) By the thirty-first day of March in the year in which the term of a relevant Director expires, the Representative Council shall meet and appoint a replacement Director to the Board in accordance with this Clause 72.
  - (5) Subject to the Law, on the expiration of their term of office, a retiring Director shall be eligible for reappointment but a Director is ineligible for re-appointment if the serving of a further two year term would result in that person being a Director for more than six consecutive years (for this purpose, excluding any time served by a



Director prior to 1 October 2007 and any time served by a Director filling a casual vacancy if so appointed in accordance with Clause 72(6) up to and including three consecutive Board meetings).

- (6) Any casual vacancy occurring in the Board may be filled by the Representative Council appointing a new Director who is (except in the case of an External Director) attached to the same Division as the vacating Director and who shall retain office, and be subject to, and have the benefit of, all the rights, duties and privileges attaching to that office, for as long as the vacating Director would have retained the office if no vacancy had occurred.
73. Where the Board pursuant to the power contained in Clause 81(r) establishes a new Division, the Board may appoint the first Divisional Councillors to represent such new Division, such appointment to be until the holding of an election for such positions in accordance with the Constitution at a date to be set by the Board at the time of such initial appointment. In exercising its powers under this Clause 73 the Board may determine to appoint such of the number of Divisional Councillors from a place or region within the new Division.
74. (1) The continuing Directors may act notwithstanding any vacancy in their number provided that not less than six Directors (excluding any External Directors) continue in office.
- (2) A Director may by notice in writing to a person appoint that person as the Director's alternate director for any period (not exceeding the term of the appointing Director) with such appointment to be subject to the following:
- (a) if the appointing Director is a Member, the alternate director must also be a Member;
  - (b) the appointing Director may terminate such appointment at any time by giving notice in writing to the alternate director;
  - (c) a notice of appointment, or termination of appointment, of an alternate director is effective only if:
    - (i) the notice is signed by the appointing Director;
    - (ii) the Company Secretary is given a copy of the notice and a copy of the alternate director's consent to appointment; and
    - (iii) all other Directors have approved the appointment;
  - (d) subject to this Constitution and the Law, an alternate Director may:
    - (i) attend, count in the quorum of, speak at, and vote at a meeting of Directors in place of the alternate Director's appointing Director if that appointing Director is not present at a meeting; and
    - (ii) exercise any other powers (except the power to appoint an alternate director) that the alternate director's appointing Director may exercise;
  - (e) an alternate director cannot exercise any powers of the alternate director's appointing Director if that appointing Director ceases to be a Director (in which case the alternate director's appointment shall automatically terminate);
  - (f) save for reasonable expenses of the alternate director attending meetings, CPA Australia is not required to pay any remuneration to an alternate director; and
  - (g) an alternate director is an officer of CPA Australia and not an agent of the alternate director's appointing Director.
- (3) If, due to any unforeseen circumstances a Director is unable to attend or vote at any meeting of the Board and has not appointed an alternate Director who would be entitled to attend such a meeting in accordance with Clause 74(2) above or the Director's alternate director (if one has been appointed in accordance with Clause

74(2)) being unable to attend, then such Director may by signed notice to the President or the Company Secretary at least forty-eight (48) hours prior to the relevant meeting authorise any other Director to vote for that Director on all questions arising at such meeting or upon any particular question arising at such meeting.

- (4) The office of a Director shall ipso facto be vacated if the Director:
  - (a) was a Member at the time of the Director's appointment and the Director ceases to be a Member of CPA Australia;
  - (b) resigns the Director's seat on the Board;
  - (c) is absent from two consecutive meetings without the consent of the Board and no alternate is appointed;
  - (d) is absent from three consecutive meetings without the consent of the Board, even if an alternate director attends in that Director's place;
  - (e) becomes Insolvent;
  - (f) becomes prohibited from being a Director by reason of any Order made under the Law;
  - (g) 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;
  - (h) was a Member at the time of the Director's appointment and the Director's membership subscription is overdue for three months or more; or
  - (i) was appointed as an External Director and is, or becomes, a Member or an employee of CPA Australia.
- (5) If a Director was a Member at the time of the Director's appointment as a Director and:
  - (a) the Director's membership is suspended by the Board (or any body authorised by the Board to suspend membership); or
  - (b) that person is:
    - (i) being investigated by the Board (or any body authorised by the Board) in relation to forming an opinion for the purposes of Clauses 27(1) or (3); or
    - (ii) otherwise the subject of a complaint which is being dealt with in accordance with this Constitution and the By-Laws,then, so far as possible under the Law, the office of that Director, including all rights, duties and privileges attaching to that office, shall be suspended during the period of that suspension or investigation or until the procedures in respect of the complaint have been completed in accordance with this Constitution and the By-Laws (as the case may be).
- (6) For the avoidance of doubt, if the office of a Director is suspended pursuant to Clause 74(5), then that suspension does not of itself result in the office of that Director becoming vacant. However, during the period of suspension of the office of a Director pursuant to Clause 74(5), the Representative Council may appoint a new Director (being a Member attached to the same Division to which the suspended Director was attached at the time of that Director's appointment) who shall retain office, and be subject to, and have the benefit of, all the rights, duties and privileges attaching to that office, for as long as the suspension persists.

75. Subject to the Law no Director shall be disqualified from office if the Director is directly or indirectly interested in any contract or proposed contract with CPA Australia but every Director shall disclose such interest to the Board. No Director shall vote in respect of any contract in which the Director is so interested but this prohibition as to voting shall not apply where the Director is interested only as a holder of not more than one per cent of the

issued shares of a company interested in a contract or proposed contract with CPA Australia.

