



International Centre
of Excellence in
**Tourism and Hospitality
Education (THE-ICE)**

**THE INTERNATIONAL CENTRE OF EXCELLENCE
IN TOURISM AND HOSPITALITY EDUCATION LIMITED**

A Company Limited by Guarantee

Constitution

TABLE OF CONTENTS

PART 1 - PRELIMINARY	4
1. Definitions	4
2. Interpretation	5
3. Replaceable Rules	5
4. Act.....	6
5. Changes to Constitution	6
6. Company Name	6
7. Company.....	6
8. Objectives of the Company	6
PART 2 – MEMBERS	7
9. Types of Membership.....	7
10. Liability of Members	7
11. Subscriptions and Levies	7
12. Income and Property (Assets).....	8
13. Membership Criteria.....	8
14. Incoming Members.....	8
15. Outgoing Members.....	8
16. Members of THE-ICE.....	9
17. Associates of THE-ICE	9
18. Observers of THE-ICE	9
19. No Transfer of Membership.....	9
PART 3 – MEETINGS OF MEMBERS.....	9
20. Convening Meetings	9
21. Notice of Meeting	10
22. Content of Notice of Meeting.....	10
23. Quorum at General Meeting.....	10
24. Election of Deputy Chair and Chair	10
25. Responsibilities of Chair and Deputy Chair at General Meeting	11
26. Adjournments.....	11
27. Manner of Voting.....	11
28. Poll – General Meetings.....	12
29. Casting Vote.....	13
30. Declaration of a Result.....	13

31	Objection to a Voter's Qualification	13
32	Representation at General Meetings.....	13
	PART 4 – DIRECTORS	14
33	Number	14
34	Qualification	14
35	Appointment & Removal	14
36	Resignation	15
37	Disqualification	15
38	Retirement.....	15
39	Remuneration and Expenses of Directors.....	15
40	Directors' Meetings	15
41	Alternate Directors	16
42	Director's Interests	16
43	Directors' Powers.....	16
44	Delegation of Powers	17
45	Circular Resolutions	17
	PART 5 – OTHER MATTERS.....	18
46	Chief Executive	18
47	Secretary and Treasurer	18
48	Seals	18
49	Inspection.....	18
50	Notices	19
51	Winding Up.....	19
52	Indemnity of Officers and/or Employees	19
53	Calculation of time.....	19

Constitution

PART 1 - PRELIMINARY

1. Definitions

In this Constitution:

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

"Annual Subscription Fee" means the annual amount payable by Members as determined by the Board.

"Assessment Panel" means the independent assessment body with the key responsibility being assessment of membership applications of prospective Members and re-applications of existing Members.

"Auditor" means the Auditor/s of THE-ICE that may be appointed by the Members from time to time.

"Board" means the governing Board of Directors with authority to act on behalf of THE-ICE on matters concerning the management and affairs of THE-ICE according to the Act and this Constitution.

"Chair" means that person duly elected to chair Board Meetings and General Meetings.

"Circular Resolution" means a Resolution being of such nature that may be circulated amongst the Board or Members without physically holding a meeting, which will only be passed when at least fifty one percent (51%) of the Board or Members have signed their agreement for an Ordinary Resolution, or one hundred percent (100%) of the Members have signed their agreement for a Special Resolution.

"Company" and **"THE-ICE"** means the Company Limited by Guarantee to which this Constitution applies that is duly registered as the International Centre of Excellence in Tourism and Hospitality Education Limited.

"Course / Programme" may include, but is not limited to award programmes within the range of Certificate through to PhD as encompassed in international qualifications frameworks.

"Delegate" in relation to any Member means the designated representative of that Member.

"Director" means a Director of THE-ICE who will also be a member of the Board.

"General Meetings" include any meeting or Annual General Meeting of the Members convened and held according to this Constitution or the Act.

"Guest" means a person who, with the approval of the Chair, may be invited by a Member to attend and speak at a General Meeting but carries no voting entitlements.

"Institution" - may include, but is not limited to, a: university, institute, college, school and/or learning centre whether ownership is private or public, held in trust for a non-profit organisation, held on behalf of public by a statutory authority, or enabled by legislation by the relevant government as the case may be.

"Members" refers to the members of THE-ICE in the membership categories determined by the Board from time to time.

“Membership Criteria” means the criteria set out in Clause 13 herein.

“Month” means one calendar month, or the end of the business day following should the Month not end on a normal business day, with the same standards being applicable to any specified “day”, “week” or “year”.

