



National Institute of Organisation
Dynamics Australia Ltd
Constitution

Australian Company Number (ACN) 607 032 888
Australian Business Number (ABN) 97 897 654 659

A company limited by guarantee

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1 Company's name

The name of the company is "National Institute of Organisation Dynamics Australia Ltd".

2 Type of company

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

3 Company's purpose

The principal purpose for which the company is established is providing education in systems psychodynamics and advancing the field through leading edge research and development for the improvement of organisations, community and society.

4 Company's powers

Solely for carrying out the company's purpose, the company may exercise all the powers of an individual and all the powers of a company limited by guarantee under the Corporations Act.

5 Not for profit

5.1 Application of the company's income and property

- (a) The company's income and property must be applied solely towards the company's purpose.
- (b) No part of the income or property of the company may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or other profit distribution, to any member or director.
- (c) This rule 5 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

5.2 Payments of directors' fees

Directors may not be paid fees, bonuses or other remuneration in connection with their role as director.

5.3 Other payments to directors

All other payments to directors must be approved by the directors including, but not limited to out-of-pocket expenses incurred by a director in performing a duty as a director of the company.

6 Membership

- (a) Only directors of the company can be members of the company.
- (b) On being appointed to the Board of Governance, a director becomes a member of the company.
- (c) A person immediately ceases to be a member if the person ceases to be a director of the company.
- (d) The secretary of the company must maintain a register containing the name, address, alternative electronic or other address (if any) for receipt of notices, date membership started and (for persons who ceased to be a member in the past seven years) date membership ceased, for each member.

7 Liability of members

The liability of members is limited to the amount of the guarantee given in rule 8.

8 Guarantee by member

Every member must contribute an amount not more than \$20 to the property of the company if it is wound up while the person is a member or within one year after the person ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before the time the person ceased to be a member; and
- (b) costs, charges and expenses of winding up.

9 Deductible gift recipient endorsement

9.1 Gift Account

- (a) This rule only applies if the company is a deductible gift recipient under the ITAA 97.
- (b) The company must maintain a gift account:
 - (1) to identify and record Gifts and Deductible Contributions;
 - (2) to identify and record any money received by the company because of those Gifts and Deductible Contributions; and
 - (3) that does not record any other money or property.
- (c) The company must use the gift account only for its principal purpose.

9.2 Receipts

Receipts for Gifts or Deductible Contributions must state the:

- (a) name and ABN of the company;
- (b) date and amount (or value, if property) of the Gift or Deductible Contribution;
- (c) name of the donor or contributors; and
- (d) fact that it was a Gift or Deductible Contribution (and if it was a Deductible Contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

10 Winding up

10.1 Distribution of the Company's assets

On the first to occur of:

- (a) The winding up or deregistration of the company; or
 - (b) If the company is endorsed as a deductible gift recipient under subdivision 30-BA of the ITAA97, revocation of the company's endorsement as a deductible gift recipient; or
 - (c) If the company is endorsed as an income tax exempt charity under subdivision 50-B of the ITAA97, revocation of the company's endorsement as an income tax exempt charity,
- all surplus assets of the company, after satisfaction of all debts and liabilities of the company must be distributed or transferred to one or more Eligible Charities.

10.2 Identity of Eligible Charities

The identity of an Eligible Charity for the purposes of this clause 10 will be determined by the directors at or before the winding up, deregistration or revocation of the company as deductible gift recipient and (where applicable) approved by the Commissioner of Taxation or delegate of the Commissioner of Taxation and, in default, will be determined by the Supreme Court of Victoria.

11 Altering the constitution

11.1 The company must not pass a special resolution altering the constitution if, as a result, the company will cease to be a charity.

11.2 The company will notify the Australian Taxation Office of any changes to this constitution, in the approved form, within 28 days of any change.

12 General meetings of members

12.1 Calling general meetings

A general meeting of members may only be called:

- (a) by a directors' resolution; or
- (b) as provided or required under any applicable law or under any policy adopted by the directors.

12.2 Notice of general meetings

(a) At least 21 days' notice of every general meeting must be given in any manner authorised by rule 16 to each person who is, at the date of the notice:

- (1) a member; and
- (2) the auditor of the company, if applicable.

(b) A notice of a general meeting must:

- (1) specify the date, time and place of the meeting;
- (2) state the general nature of the business to be transacted at the meeting;
- (3) if a special resolution is proposed, state the full terms of the special resolution; and
- (4) state that members have the right to appoint a proxy, and specify the manner and timing by which any written proxy appointment must be delivered to the company.

12.3 Quorum at general meetings

(a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.

- (b) A quorum consists of at least 3 members entitled to vote and be present at the meeting.
- (c) In determining if a quorum is present, a person may only be counted once even if the person is a proxy of more than one member.
- (d) If a quorum is not present within 30 minutes after the time appointed for a general meeting the meeting stands adjourned to the day, and at the time and place, that the directors decide or, if the directors do not make a decision, to the same day in the next week at the same time and place.
- (e) If at the adjourned meeting under rule 12.3(d), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

12.4 General meetings by technology

- (a) The simultaneous linking together by telephone or other electronic means of a sufficient number of the members to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

12.5 Chairperson of general meetings

- (a) The chairperson of directors must preside as chairperson at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) If there is no chairperson of directors or both the conditions in rule 12.5(a) have not been met, the members present must elect another chairperson of the meeting.
- (c) A chairperson elected under rule 12.5(b) must be another director who is present and willing to act.