75A. Notwithstanding any provisions of this Constitution, or any provisions contained in the Constitution prior to the Amending Date, the following transitional provisions regarding Directors and the composition of the Board shall apply:

- (1) subject only to Clauses 74(3), (4) and (5) and 75A(2):
  - (a) the Directors of CPA Australia as at the Amending Date shall continue to hold office as Directors until 30 September 2007; and
  - (b) no new Directors will be appointed during that period;
- (2) if a casual vacancy occurs on the Board during the period between the Amending Date and 30 September 2007, then Clause 72(6) will not apply, but rather the Divisional Council who appointed that Director prior to the Amending Date may appoint a new Director who shall retain office until 30 September 2007; and
- (3) as at 30 September 2007 the offices of all Directors will be deemed to be vacated and will be filled by those persons who the Representative Council has resolved to appoint to the Board pursuant to Clause 72, each such appointment to be:
  - (a) in respect of six Directors (including one External Director), for a term of eighteen months commencing on 1 October 2007 and expiring on 31 March 2009, whereupon each such Director would only be eligible for consecutive reappointment as a Director for two further terms of two years;
  - (b) in respect of six other Directors (including the other External Director), for a term of thirty months commencing on 1 October 2007 and expiring on 31 March 2010, whereupon each such Director would only be eligible for consecutive reappointment as a Director for a single further term of two years, and
  - (c) subject to Clauses 75A(3)(a) and (b), on the terms and conditions of this Constitution.

For the avoidance of doubt, the Representative Council will determine whether a Director is appointed on the basis of clause 75A(3)(a) or (b).

### **THE REPRESENTATIVE COUNCIL**

76. (1) The Representative Council shall have the following powers:
- (a) to appoint the Board applying the election procedure (if any) from time to time prescribed by the Board to the extent the same is not inconsistent with this Constitution;
  - (b) at the request of the Board, to consider and provide guidance to the Board (through the Chairman) on Member issues; and
  - (c) at the request of more than fifty percent of the Representative Councillors, to consider any issue concerning the affairs of CPA Australia and, as the Representative Council considers appropriate, convey the view of the Representative Council on that issue to the Board (through the Chairman). If requested by the Representative Council, the Chairman must convey any such view to the Board.
- (2) Other than as set out in Clause 76(1), the Representative Council will have no other powers.
- (3) The Representative Council will have no power or authority to bind, instruct or direct the Board on any matter (including in relation to Member issues or any issue considered by the Representative Council under Clause 76(1)(c)) and does not have the power to dismiss the Board or any Director.

- (4) Representative Councillors are not "directors" of CPA Australia for any purpose (including the Law) unless they have separately been appointed Directors by the Representative Council.

77. (1) Subject to the remainder of this Clause 77, and the appointment of additional Representative Councillors pursuant to Clause 79(4), the Representative Council shall consist of:

- (a) one Divisional Councillor from each Division appointed by the respective Divisional Council;
- (b) in respect of any Division to which are attached more than twenty percent of the total number of Members, one Divisional Councillor from that Division appointed by the relevant Divisional Council (in addition to the Divisional Councillor appointed by that Divisional Council under Clause 77(1)(a));
- (c) subject to Clause 77(2), one representative of any:
  - (i) advisory committee established by the Board;
  - (ii) sector committee established by the Board; or
  - (iii) group or body established or recognised by the Board to reflect the diversity of the membership,which the Board from time to time determines should have a representative on the Representative Council; and
- (d) if not appointed to the Representative Council under Clauses 77(1)(a)-(c), the President (as an ex officio member).

The representative on the Representative Council of a body, group or Committee in accordance with Clauses 77(1)(c) will be selected or elected by that body, group or Committee or, in the case of a group, if the Board so determines, by a representative body of that group or such other group or Committee as the Board may appoint for that purpose.

- (2) The power of the Board to determine that a body, group or committee should have a representative on the Representative Council pursuant to Clause 77(1)(c) is limited insofar as such a determination must not be made by the Board if it would result in the proportion (expressed as a percentage) of Representative Councillors appointed to the Representative Council by the Divisional Councils pursuant to Clauses 77(1)(a) or (b) being less than or equal to fifty percent of all Representative Councillors.
- (3) Each Representative Councillor shall hold office as such for a term of two years, commencing on 1 February in the year of appointment which shall expire on the thirty-first day of January in the second year of that term, unless such person has been appointed President for a term which extends past this date, in which case until the end of that person's term as President.
- (4) Subject to the Law and this Constitution, each Representative Councillor shall be eligible for reappointment, but a Representative Councillor is ineligible for reappointment if the serving of a further two year term would result in that person being a Representative Councillor for more than six consecutive years (for this purpose, excluding any time served as a Representative Councillor while filling a casual vacancy if so appointed in accordance with Clause 79(2)).
- (5) All Representative Councillors must be Members.
- (6) All appointments to the office of Representative Councillor shall (save in the case of the President appointed under Clause 77(1)(d) be conducted in the manner set out in the By-Laws.

78. (1) The President or, in the President's absence, a Representative Councillor chosen by those present, shall act as the chair of any meeting of the Representative Council.
- (2) A meeting of the Representative Council shall be convened at any time upon the request of the President or more than fifty percent of the Representative Councillors.
- (3) The President shall cause a notice of a meeting of the Representative Council and a proposed agenda to be given to members at least fourteen (14) days prior to the meeting although matters of which no or insufficient notice has been given may be dealt with so long as the meeting is of opinion that the matter is of sufficient importance.
- (4) A member of the Representative Council unable to attend or vote at any meeting of the Representative Council may by signed notice to the Company Secretary at least forty-eight (48) hours prior to the meeting authorise any other member of the Representative Council to vote for that member on all questions arising at such meeting or upon any particular question arising at such meeting.
- (5) Members of the Representative Council attending any meeting of the Representative Council shall be entitled to such reasonable travel, accommodation, or other expenses approved from time to time by the Board.
- (6) All other procedural requirements for meetings and conduct of the Representative Council will be as determined by the Board from time to time.
79. (1) The office of a Representative Councillor shall ipso facto be vacated if:
- (a) the Representative Councillor ceases to be a Member;
- (b) the Representative Councillor resigns that Representative Councillor's seat on the Representative Council;
- (c) the Representative Councillor becomes Insolvent;
- (d) the Representative Councillor becomes of unsound mind or a person whose person or estate is dealt with in any way under the law relating to mental health; or
- (e) the Representative Councillor's membership subscription is overdue for three months or more.
- (2) Any casual vacancy occurring on the Representative Council may be filled by the body which appointed that Representative Councillor appointing a replacement Representative Councillor who shall retain office, and be subject to, and have the benefit of, all the rights, duties and privileges attaching to that office, for as long as the vacating Representative Councillor would have retained office if no vacancy had occurred.
- (3) If a Representative Councillor:
- (a) has had the Representative Councillor's membership suspended by the Board (or any body authorised by the Board to suspend membership); or
- (b) is:
- (i) being investigated by the Board (or any body authorised by the Board) in relation to forming an opinion for the purposes of Clauses 27(2) or (3); or
- (ii) otherwise the subject of a complaint which is being dealt with in accordance with this Constitution and the By-Laws,
- then, the office of that Representative Councillor, including all rights, duties and privileges attaching to that office, shall be suspended during the period of that suspension or investigation or until the procedures in respect of the complaint have been completed in accordance with this Constitution and the By-Laws (as the case may be).
- (4) For the avoidance of doubt, if the office of a Representative Councillor is suspended pursuant to Clause 79(3), then that suspension does not of itself result in the office