“Ordinary Resolution” means a Resolution that requires a majority vote of Directors or Members, as the case may be, who are present at the Meeting, whether themselves or their Delegate/s and whether in person or by electronic means, of at least fifty one percent (51%) to be passed, whether at Board Meeting or General Meeting.

“Register” means the Register of Members kept in accordance with the Act.

“Replaceable Rules” means any provision of the Act designated under s 141 of the Act as “replaceable rules” and so capable of being displaced or modified by a Company’s Constitution.

“Secretary” means the person or persons duly appointed as Company Secretary of THE-ICE.

“Special Resolution” has the meaning given under s 9 of the Act, being a Resolution that requires at least 21 days’ Notice of Meeting to be given specifying the proposed Special Resolution (ss 249H & 249L of the Act), and requires agreement of at least seventy five percent (75%) of Members who are present at the Meeting, whether themselves or their Delegate/s and whether in person or by electronic means, to be passed.

“TH&E” means the broad field of study that includes, but is not limited to tourism, travel, travel agency, airline, hospitality, hotel, catering, facilities management, events, spa, cruise ship industry, resort, food, wine, culinary and gastronomy studies.

“THE-ICE Standards of Excellence” means the benchmarking assessment schema used to assess the quality standards in the delivery of tourism, hospitality, hotel, event and culinary arts management programmes of institutions that are members or prospective members of THE-ICE, whether by way of accreditation or re-accreditation, and which must be maintained throughout any membership period.

2. Interpretation

2.1 In this Constitution, unless the contrary intention appears:

- (a) Subject to Clause 1, a word has the same meaning as the definition of the word in the Act.
- (b) Reference to a Section of the Act includes any substituted statutory provision/s.
- (c) Reference to any singular includes any plural.
- (d) Reference to a person means a natural person, a corporation, a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association, an authority or a government agency.
- (e) Headings and/or sequence do not affect interpretation.
- (f) Equivalent meanings shall apply to varying grammatical forms of defined expressions.
- (g) The terms “writing” and “written” include printing, typing and other modes of reproducing words in a visible form including, but not limited to, any representation of words whether in a physical document or by accepted forms of electronic communication.

3. Replaceable Rules

3.1 Any applicable Replaceable Rules are displaced by this Constitution under s 135 of the Act.

4. Act

4.1 Despite any other provision in this Constitution:

- (a) If the Act prohibits a thing being done, the thing may not be done.
- (b) If the Act requires a thing to be done, authority is given for that thing to be done.
- (c) If a provision of this Constitution is, or becomes, inconsistent with the Act (other than a Replaceable Rule) then that provision must be read down or, failing that, severed from this Constitution to the extent of the inconsistency.

5. Changes to Constitution

5.1 This Constitution may only be modified or repealed by passing a Special Resolution of Members (s 136 of the Act).

5.2 If a new Constitution is adopted, or an existing Constitution is modified or repealed, that adoption, modification or repeal takes effect:

- (a) on the date on which the Special Resolution is passed if it specified no later date; or
- (b) on the date that may be specified in, or determined in accordance with, the Special Resolution if that date is later than the date on which the Special Resolution is passed (s 137 of the Act).

6. Company Name

6.1 The Company Name is the International Centre of Excellence in Tourism and Hospitality Education Limited.

7. Company

7.1 The Company is a company limited by guarantee under the Act.

8. Objectives of the Company

The Objectives of the Company are to:

8.1 Promote the Objectives of the Company through:

- (a) Representing the interests of the Members at national and international levels and, where appropriate, the interests of any other institutions that may be accredited by THE-ICE from time to time.
- (b) Providing a forum for the exchange of ideas and the collaboration of educational services offered by the Members for the benefit of students and TH&E.
- (c) Having an effective role in the promotion of TH&E education for the mutual benefit of potential students, education institutions and related organisations offering graduates relevant career opportunities.

8.2 Promote relevant scholarly activities which enhance TH&E education and training; foster an international cooperative culture; improve linkages between national and international educational organisations; and develop vocational training, higher education, continuing professional development, exchange, and other educational programmes.