of that Representative Councillor becoming vacant. However, during the period of suspension of the office of a Representative Councillor pursuant to Clause 79(3), the body which appointed that Representative Councillor may appoint a new Representative Councillor who shall retain office, and be subject to, and have the benefit of, all the rights, duties and privileges attaching to that office, for as long as the suspension persists.

- 79A. Notwithstanding any provisions of this Constitution, the following transitional provisions regarding Representative Councillors and the composition of the Representative Council shall apply:
- (1) the first Representative Council shall be constituted in accordance with Clause 77(1) by no later than 1 June 2007. For this purpose, if any representatives are to be appointed to the first Representative Council pursuant to Clause 77(1)(c), then the Board must make the necessary determinations pursuant to that Clause by no later than 1 April 2007; and
  - (2) each Representative Councillor appointed to the first Representative Council shall, subject to Clause 79, hold office for a term of twenty months commencing on 1 June 2007 and expiring on 31 January 2009.

#### **POWERS AND DUTIES OF THE BOARD**

80. (a) Subject to the provisions of the Law and of this Constitution, the management and control of CPA Australia and of its funds shall be vested in the Board. In pursuance of this objective, the Board may exercise such powers and do all such acts and things not expressly directed or required to be exercised or done by the Representative Council or CPA Australia in General Meeting.
- (b) Except for the appointment of the Board in accordance with Clauses 72 and 76(1)(a) of this Constitution, the Board is not required to act in accordance with any view, guidance, wish, advice, direction, instruction or recommendation of or from the Representative Council.
81. Without prejudice to the general powers conferred by Clause 80 and the other powers conferred by this Constitution, it is hereby expressly declared that the Board shall have the following powers on behalf of CPA Australia.
- (a) It may from time to time make, vary, amend, enlarge, revoke and repeal By-Laws, pronouncements and regulations and codes ancillary to but not inconsistent with this Constitution or the Law on all subjects not expressly reserved for the Representative Council or CPA Australia in General Meeting whether the same be expressed amongst its powers or not, including procedures for regulating all elections required to be undertaken by CPA Australia, the Representative Council, any Divisional Council or Branch, or any of their Committees and the control of Divisions and Branches and the powers exercisable by any of them;
  - (b) It may prescribe conditions or qualifications and experience (in addition to the requisites of this Constitution) for applicants for admission as Members or for persons seeking to form a business entity with a Member where that business entity will offer services to the public of a type requiring the Member to hold a certificate issued or recognised by CPA Australia and for changes in the status of Members, either generally or in any particular case;
  - (c) It may found prizes, award scholarships or bursaries to students and set up special funds or make grants for the education advancement and training of

Members, students, accountants or other individuals or groups as may be determined by the Board from time to time on such terms as it may think fit PROVIDED THAT the Board shall not award any prize, award or distinction of monetary value to a Member except as a successful competitor at any competition held or promoted by CPA Australia or in recognition of any outstanding achievement;

- (d) It may at its discretion appoint such Officers and Agents for permanent, temporary or special services as it may from time to time think fit and may determine their duties and fix their salaries or emoluments and may require security in such instances and to such amount as it shall think fit and it may appoint from time to time the Bankers and Legal Advisers of CPA Australia.  
It may also in its discretion remove or suspend such Officers and Agents PROVIDED THAT the appointment of a Divisional Director shall only take place after agreement has been reached about the person appointed between the Divisional Council and the Chief Executive Officer;
- (e) It may purchase rent or otherwise acquire and furnish suitable premises for the use of CPA Australia;
- (f) It may take cognisance of anything affecting CPA Australia or the professional conduct of Members and shall have power to bring before General Meetings of CPA Australia or a Division any matters which it considers material to CPA Australia and may make any recommendations and take such action as it thinks fit in relation thereto;
- (g) It may communicate from time to time with similar bodies and with members of the profession or other profession or group in other places for the purpose of obtaining and communicating information;  
It may also negotiate and arrange with other similar bodies for the reciprocal recognition of the status of members;
- (h) It shall each year, prepare the accounts and a report of the activities of CPA Australia during the previous year and provide or make available on its website (as the case may be) those reports to Members in the manner prescribed by Law, and it may in its discretion at the same time or from time to time and in any medium provide or make available to Members a list of Members and such other information as it may deem to be of interest to the Members;
- (i) It may institute, conduct, defend, compound or abandon any legal proceedings by and against CPA Australia or its Officers or otherwise concerning the affairs of CPA Australia and also may compound and allow time for payment or satisfaction of any debts due or of any claims or demands by or against CPA Australia;
- (j) It may refer any claims or demands by or against CPA Australia or between Members and non Members to dispute resolution and observe and perform every award made as a result of such resolution;
- (k) It may make and give receipts, releases and other discharges for moneys payable to CPA Australia and for the claims and demands of CPA Australia;
- (l) It may invest and deal with any moneys of CPA Australia upon such security and in such manner as it thinks fit and it may from time to time vary and call in such investments;
- (m) It may borrow or raise money by bank overdraft or otherwise by the issue of debentures or any other securities founded or based upon all or any of the property and rights of CPA Australia, or without any such security and upon such terms as to priority or otherwise as it shall think fit;