- 8.3 Develop and promote an International Centre of Excellence in Tourism and Hospitality Education (Company) in TH&E programmes with the capability of fostering world class, relevant education, training, and research.
- 8.4 Advance and enhance education benchmarking by providing services for the assessment and accreditation of TH&E education programmes and facilitating/promoting research to enhance the economic, social, cultural and ecological sustainability of TH&E education and training.
- 8.5 Cooperate with any other national and/or international associations or organisations whose objectives are similar to those of THE-ICE.
- 8.6 Provide a contact point for national and international institutions, industry experts, government bodies or other interested parties in the design, development, evaluation or delivery of TH&E education.
- 8.7 Undertake research and/or other professional services that may be commissioned from time to time by a Member or other person at the cost of that person or Member.
- 8.8 Do any and all things that may be required for the advancement of any or all of the Objectives listed in Clause 8.

PART 2 – MEMBERS

9. Types of Membership

- 9.1 There are two (2) categories of membership of THE-ICE:
 - (a) Members of THE-ICE (accredited members).
 - (b) Associates of THE-ICE (non-accredited members).
- 9.2 The Board at its discretion may add to or vary the categories and types of membership from time to time.

10. Liability of Members

- 10.1 The liability of each Member is limited to the sum of \$100 should the Company be wound up while membership is current, or within one (1) year of a Member ceasing to be a Member, for payment towards the Company debts and liabilities, costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

11 Subscriptions and Levies

- 11.1 The Annual Subscription Fee is due and payable by each Member according to their relevant membership category within thirty (30) days of the later of:
 - (a) 1st July annually; or
 - (b) An invoice being issued by THE-ICE to the Member for the Annual Subscription Fee.
- 11.2 Annual Subscription Fees are subject to increases as may be determined from time to time by the Board in respect of any or all categories of Membership.

- 11.3 The Board may impose one-off levies on all Members for particular projects or in particular circumstances where so approved by Ordinary Resolution in General Meeting and in the proportions so determined provided that:
- (a) Any such resolution sets out the reason for the levy, the total amount of the levy, and the proportion of the levy that is payable by each Member;
 - (b) Any such levy does not exceed the sum of two thousand five hundred dollars (\$2,500) per Member; and
 - (c) The total of any such levies in any calendar year does not exceed the sum of five thousand dollars (\$5,000) per Member.
- 11.4 Where requested by a Member for the purposes of Clause 11.2, the Board must convene a General Meeting in a timely manner.
- 11.5 A Member is not liable to pay a levy imposed under Clause 11.2 if that Member resigns by giving notice in writing pursuant to Clause 15 herein within thirty (30) calendar days of the date the levy is imposed.

12 Income and Property (Assets)

- 12.1 The income and property of THE-ICE shall be applied towards the promotion of the Objectives of the Company and no proportion shall be paid to the Members whether directly or indirectly, by way of dividend, bonus or otherwise.
- 12.2 Clause 12.1 herein does not preclude remuneration payments to any officer or employee of THE-ICE, or to any Member in return for any services actually rendered or goods supplied to THE-ICE in the ordinary course of business including proper rental costs for premises let by any Member to THE-ICE.

13 Membership Criteria

- 13.1 Members must at all times demonstrate a commitment to the Objectives of the Company as listed at Clause 8 herein.

14 Incoming Members

- 14.1 Institutions or individuals that meet the criteria set out by the Board may become a Member through the process determined by the Board from time to time.

15 Outgoing Members

- 15.1 Any Member may resign by giving three (3) calendar months' notice in writing to THE-ICE.
- 15.2 The Board may cancel the membership of a Member if that Member ceases to comply with Clause 13 herein or:
- (a) That Member has any Annual Subscription Fee or levy that remains outstanding ninety (90) calendar days following a written notice from THE-ICE requesting payment; or
 - (b) That Member is a Company and becomes an externally-administered body corporate.
- 15.3 Any resignation or cancellation of membership will be advised in writing to all Members.

16 Members of THE-ICE

- 16.1 A Member of THE-ICE is entitled to receive notices of General Meetings and is entitled to appoint two (2) Delegates under Clause 32 herein to attend, to speak at, and to vote at General Meetings.
- 16.2 With the approval of the Chair, a Member of THE-ICE may invite Guests to attend and speak at General Meetings without voting entitlements.
- 16.3 A Member of THE-ICE may itself be appointed as a Delegate by another Member and may exercise the powers of that Member if duly authorised to do so under Clause 32 herein.

17 Associates of THE-ICE

- 17.1 An Associate of THE-ICE is entitled to receive notices of General Meetings and is entitled to appoint one (1) Delegate under Clause 32 herein to attend, to speak at, and to vote at General Meetings.
- 17.2 With the approval of the Chair, an Associate of THE-ICE may invite Guests to attend and speak at General Meetings without voting entitlements.
- 17.3 An Associate of THE-ICE may itself be appointed as a Delegate by a Member and may exercise the powers of that Member if duly authorised to do so under Clause 32 herein.