- (n) Until 30 September 2007, it may from time to time in its absolute discretion make a payment to:
- (i) the employer of a Member who is or has been the President;
  - (ii) a Practice Entity with which a Member who is or has been the President is Affiliated; or,
  - (iii) a Member who is or has been the President
- of an amount appropriate to compensate the employer, Practice Entity or Member for the loss of the services of the President or in the case of payment to a Member, for loss of time which would otherwise be spent on professional activity together with, in any of these cases, incidental expenses related thereto in connection with the period of office of the President. The amount of this payment shall not exceed forty per-centum of the total salary package as varied from time to time of the Auditor-General for Australia, which per-centum amount shall be determined by the Board in its final meeting for each calendar year, prorated for any period where the President serves as the President for less than twelve months;
- (o) From 1 October 2007, it may from time to time in its absolute discretion make a payment to:
- (i) the employer of a person who is or has been the President or a Deputy President;
  - (ii) a Practice Entity with which a person who is or has been the President or a Deputy President is Affiliated; or,
  - (iii) a person (if self-employed) who is or has been the President or a Deputy President,
- of an amount which is:
- (iv) for the President, a minimum of fifty percent and a maximum of sixty percent; and
  - (v) for each Deputy President, a minimum of fifteen percent and a maximum of twenty five percent,
- of the total salary package as varied from time to time of the Auditor-General for Australia, which per-centum amount shall be determined by the Board:
- (vi) in respect of the period 1 October 2007 until 31 March 2008, in its final meeting prior to 31 March 2008; and
  - (vii) thereafter, in its final meeting for each calendar year for the twelve months ending on 31 March in the next calendar year.
- prorated for any period where the President or a Deputy President serves as the President or Deputy President for less than twelve months;
- (p) It may from time to time in its absolute discretion make a payment to:
- (i) the employer of a person who is or has been a Director (not being an External Director);
  - (ii) a Practice Entity with which a person who is or has been a Director (not being an External Director) is Affiliated;
  - (iii) a person (if self-employed) who is or has been a Director (not being an External Director); and
  - (iv) an External Director,
- of an amount which is a minimum of ten percent and a maximum of fifteen percent of the total salary package as varied from time to time of the Auditor-General for Australia, which per-centum amount shall be determined by the Board in its final meeting for each calendar year for the twelve months ending on 31 March in the next calendar year, subject to the following:



- (v) no directors' fees can be paid in respect of any Director prior to 1 April 2010, except to External Directors;
  - (vi) no directors' fees are payable to the President or Deputy President except in accordance with Clause 81(o); and
  - (vii) the same amount of directors' fees shall be paid in respect of each Director however, the Board may vary the amount of fees payable in respect of a Director to take into account such additional responsibilities within CPA Australia that the Director may have;  
 prorated for any period where the Director serves as Director for less than twelve months.
- (q) It may pay all reasonable travelling, accommodation and other expenses that the President, a Deputy President or a Director (or a Director's alternate) properly incurs:
    - (i) in attending general Board or Committee meetings; or
    - (ii) in connection with the business of CPA Australia;
  - (r) It may from time to time as it thinks fit establish Divisions and Branches within the Commonwealth of Australia and at any place outside the Commonwealth of Australia and may revoke the establishment of any Division or Branch;
  - (s) It may from time to time in its absolute discretion delegate any of its powers, authorities and discretions to any Divisional Council, any Committee, the Chief Executive Officer, the Company Secretary, a Divisional Director or Officer or Branch council of CPA Australia or regional branch of a Division on such conditions and for such period it may think fit and it may at any time revoke such delegation;
  - (t) It may exercise all such powers, privileges and discretions as are not by Statute or this Constitution expressly and exclusively required to be exercised by the Representative Council or by the Members in General Meeting;
  - (u) It may establish procedures for regulating all elections required to be undertaken by CPA Australia, the Representative Council, any Divisional Council or Branch, or any of their Committees; and
  - (v) It may do all such things as it may think necessary, expedient or incidental to the management, regulation and good government of the affairs of CPA Australia and its Divisions.

### **DIVISIONAL COUNCILS**

- 82. (1) A Divisional Council shall consist of not less than eight nor more than twenty Members attached to a Division and elected by the Members attached to that Division but the Board may from time to time determine within those limits the number of Members to comprise any Divisional Council and a place or region within that Division from which such of that number may be elected. Each person so elected shall be at least of the status of Associate of the category as described in sub-Clause 70(a).
  - (2) A Divisional Councillor shall hold office for a term of three years commencing on 1 January next following the year during which the Divisional Councillor is elected and expiring on 31 December of the third year of that term. Divisional Councillors shall retire by rotation and be eligible for re-election.
- 83. (1) Subject to clause 83(2) and (3), vacancies caused by retirements by rotation pursuant to Clause 82(2) shall be filled by electing replacements by no later than 31

December during the calendar year immediately prior to the vacancies arising. The elections shall be conducted in the manner prescribed by the By-Laws. Divisional Councillors so elected shall take office on the first day of January next following the year during which the election occurs.

- (2) Vacancies arising on 31 March 2007 from the retirement of Divisional Councillors who were elected under provisions contained in the Constitution prior to the Amending Date, shall be filled by electing replacements by no later than 31 March 2007. The elections shall be conducted in the manner prescribed by the By-Laws. Divisional Councillors so elected shall hold office as contemplated by Clause 91A(2).
  - (3) Vacancies arising on 31 March 2008 from the retirement of Divisional Councillors who were elected under provisions contained in the Constitution prior to the Amending Date, shall be filled by electing replacements by no later than 31 March 2008. The elections shall be conducted in the manner prescribed by the By-Laws. Divisional Councillors so elected shall hold office as contemplated by Clause 91A(2).
84. Any vacancy occurring in a Divisional Council by the retirement of a Divisional Councillor by rotation under Clause 82(2) and not filled pursuant to Clause 83 may be filled by such Divisional Council appointing a Member who shall retain office as a Divisional Councillor for such period as that Member would have been entitled to retain office had that Member been elected as a Divisional Councillor pursuant to Clause 83.
85. If the Members attached to a Division or the Divisional Council fail at any time to elect Members to fill such vacancies in place of those retiring, the retiring Divisional Councillors or such of them as have not had their places filled shall continue in office in every respect as though they had been duly appointed at the time.
86. Any casual vacancy occurring in a Divisional Council may be filled by such Divisional Council electing a Member who shall retain office as a Divisional Councillor for as long as the vacating Divisional Councillor would have retained the office if no vacancy had occurred, and shall be deemed to have commenced holding office on the date on which the vacating Divisional Councillor commenced that Divisional Councillor's term of office.
87. A Divisional Council may at any time and from time to time appoint a Member as an additional Divisional Councillor provided that the total number of Divisional Councillors shall not at any time exceed the number determined by the Board pursuant to Clause 82 (1). Any Divisional Councillor so appointed shall hold office only until the expiration of the then current term and shall then be eligible for re-election.
88. (1) A Divisional Council may appoint a Member attached to the Division as alternate Divisional Councillor in the place of a Divisional Councillor who is unable for any reason to attend any one or more meetings of the Divisional Council.
- (2) An alternate Divisional Councillor shall be entitled to notice of meetings of the Divisional Council and to attend and vote thereat provided that in the event of the Divisional Councillor in respect of whom the alternate is appointed attending any meeting of the Divisional Council, the alternate Divisional Councillor shall be entitled to attend such meeting but shall not vote.
- (3) The alternate Divisional Councillor shall hold office for so long as the Divisional Councillor for whom the Member has been appointed alternate remains in office or until the earlier termination of the alternate Divisional Councillor's appointment at

any time by the Divisional Council effected by notice in writing under the hand of the Divisional Director for the time being of the Division and delivered or posted to the alternate Divisional Councillor.

89. If, due to any unforeseen circumstances, a Divisional Councillor is unable to attend or vote at any meeting of the Divisional Council and the Divisional Council has not appointed an alternate Divisional Councillor in respect of such a meeting, then the Divisional Councillor may by signed notice to the Company Secretary at least forty-eight (48) hours prior to the meeting authorise any Member attached to the Division to attend and vote for the Divisional Councillor on all questions arising at the meeting or upon any particular question arising at the meeting.
90. The continuing Divisional Councillors may act notwithstanding any vacancy in their number provided that not less than one-half of the members thereof continue in office.
91. The office of a Divisional Councillor shall ipso facto be vacated if the Divisional Councillor -
- (a) ceases to be attached to the Division;
  - (b) resigns that Divisional Councillor's seat on the Divisional Council;
  - (c) is absent from three consecutive meetings without the consent of such Divisional Council;
  - (d) becomes Insolvent;
  - (e) is requested in writing by all the other Divisional Councillors of that Divisional Councillor's Division to resign or if the Divisional Councillor's office is declared vacant by a resolution of a General Meeting of the Divisional Councillor's Division PROVIDED THAT if that Divisional Councillor is so requested to resign that Divisional Councillor shall be entitled to appeal to a General Meeting of the Division to which the Divisional Councillor is attached;
  - (f) 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;
  - (g) has not paid that Divisional Councillor's subscription such that it is overdue for three months; or
  - (h) is appointed to any salaried office of CPA Australia.
- 91A. Notwithstanding any provisions of this Constitution, or any provisions contained in the Constitution prior to the Amending Date, the following transitional provisions regarding Divisional Councillors and the composition of Divisional Councils shall apply:
- (1) subject only to Clauses 86, 91 and this Clause 91A, all Divisional Councillors as at the Amending Date shall continue to hold office as Divisional Councillors for the terms on which those Divisional Councillors were elected under the provisions contained in the Constitution prior to the Amending Date;
  - (2) the offices of all Divisional Councillors retiring on 31 March 2007 will be filled pursuant to Clause 83(2), each such appointment to be:
    - (a) for a period of two years and nine months commencing 1 April 2007 and expiring on 31 December 2009; and
    - (b) subject to Clause 91A(2)(a), on the terms and conditions of this Constitution; and
  - (3) the offices of all Divisional Councillors retiring on 31 March 2008 will be filled pursuant to Clause 83(3), each such appointment to be:
    - (a) for a period of two years and nine months commencing 1 April 2008 and expiring on 31 December 2010; and

- (b) subject to Clause 91A(3)(a), on the terms and conditions of this Constitution; and
- (4) the offices of all Divisional Councillors not retiring on 31 March 2007 or 31 March 2008, but who are instead scheduled to retire on 31 March 2009, will have their terms of office reduced so as to expire on 31 December 2008.

### **POWERS AND DUTIES OF DIVISIONAL COUNCILS**

92. A Divisional Council shall, without prejudice to any rights conferred on it by this Constitution but subject always to the control of the Board, have the following powers, duties and discretions on behalf of CPA Australia within the limits of its own Division:
- (a) It shall forthwith notify the Company Secretary in writing of all applications for admission and changes in status and of all suspensions and forfeitures and shall supply the Company Secretary with such particulars thereof as the Company Secretary may from time to time require.
  - (b) It shall arrange for the holding of the Prescribed Examinations from time to time in its Division.
  - (c) It may recommend to the Board the appointment, duties, salaries and emoluments of such Officers and Agents in respect of its Division for permanent, temporary or special services as it may from time to time think fit. It may appoint from time to time Legal Advisers to its Division. It may also recommend to the Board the removal or suspension of such Officers and Agents in respect of its Division as it may from time to time think fit.
  - (d) It may take cognisance of anything affecting CPA Australia or the professional conduct of Members and shall forthwith make a report thereof to the Board.
  - (e) It shall furnish each year to the Board a report of the activities of its Division during the previous year and such other information as the Board may require.
  - (f) It may receive any moneys payable to CPA Australia and it may make and give receipts releases and other discharges therefore and for the claims and demands of CPA Australia.
  - (g) It may from time to time establish a regional branch or group of its Division at any place in the State or Territory or place in which such Division is established, provided that any such regional branch or group is governed by rules approved by the Board. It may at any time discontinue any such regional branch or group. For the avoidance of doubt, a regional branch of a Division is not a Branch for the purposes of this Constitution.