18 Observers of THE-ICE

- 18.1 This Clause has been deleted as Observers are now classified as a subcategory of Associates of THE-ICE.

19 No Transfer of Membership

- 19.1 Membership is attributed to the approved institution or individual and is not transferable.

PART 3 – MEETINGS OF MEMBERS

20 Convening Meetings

- 20.1 The Board may convene a Meeting at a time and place the Board may decide provided that at least one (1) General Meeting takes place in any calendar year and that under s 249H of the Act at least 21 days' notice is given unless the following applies:
 - (a) The meeting to be convened is an Annual General Meeting and all of the Members agree beforehand the calling on shorter notice; or
 - (b) The meeting to be convened is a General Meeting and at least ninety five percent (95%) of the Members agree beforehand the calling on shorter notice.
- 20.2 Shorter notice of meeting under Clause 20.1 is not allowed under s 249H of the Act if a resolution will be moved to remove a Director under s 203D of the Act or appoint a replacement Director for one removed under that section, or remove an Auditor under s 329 of the Act.

20.3 Unless convened at the request of Members under s 249D of the Act the Board may cancel or postpone a General Meeting by notice to the Members specifying the place, day and time for holding the postponed General Meeting.

21 Notice of Meeting

Written notice of every General Meeting shall be given to each of the appointed Auditor, the Directors, the Members, and/or their duly appointed Delegate/s, in the manner and time required by the Act under section 249H and Clauses 20-22 herein.

22 Content of Notice of Meeting

22.1 A Notice of Meeting must at least specify the following under s 249L of the Act:

- (a) The place, date and time of the meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
- (b) The general nature of the meeting's business;
- (c) If a special resolution is to be proposed at the meeting then an intention must be set out proposing the Special Resolution and stating the resolution; and
- (d) A statement setting out the Member's rights to appoint a Delegate, or more than one as the case may be, the voting entitlement of those Delegates, and whether those Delegates are required to be Members.

23 Quorum at General Meeting

23.1 The quorum for a General Meeting is twenty-five (25%), or the nearest number when rounded up, of the Members and the quorum must be present (whether in person, by Delegate or by electronic means) at all times during the meeting.

23.2 If there is no quorum within 30 minutes after the time appointed for a General Meeting then:

- (a) the meeting must be dissolved under s 249T of the Act; and
- (b) may be adjourned either to a time, date and place the Directors specify, or (if one or more of those things are not specified); then
 - (i) to the same day in the next week (if the date is not specified under 23.2(b));
 - (ii) to the same time (if the time is not specified under 23.2(b); and/or
 - (iii) to the same place (if the place is not specified under 23.2(b)).

24 Election of Deputy Chair and Chair

24.1 To be eligible for election as Chair or Deputy Chair a person:

- (a) must be a Director of THE-ICE; and
- (b) must be the representative of an accredited member of THE-ICE; and
- (c) must be recognised by the Directors as having experience and knowledge in connection with the Objectives of THE-ICE.

24.2 A person who fulfils the eligibility requirements at Clause 24.1 and accepts such nomination may be elected by the Board as Chair or Deputy Chair by Ordinary Resolution.

24.3 The term of office for Chair or Deputy Chair is two (2) years with the following exceptions:

- (a) A person will cease to hold office as Chair or Deputy Chair should they no longer hold office as a Director or they no longer represent an accredited member;
- (b) Should a Chair or Deputy Chair be unable or unwilling to continue to act for their full two (2) year term under Clause 24.3, the Board may elect another person who is eligible under Clauses 24.1 – 24.2.

25 Responsibilities of Chair and Deputy Chair at General Meeting

- 25.1 If no Chair or Deputy Chair has been duly elected in accordance with Clause 24, or if the duly elected Chair or Deputy Chair is unable or unwilling to act as Chair at any General Meeting then the Directors may appoint an Interim Chair to act as Chair for that meeting, or any part of it.
- 25.2 The Chair at a General Meeting has general conduct of the meeting and may determine the procedures to be followed, subject to the general law and the requirements of the Act, and if the duly elected Chair is unable or unwilling to act as Chair at any General Meeting then the Deputy Chair will assume the role and responsibilities of Chair for that meeting.
- 25.3 Without limiting the powers under Clause 25.2 the Chair may refuse a person admission to a General Meeting, or require that a person leave and not return to a General Meeting, if that person:
 - (a) Refuses to permit reasonable examination of any article in his or her possession; or
 - (b) Is reported to the Board as being in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article;which the Chair considers to be dangerous, offensive, or liable to cause disruption.