### **PROCEEDINGS OF THE REPRESENTATIVE COUNCIL, THE BOARD AND DIVISIONAL COUNCILS**

93. (1) Subject to sub-Clause 93(2) the Board and a Divisional Council may meet, adjourn and otherwise regulate their respective meetings as they shall respectively think fit PROVIDED THAT the Board shall meet at least eight times every year and the Divisional Council shall meet at least once in every three months. Six Directors (excluding any External Directors) shall form a quorum of the Board. Each Divisional Council shall determine and may from time to time vary the quorum necessary for the transaction of its business. The Representative Council may meet, adjourn and otherwise regulate its meetings in accordance with Clause 78.
- (2) The Representative Council, the Board and the Divisional Council may meet either in person or by telephone or by other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be

held at the place agreed upon by the persons attending the meeting, provided that at least one of the persons present at the meeting was at the place for the duration of the meeting.

94. A meeting of the Board shall be convened at any time upon the request of the President or of a Deputy President or of four Directors. A meeting of a Divisional Council shall be convened at any time upon the request of the Divisional President, the Divisional Deputy President or a Divisional Vice-President of such Division or of a number of Divisional Councillors sufficient to form a quorum of such Divisional Council. A meeting of the Representative Council shall be convened in accordance with Clause 78.
95. Subject to the provisions of Clause 96 (in respect of the conduct of any election of officeholders by the Board or a Divisional Council), questions at any meeting of the Board or a Divisional Council shall be decided by a majority of votes recorded and, in case of an equality of votes the Chairman shall have a casting vote.
96. (1) Subject to Clause 97A, prior to the thirty-first day of March in each calendar year, those persons who the Representative Council has resolved to appoint to the Board for terms commencing on the first day of April during that calendar year, shall elect from amongst themselves a President and two Deputy Presidents (all of whom must be Members). Each Person so elected as President or Deputy President shall hold office for a term of one year commencing on the first day of April during that calendar year and ending on the thirty-first day of March in the next calendar year. The term of each officeholder may be extended for a further one year term by election of those persons who the Representative Council has resolved to appoint to the Board for terms commencing on the first day of April next occurring, but each officeholder can only hold office for a maximum of two consecutive years (excluding any time served as President or Deputy President prior to 1 October 2007 and any time served filling a casual vacancy if so appointed in accordance with the rest of this Clause 96). If a casual vacancy occurs for the position of President or a Deputy President during the term of their office, the Board may appoint a Director to fill the casual vacancy for as long as the vacating officeholder would have retained office if no vacancy had occurred. All such elections shall be conducted in the manner set out in the By-Laws.
- (2) Subject to Clause 97B, prior to the thirty-first day of December in each year, those persons who:
- (a) are Divisional Councillors who are not retiring at the end of that year; or
  - (b) have been elected during that year as new Divisional Councillors for terms commencing on the first day of January next following the end of that year,
- shall elect a Divisional President, a Divisional Deputy President and may elect three Divisional Vice-Presidents. Each person so elected shall hold office for one year commencing on the first day of January next following. If a casual vacancy occurs for the position of Divisional President, Divisional Deputy President or Divisional Vice President during the term of their office, the relevant Divisional Council may appoint a Divisional President, Divisional Deputy President or Divisional Vice President (as the case may be) to fill the casual vacancy for as long as the vacating officeholder would have retained office if no vacancy had occurred. All such elections shall be conducted in the manner set out in the By-Laws.
97. Each person elected in accordance with Clause 96 shall hold office until that person's successor is appointed and any vacancy occurring before such a successor is appointed

may be filled at a meeting of the Board or Divisional Council concerned to be held as soon as practicable after the occurrence of the vacancy of which business notice shall be given to the Directors or Divisional Councillors concerned.

97A. Notwithstanding any provisions of this Constitution, or any provisions contained in the Constitution prior to the Amending Date, the following transitional provisions regarding the offices of the President, the Deputy Presidents and the Vice Presidents shall apply:

- (1) the persons occupying the offices of President, Deputy President and Vice President as at the Amending Date shall continue to hold those respective offices until 30 September 2007 (in the case of the Vice Presidents, such continuation of office to be subject to, and accompanied by the benefit of, all the rights, duties and privileges attaching to that office immediately prior to the Amending Date);
- (2) prior to 30 September 2007 those persons which the Representative Council has resolved to appoint to the Board, as contemplated by Clause 75A(3), shall elect from amongst themselves the new President and the new Deputy Presidents. The newly elected President and Deputy Presidents shall hold office for a term of eighteen months commencing on 1 October 2007 and ending on 31 March 2009; and
- (3) as at 30 September 2007, the offices of all Vice Presidents will deemed to be vacated and abolished.

97B. Notwithstanding any provisions of this Constitution, or any provisions contained in the Constitution prior to the Amending Date, the following transitional provisions regarding the offices of the Divisional President, the Divisional Deputy President and the Divisional Vice Presidents shall apply:

- (1) the persons occupying the offices of Divisional President, Divisional Deputy President and Divisional Vice President as at the Amending Date shall continue to hold those respective offices until 31 March 2007;
- (2) prior to 31 March 2007 those persons who:
  - (a) are Divisional Councillors who are not retiring on 31 March 2007; or
  - (b) have been elected in accordance with Clause 83(2), as new Divisional Councillors for terms commencing on 1 April 2007,shall elect the new Divisional President, Divisional Deputy President and Divisional Vice Presidents. The newly elected Divisional President, Divisional Deputy President and Divisional Vice Presidents shall hold office for a term of twelve months commencing on 1 April 2007 and ending on 31 March 2008;
- (3) between 1 January 2008 and 31 March 2008 those persons who:
  - (a) are Divisional Councillors who are not retiring on 31 March 2008; or
  - (b) have been elected in accordance with Clause 83(3), as new Divisional Councillors for terms commencing on 1 April 2008,shall elect the new Divisional President, Divisional Deputy President and Divisional Vice Presidents. The newly elected Divisional President, Divisional Deputy President and Divisional Vice Presidents shall hold office for a term of nine months commencing on 1 April 2008 and ending on 31 December 2008; and
- (4) between 1 October 2008 and 31 December 2008 those persons who:
  - (a) are Divisional Councillors who are not retiring on 31 December 2008; or
  - (b) have been elected in accordance with Clause 83(1), as new Divisional Councillors for terms commencing 1 January 2009,shall elect the new Divisional President, Divisional Deputy President and Divisional Vice Presidents. The newly elected Divisional President, Divisional Deputy President and Divisional Vice Presidents shall hold office for a term of one calendar year commencing on 1 January 2009 and ending on 31 December 2009.

98. At all meetings of the Board the President shall preside or, in the President's absence, a Deputy President (chosen by the Directors present, if both Deputy Presidents are present) or, in their absence, a Chairman shall be elected from amongst the Directors and at all meetings of a Divisional Council a Divisional President of that Division shall preside or, in that Divisional President's absence, the Divisional Deputy President or, in that Divisional Deputy President's absence, a Divisional Vice-President or, in their absence, a Chairman shall be elected from amongst the Divisional Councillors of the particular Division. All meetings of the Representative Council shall be presided over in accordance with Clause 78.
99. If a quorum is present in person or by proxy, a meeting of the Board, the Representative Council, or of a Divisional Council shall be competent to exercise all or any of the authorities, powers and discretions vested in it by any means whatsoever.
100. The Board or a Divisional Council may appoint committees from its own members or from them and other persons including persons who are not Members of CPA Australia with such powers as the appointing body may prescribe provided such powers be not in excess of its own. At all meetings of any Committee the Chairman shall be such person who is nominated by the appointing body and, in the Chairman's absence, a Chairman shall be elected by the members of the Committee.
101. Subject to the requirement that a quorum comprise at least fifty (50) percent plus one of the members entitled to vote, the meetings and proceedings of every such Committee shall be governed by such regulations as may from time to time be made by the Board and, if there are no such regulations, by the provisions herein contained for regulating the meetings and proceedings of the appointing body so far as the provisions are applicable thereto.
102. A report or resolution of any Committee shall not bind CPA Australia or a Division until adopted or confirmed by the Board or Divisional Council as the case may be by which the Committee was appointed unless at the time of the appointment power to do so was expressly given to such Committee.
103. All acts done at any meeting of the Board, the Representative Council or of a Representative Councillor or a Divisional Council or of a Committee or by any person acting as a Director, Divisional Councillor or Committee member shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such body or person acting as aforesaid or that they or any of them were disqualified, be as valid as if such body or person had been duly appointed and was qualified to act.
104. The Board, the Representative Council and each Divisional Council shall cause to be regularly entered, in books provided for the purpose, minutes of the proceedings of their respective meetings, of meetings of their Committees and of General Meetings of CPA Australia and of its Division respectively and of the names of those present at such Board, Representative Council, Divisional Council and Committee meetings. The minutes of any meeting signed by the Chairman of the succeeding meeting shall be conclusive evidence of the transactions recorded in such minutes.
105. (1) A member (each a *Determiner*) of the Board (including any delegate making a Determination) or a Divisional Council or Representative Council or Committee

(each a ***Voting Body***) may at any time cause to be circulated in writing amongst other Determiners a proposed resolution or Determination as the case may be (***Circulating Resolution***) which, once signed by persons:

- (a) who are Determiners at the time at which the last of them so signs; and
- (b) constituting the requisite majority of Determiners (having regard to the nature of the resolution or Determination),

shall have the same force and effect as a resolution of that nature passed at a meeting of the relevant Voting Body, duly called and constituted.

- (2) Any Circulating Resolution circulated pursuant to Clause 105(1) (whether or not that Circulating Resolution has been signed by the requisite number of Determiners) shall have no effect, and shall be deemed withdrawn:
  - (a) unless the requisite majority of Determiners entitled to vote respond to the Circulating Resolution by notice to the person causing the same to be circulated within five (5) Business Days of the Circulating Resolution being circulated; or
  - (b) if any Determiner entitled to vote within five (5) Business Days of his or her receipt of the Circulating Resolution convenes or requests the person causing the same to be circulated to arrange to convene a meeting of the relevant Voting Body for the purpose of considering the subject matter of the Circulating Resolution.
- (3) Any Circulating Resolution may consist of several documents in like form each signed by one or more persons.

#### **CHIEF EXECUTIVE OFFICER**

106. The Board may from time to time appoint any person to the office of Chief Executive Officer of CPA Australia and may from time to time cancel any such appointment. The Board may fix determine and vary the powers duties and remuneration of any person so appointed. The Chief Executive Officer shall be entitled to attend meetings of the Board but shall not be a Director and shall have no right to vote at such meetings.

107. Clause deleted.

#### **DIVISIONAL DIRECTOR**

108. Subject to the proviso to Clause 81(d) the Board may from time to time in respect of each Division appoint any person to the office of Divisional Director and may from time to time cancel any such appointment. The Board may fix determine and vary the powers duties and remuneration of any person so appointed. The Divisional Director shall be entitled to attend meetings of the Divisional Council but shall not be a Divisional Councillor and shall have no right to vote at such meetings.

#### **THE SEAL**

109. The Board shall provide for the safe custody of the Seal and, subject to Clause 22, the Seal shall only be used by the authority of the Board or of a Committee of the Board authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Company Secretary or by a second Director or by some other person appointed by the Board for that purpose.