26 Adjournments

- 26.1 An adjourned General Meeting must be dissolved if a quorum is not present within thirty (30) minutes after the time appointed for the adjourned General Meeting.
- 26.2 The Chair must adjourn a General Meeting if the majority of Members present direct so, whether by show of hands or other manner.
- 26.3 Only the Chair may demand a poll be conducted on any resolution concerning the adjournment of a General Meeting.
- 26.4 Business that may be conducted at an adjourned General Meeting includes only the unfinished business from the originally scheduled meeting, with no new business to be introduced.
- 26.5 There is no requirement to provide an agenda by notice to all Members of an adjourned General Meeting provided that the adjourned General Meeting is held within thirty (30) days of the originally scheduled meeting.

27 Manner of Voting

- 27.1 A question put to a General Meeting must be decided:
 - (a) on a declaration of a show of hands of the Members; or

- (b) by poll of the Members before or on the declaration of the show of hands if demanded by:
 - (i) the Chair of the meeting;
 - (ii) any Member; or
 - (iii) at least twenty five percent (25%) of the Members present at the General Meeting whether acting in their own right or as Delegate for a Member or Members if more than one.

27.2 Each Member is entitled to the number of votes specified for their membership category in Clauses 16-17 herein, whether by show of hands or by poll and whether in person or by duly appointed Delegate or Delegates, specifically:

- (a) Members of THE-ICE are entitled to two (2) votes;
- (b) Associates of THE-ICE are entitled to one (1) vote.

27.3 The Chair of each General Meeting shall cause a Register to be kept of all persons attending that General Meeting and their function in attending, specifically:

- (a) Each person's name;
- (b) Whether attending as a duly appointed Delegate of a Member, or Members if more than one;
- (c) Whether attending as a Guest of a Member, or Members if more than one;
- (d) The Member and category of membership, or Members and categories of membership if more than one, for which they are attending; and
- (e) The number of votes applicable to each representation as Delegate or Delegates if more than one.

27.4 At the commencement of each General Meeting the Chair shall announce or distribute a notice specifying the number of Delegates including Guests in attendance and the total number of votes each Delegate may exercise on a poll.

28 Poll – General Meetings

28.1 Any poll to be conducted under Clause 27.1 herein must be taken as and when the Members instruct the Chair to so direct with the exception of a poll on a question of adjournment which must be taken without any adjournment.

28.2 If any question arises as to the number of votes to which any person is entitled on a poll, the Chair must decide the matter with reference to Clause 27.2 herein and such decision made by the Chair in good faith is final.

28.3 The demand for a poll does not prevent the meeting from dealing with other business.

28.4 The result of a poll is the resolution of the meeting.

28.5 The demand for a poll may be withdrawn.

28.6 No poll may be demanded on the election of a Chair of a meeting.

29 Casting Vote

29.1 At any General Meeting the Chair may have the casting vote in addition to the vote/s they are eligible to make as a Member, or as Delegate/s of Member/s, and at any Board Meeting the Chair may have the casting vote in addition to any vote they may have in their capacity as Director.

30 Declaration of a Result

30.1 Unless a poll is demanded under Clause 27.1 any declaration by the Chair that a resolution has been carried or lost with an entry made to that effect in the minutes is conclusive evidence of that fact.

31 Objection to a Voter's Qualification

31.1 An objection to the qualification of any voter may only be made at the meeting in which the vote is cast, and may only be made by a Member or their duly appointed Delegate, with the decision of the Chair on the objection being final.

32 Representation at General Meetings

32.1 A Delegate may be duly appointed to represent a Member (including attending, speaking at, and voting at) all or any number of General Meetings by a written Notice of Appointment being executed by that Member and lodged with the Secretary in accordance with Clause 32.6 with such appointment able to be amended or withdrawn by notice in writing to the Secretary.

32.2 A Guest may be invited by a Member to attend and speak at any General Meeting (but not vote unless duly appointed as a Delegate) only once approval in writing has been given by the Chair.