## **FUNDS**

110. All moneys when received on account of CPA Australia by the Board or by a Divisional Council shall be paid into the account of CPA Australia at its Bankers or such other financial institution authorised by the Board.
111. The funds of CPA Australia shall be applied in accordance with the budget approved by the Board subject to any directions that may be given from time to time by the Board or, in relation to the application of funds within a Division, subject to any directions that may be given from time to time by the Divisional Council not being inconsistent with any relevant directions given by the Board.
112. (1) All bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of CPA Australia by one Director and countersigned by the Company Secretary or some other Officer appointed by the Board for the purpose and for and on behalf of a Division by one Divisional Councillor of such Division countersigned by the Divisional Director of such Division or some other Officer appointed by such Divisional Council for the purpose.
- (2) Notwithstanding the preceding provisions of this Clause, any cheque drawn on a bank account of CPA Australia may be signed or endorsed on behalf of CPA Australia by any two Directors or Officers of CPA Australia who have been authorised by the Board for that purpose.
113. Cheques or other negotiable instruments paid to the Bankers or other financial institution of CPA Australia for collection requiring the endorsement of CPA Australia or of the Division may be endorsed by the Chief Executive Officer or Divisional Director of the Division (as the case may be) or by such other Officer of CPA Australia or the Division as may be appointed by the Board or particular Divisional Council for that purpose.

## **AUDIT OF ACCOUNTS**

114. A qualified auditor, or auditors, or firm of auditors, or combination of auditor or auditors and firm of auditors shall be appointed as auditor.

## **REFERENCE OF DIFFERENCES**

115. The Board may from time to time by By-Law prescribe procedures for voluntary resolution of any disagreement (other than a Complaint) between a Member and another person including another Member.

## **PRIVILEGED COMMUNICATIONS**

116. All communications, correspondence, reports, minutes and other papers and documents relative to any application to the Board (including its delegate), the Representative Council or a Divisional Council, or to the admission, reinstatement or advancement of Members, or to complaints or investigations, or to the conduct of or results of any examinations prescribed by the Board, or to proceedings of any Committee appointed under the provisions of Clause 100, or to the suspension or forfeiture of membership of any Member, or to any proceedings under Clauses 27, 34, 42, or 101, or as to any CPA Australia compliance program, shall be privileged and confidential and shall not (and nor

shall the information therein contained) be passed out of the custody of the proper Officer nor shall any of the contents be disclosed outside the Board (including relevant delegates), the Representative Council or a Divisional Council (as the case may be) save as required by law or this Constitution or the By-Laws or on the express authority of the Board or the Representative Council or such Divisional Council (as the case may be) as recorded in the minutes of such body (either generally or in any particular case) or as may be necessary to give the Member any prescribed notice.

## INDEMNITY

117. (1) CPA Australia shall indemnify each officer of CPA Australia out of the assets of CPA Australia to the relevant extent against any liability or legal costs incurred by the officer in or arising out of the conduct of the business of CPA Australia or in or arising out of the discharge of the duties of the officer unless the liability or legal costs were incurred by the officer through that officer's own dishonesty, negligence, lack of good faith or breach of duty.
- (2) In addition to Clause 117(1), an officer of CPA Australia and an officer of a subsidiary of CPA Australia may be indemnified to the relevant extent out of the assets of CPA Australia against any liability or legal costs incurred by the officer in or arising out of the conduct of the business of CPA Australia or of the subsidiary or in or arising out of the discharge of the duties of the officer where the Board considers it appropriate to do so.
- (3) To the relevant extent and where the Board considers it appropriate to do so, CPA Australia may pay amounts by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of CPA Australia or a subsidiary against liability or legal costs incurred by the officer in or arising out of the conduct of the business of CPA Australia or the subsidiary or in or arising out of the discharge of the duties of the officer.
- (4) To the relevant extent and where the Board considers it appropriate to do so, CPA Australia may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer in defending an action for a liability incurred as an officer of CPA Australia provided always the officer shall be required to repay the same if the costs become costs for which CPA Australia must not give an indemnity under section 199A of the Law.
- (5) In this Clause:
- (a) "officer" means:
    - (i) a Director, Representative Councillor or Divisional Councillor, Company Secretary, executive officer, employee or a member of a committee appointed under these clauses; or
    - (ii) a person appointed as a trustee by, or acting as a trustee at the request of, CPA Australia or, where applicable, the subsidiary of CPA Australia, and includes a former officer.
  - (b) "duties of the officer" includes, in any particular case where the Board considers it appropriate duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by CPA Australia or, where applicable, the subsidiary of CPA Australia, to any other corporation.
  - (c) "to the relevant extent" means:
    - (i) to the extent that CPA Australia is not precluded by the Law from doing so;

- (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
  - (iii) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
- (d) “liability” means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind excluding legal costs
- (e) “legal costs” means all legal costs incurred in defending any proceedings (whether criminal, civil, administrative, or judicial) or appearing before any Court, tribunal, government authority or otherwise.

118. No Director, Representative Councillor, or Divisional Councillor, Company Secretary, auditor or other Officer for the time being of CPA Australia shall be answerable or responsible for any act, receipt, omission, neglect or default of any other person notwithstanding any receipt or other document signed or act done for the sake of conformity or for any loss or damage whatsoever suffered by CPA Australia unless the loss or damage shall happen through that Director's, Representative Councillor's, Divisional Councillor's, Company Secretary's, auditors or other Officer's own dishonesty.

#### **INTERPRETATION OF CONSTITUTION**

119. If any doubt shall arise as to the proper construction or meaning of any of these Clauses or of any By-Laws, pronouncements or regulations made hereunder or any of them or of any expression used therein the decision of the Board thereon shall be final and conclusive provided such decision be reduced to writing and recorded in the Minute Book of the proceedings of the Board. The headings and marginal notes to this Constitution are to facilitate reference only and do not form part of this Constitution and will not in any way affect the interpretation thereof.

#### **AMENDMENTS**

120. This Constitution, or any other Clauses for the time being in force, may be altered, rescinded or repealed and new Clauses may be made by CPA Australia in General Meeting in the manner prescribed by the Law. Nothing whether contained in this Constitution or otherwise howsoever shall be construed as implying or creating any privilege, priority or right in favour of any Member so as to limit the power of CPA Australia at any time to alter, rescind or repeal the same and to make new Clauses in their place.

*Amended:*

*10 April 2006*

*14 December 2006*

*AGM 30 April 2007*

*AGM 28 April 2008*