32.3 Unless a Notice of Appointment specifies otherwise, which may include for or against voting stipulations, a Delegate of a Member is taken to have authority to speak to any proposed resolution at General Meeting and:

(a) To vote on the following matters:

- (i) The convening of a General Meeting with shorter notice than is otherwise required by the Act or this Constitution;
- (ii) Any Special Resolution where less than twenty-one (21) days' notice was given under Clause 20;
- (iii) Any Ordinary Resolution or Special Resolution unless stipulated in the alternative on the relevant Notice of Appointment;
- (iv) Any amendment or motion moved to proposed resolutions; and
- (v) Any procedural motion including that to elect a Chair.

(b) To demand or join in demanding a poll on any resolution on which the Delegate has been duly appointed to vote.

(c) To act generally at all or any General Meetings pursuant to the relevant Notice of Appointment including any meeting that may have been nominated then adjourned.

32.4 A Notice of Appointment may direct the manner in which the Delegate is to vote in respect of a particular resolution and, where an instrument so provides, the Delegate shall only be entitled to vote as directed in the Notice of Appointment for that particular resolution.

- 32.5 A Notice of Appointment need not be in any particular form but shall not entitle the Delegate to attend, speak or act at any meeting unless the Notice of Appointment is:
- (a) In writing;
 - (b) Signed by the Member, or if the Member is a Body Corporate then executed by a person duly authorised by the governing body of the Member;
 - (c) Deposited at the registered address of THE-ICE, or other such place that may be specified in the notice of meeting, at least twenty-four (24) hours before the poll or meeting or adjourned meeting as the case may be;
 - (d) Tabled at any meeting or adjourned meeting at which the Delegate proposes to act; and
 - (e) Produced at the time that any relevant poll is taken.
- 32.6 By majority vote at Board meeting, the Directors may waive any or all of the requirements of Clauses 32.1 – 32.5 upon the production of such evidence as the Directors deem to prove the validity of an appointment as Delegate.
- 32.7 A vote made under the terms of a Notice of Appointment is valid despite any revocation if such revocation is not notified in writing prior to the time that such Notice of Appointment may be required to be deposited, tabled or produced under Clause 32.5 (c, d & e).

PART 4 – DIRECTORS

33 Number

- 33.1 There will be no less than five (5) and no more than eleven (11) Directors at any one time.

34 Qualification

- 34.1 A person may only be elected as a Director if they are the nominated representative of a Member.

35 Appointment & Removal

- 35.1 The Board will call for nominations for election as a Director prior to each Annual General Meeting. Such call for nominations will specify the number of vacancies for election and those retiring Directors seeking re-election.
- 35.2 Any Member may nominate a person for election as a Director to fill a vacancy provided such nomination is seconded by another Member.
- 35.3 A Nomination for Director must be made in writing on the specified form which will be:
- (a) Signed by the Nominator and a Secunder;
 - (b) Accompanied by a biographical sketch of the Nominee; and
 - (c) Accompanied by the Nominee's written consent to act as Director if elected.
- 35.4 Where the number of Nominations and the number of Directors seeking re-election are less than the number of vacancies, those nominated and those seeking re-election will be deemed to be elected at the Annual General Meeting. Where the number of Nominations and the number of

Directors seeking re-election are more than the number of vacancies the names of all candidates will be put to the Members at the Annual General Meeting and a poll taken. Candidates with the highest number of votes will be elected until all vacancies have been filled. Where there is an equality of votes to decide a vacancy, names of candidates will be drawn from a hat until all vacancies have been filled.

36.5 The term of office of any new or re-elected Director is two (2) years after which time the Director is retired notwithstanding their eligibility for re-election.

35.5 Whenever the number of Directors falls below the maximum number prescribed in Clause 33 herein, the Board may appoint a Director to fill a casual vacancy. The Director so appointed must present themselves for re-election at the next Annual General Meeting.

35.5 A Director may be removed from office by an Ordinary Resolution of Members.

36 Resignation

36.1 A Director may resign as a director by giving written notice of such resignation to the registered office of THE-ICE unless such resignation would result in the Company contravening section 201A and Clause 33 herein regarding the minimum number of Directors.

37 Disqualification

37.1 A person ceases to be a Director if and when the Act or this Constitution otherwise requires or permits, however, a person who ceases to be a Director is eligible for reappointment or re-election as a Director subject to the Act.

38 Retirement

38.1 A Director retires two (2) years after the Annual General Meeting at which they were elected.

38.2 A retiring Director is eligible for re-election at the Annual General Meeting at which they retire.

39 Remuneration and Expenses of Directors

39.1 The Directors are not entitled to remuneration, however:

- (a) Under s 199B of the Act the Company may pay a premium for a contract insuring a person who is or has been a Director against any liability incurred as a Director for the Company;
- (b) Under s 202A of the Act travelling and other expenses that are reasonably and properly incurred in connection with Company business may be reimbursed to Directors with the prior approval by Ordinary Resolution including, but not limited to, costs of attending meetings of Directors or meetings of committees of Directors or General Meetings as may be applicable.

40 Directors' Meetings

40.1 Subject to the Act and this Constitution, the Directors may meet together, adjourn and regulate their meetings as they may decide.

40.2 A Director may call a Directors' meeting ("Board Meeting") and the Secretary must at the request in writing of a Director, call a Board Meeting.

- 40.3 Unless all Directors entitled to vote at the Board Meeting agree otherwise, a person calling a Board Meeting must give to each Director a Notice of Board Meeting that:
- (a) Sets out the place, date and time of the meeting and, if the Board Meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) Sets out the general nature of the Board Meeting's business incorporating relevant information so far as is reasonably available; and
 - (c) Allows at least two (2) clear business days before the Board Meeting or such other period as all the Directors may otherwise determine as a matter of general policy.
- 40.4 The Chair at a Board Meeting shall be that person appointed as Chair under Clauses 24 and 25 herein.
- 40.5 Unless the Directors otherwise determine as a matter of general policy, a majority (at least half, or half if an even number) of the Directors in office at the time constitutes a quorum for a Board Meeting (whether in person or by electronic means) and that quorum must be present at all times during the meeting.
- 40.6 Any material personal interest that a Director may have in a matter relating to the affairs of the Company must be disclosed by written notice pursuant to s 191 of the Act.
- 40.7 A Director with a material personal interest disclosed pursuant to Clause 40.6 herein may not be present at, or vote at, a Board Meeting that is considering that material personal interest unless excepted under s 195 or 196 of the Act.
- 40.8 Any Ordinary Resolution of the Board or Members must be passed by a Simple Majority of the votes cast by Directors or Members entitled to vote on the resolution whether in Meeting or by Circular Resolution, and any Special Resolution must be passed by a Special Majority of the votes cast by Directors or Members entitled to vote on the resolution if in Meeting, or by all votes being in favour if by Circular Resolution.

41 Alternate Directors

- 41.1 A Director does not have the right to appoint an Alternate Director.

42 Director's Interests

- 42.1 Subject to s 208 of the Act, a Director and an entity in which a Director has a personal interest may in any capacity:
- (a) enter into any contract or arrangement with the Company;
 - (b) be appointed to and hold any office or place of profit under the Company, other than the office of Auditor;
 - (c) act in any professional capacity, other than as Auditor, for the Company; and
 - (d) may receive and retain for their own benefit any remuneration, profits or benefits as if they were not a Director.

43 Directors' Powers

- 43.1 Company business is to be managed by the Directors who may exercise all such powers of the Company as may be required to be exercised under the Act or this Constitution.

- 43.2 The Directors may exercise all the powers of the Company except any powers that the Act or this Constitution requires the Company to exercise in General Meeting or otherwise.
- 43.3 Notwithstanding Clause 43.1, the Directors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- 43.4 The Directors may appoint any person or persons as power of attorney of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit.
- 43.5 A power of attorney granted under Clause 43.4 may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney including by way of appointment of a substitute attorney.
- 43.6 The Directors must cause minutes of meetings to be made and kept in accordance with the Act.
- 43.7 The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

44 Delegation of Powers

- 44.1 A delegation of powers by the Directors:
- (a) may authorise the delegate to sub-delegate all or any of the powers vested in the delegate; and
 - (b) may be concurrent with or to the exclusion of the exercise of those powers by the Directors.

45 Circular Resolutions

- 45.1 The Board or Members may pass an Ordinary Resolution without a physical Meeting being held if a majority of the Directors or Members who are entitled to vote on the resolution, and being not less than the number required for a quorum at a Meeting, sign a document containing a statement that they are in favour of the resolution set out in the document.
- 45.2 The Members may pass a Special Resolution in accordance with the Act without a physical Meeting being held if all of the Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, and provided that proper notice as required under the Act has been complied with.
- 45.3 A resolution passed under Clauses 45.1 or 45.2 is taken to have been passed when signed by the last Director or Member required to pass the resolution.
- 45.4 Electronic versions and/or separate copies of a document may be used for signing by Directors or Members if the wording of the resolution and statement is identical on each version or copy.
- 45.5 A document referred to in this Clause must be sent to every Director or Member who is entitled to vote on the resolution whether or not the Director or Member signs the document.

PART 5 – OTHER MATTERS

46 Chief Executive

- 46.1 The Board may appoint a Chief Executive alone, or a Chief Executive and a Deputy Chief Executive in each case for either a fixed term or without limitation as to the period of appointment, but not for life, and may remove persons so appointed and appoint replacements.
- 46.2 A Chief Executive or Deputy Chief Executive has only those powers and authorities conferred by the terms of the Chief Executive or Deputy Chief Executive's appointment or subsequently conferred by the Directors and the Directors may vary the powers and authorities for the time being conferred on a Chief Executive or a Deputy Chief Executive.

47 Secretary and Treasurer

- 47.1 The Board must appoint by Ordinary Resolution at least one (1) Secretary that is domiciled in Australia and may appoint additional Secretaries that are not necessarily domiciled in Australia.
- 47.2 The Board must appoint by Ordinary Resolution at least one (1) Treasurer who will be a Director.
- 47.3 A Secretary and a Treasurer hold their respective office on the terms and conditions, and with the powers, duties and authorities, as determined by the Directors with the exercise of those powers and authorities and the performance of those duties being subject at all times to the control of the Directors.
- 47.4 The Board may suspend or remove a Secretary or Treasurer from that office.

48 Seals

- 48.1 The Company may, but is not required to, have a common seal.
- 48.2 The common seal and any official seal may be used only with the authority of the Board or of a committee of Directors so authorised by the Board.
- 48.3 The sealing of a document with the common seal must be witnessed by two persons being:
- (a) a Director; and
 - (b) the duly appointed Secretary or another Director or other person as may have been appointed by the Board for that purpose.
- 48.4 The Board may decide that any such signature need not be hand-written. If so, then the Board must specify in which cases and how the signature must be affixed and verified by a person appointed for that purpose by the Board.

49 Inspection

- 49.1 Unless authorised by the Board or under the Act, a Member who is not a Director is not entitled to:
- (a) inspect the Company's books; nor
 - (b) obtain information about the Company's operations;
- if the Board thinks it may be contrary to the interests of the Company.

50 Notices

- 50.1 Notices as may be required under the Act or this Constitution may be given to Members or former Members in any of the following manners:
- (a) In person;
 - (b) Posting to the address for the Member as listed in the Register, or an alternate address if one has been nominated by the Member;
 - (c) Sending electronically via facsimile or email or other electronic address as may have been nominated by the Member; or
 - (d) By any other means permitted under the Act.
- 50.2 Any Notice sent by post is taken to have been received three (3) clear business days after the day of posting while any Notice sent electronically is taken to have been received at the end of the business day following the day of sending.
- 50.3 Sufficient evidence of posting is a certificate in writing signed by a Director or the Secretary stating that a Notice was posted by addressing, stamping and posting such Notice.

51 Winding Up

- 51.1 If THE-ICE is wound up and there remains, after satisfaction of all its debts and liabilities, any property, such property shall not be distributed amongst the Members but shall be given or transferred to some other non-profit institution or institutions having Objectives similar to the Objectives of THE-ICE and whose Constitution also prohibits the distribution of its income or property among its Members.
- 51.2 Such institution or institutions who may receive the property referred to in Clause 51.1 are to be determined by the Members of THE-ICE at or before the time of the winding up or, in default, by application to the relevant jurisdiction at the time.

52 Indemnity of Officers and/or Employees

- 52.1 Any and all officers and/or employees of THE-ICE are indemnified against any liability incurred by that officer and/or employee who is acting in that capacity except in the case of liability arising from bad faith and including costs and expenses of:
- (a) defending proceedings (civil or criminal) in which judgment is given in favour of the officer or employee or in which the officer or employee is acquitted; and/or
 - (b) an application in relation to proceedings, whether they be civil or criminal, in which the court grants relief to the officer or employee under the Act.

53 Calculation of time

- 53.1 Any period of time referred to by this Constitution or the Act is to be calculated pursuant to s 105 of the Act which provides (without limiting ss 36(1) of the *Acts Interpretation Act 1901*):
- (a) In calculating how many days a particular day, act or event is before or after another day, act or event, the first-mentioned day, or the day of the first-mentioned act or event, is to be counted but not the other day, or the day of the other act or event.

And if there is no specified time for giving of a notice or serving of a document under this Constitution or the Act then the Board may specify the time.

- END OF CONSTITUTION -