12.6 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) If a quorum is present, the chairperson of the general meeting must, if so directed by a majority of the members present, adjourn the meeting, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 12.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

12.7 Decisions of the members

- (a) Except where by law a resolution requires a special majority, resolutions must be decided by a majority of the votes cast by the members.
- (b) Where the votes on a proposed resolution are equal:

- (1) the chairperson does not have a second or casting vote; and
- (2) the proposed resolution is taken as lost.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or immediately after the declaration of the result of the show of hands, a poll is demanded by at least 2 members present and with the right to vote on the resolution.
- (d) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution on a show of hands has been:
 - (1) carried;
 - (2) carried unanimously;
 - (3) carried by a particular majority; or
 - (4) lost,
 and an entry to that effect in the minutes of the meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) Except as provided in rule 12.7(g), if a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval, as the chairperson of the meeting directs.
- (g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.
- (i) A members' resolution may be passed without a meeting (unless a meeting is required under this constitution or the Corporations Act) if all the members entitled to vote agree in writing to the resolution.
- (j) A resolution passed without a meeting under rule 12.7(i) is taken to be passed on the date the last member agrees to the resolution.

12.8 Voting rights

- (a) Each member has one vote.
- (b) A proxy (if any) is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in their own right.
- (c) An objection to the qualification of a person to vote must be:
 - (1) raised before the vote objected to is counted; and
 - (2) referred to the chairperson, whose decision is final.

12.9 Appointment of a proxy

- (a) A member may appoint a proxy to attend a general meeting and vote on behalf of the member.
- (b) A proxy must be a member of the company.
- (c) The appointment of a proxy must be:
 - (1) made in writing;
 - (2) signed by the member or authenticated electronically in accordance with regulations made for that purpose under the Corporations Act; and
 - (3) state the name of the member, the name of the proxy and the meeting at which the appointment may be used.

- (d) The written appointment of a proxy may direct the proxy how to vote in respect of a particular resolution and, if the appointment so directs, the proxy is not entitled to vote on that resolution except as so directed.
- (e) A proxy may not vote at a general meeting or an adjourned meeting unless a written appointment is received by the company at least 48 hours before the meeting.

13 Directors

13.1 Appointing directors

- (a) The company must have at least 3 and no more than 9 directors.
- (b) The company may appoint a person as a director by resolution passed in a general meeting.
- (c) The directors may appoint, by resolution, any individual as a director, either to fill a casual vacancy or as an addition to the existing directors, provided that:
 - (1) before the individual is appointed, the individual signs a consent to act as a director; and
 - (2) the individual is not disqualified from managing a corporation under the Corporations Act nor disqualified from being a responsible entity under the ACNC Act.

13.2 Vacation of office

The office of a director becomes vacant:

- (a) in the circumstances outlined in the Corporations Act;
- (b) if the director becomes of unsound mind or a director is, or their estate is, liable to be dealt with in any way under the law relating to mental health;
- (c) if the director is removed from office by resolution of the members;
- (d) if the director is disqualified from managing a corporation under the Corporations Act or disqualified from being a responsible entity under the ACNC Act;
- (e) except to the extent of a leave of absence granted by the directors, if the director fails to attend at least 3 consecutive meetings of the directors;
- (f) if the director resigns by written notice to the company; or
- (g) if the director ceases to be a member of the company.

13.3 Conflicts of interest

- (a) A director must disclose the nature and extent of any perceived or actual material conflict of interest to the other directors.
- (b) A director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
 - (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matterunless permitted by rule 13.3(c).
- (c) Provided it is permitted by law, a director may be present and vote if:
 - (1) the interest arises because the director is a member and the other members have the same interest;
 - (2) the interest relates to a contract the company is proposing to enter into that is subject to approval by the members and will not impose any obligation on the company if it is not approved by the members;
 - (3) the interest relates to an insurance contract that insures, or would insure, the director against liabilities the director incurs as an officer of the company;
 - (4) the interest relates to any payment by the company in respect of an indemnity under rule 15.2 or any contract relating to such an indemnity; or

- (5) the directors who do not have a material personal interest in the matter pass a resolution that identifies the director, states the nature and extent of the director's interest in the matter and how it relates to the affairs of the company, and states that the directors are satisfied that the interest should not stop the director from being present or voting.
- (d) A director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (e) A contract or arrangement in which a director is in any way interested, that is entered into by or on behalf of the company, is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (f) A director who is interested in an arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with applicable disclosure requirements under this constitution, the Corporations Act and the ACNC Act regarding that interest.

13.4 Powers and duties of directors

- (a) The directors are responsible for carrying out the company's purpose set out in rule 3 and for managing the company's affairs to further the purpose.
- (b) The directors may exercise all the company's powers which are not required, by the Corporations Act or by this constitution, to be exercised by the members in a general meeting.
- (c) The directors must ensure they are aware of, and comply with, their duties as directors.
- (d) The directors must ensure the company's financial affairs are managed in a responsible manner, including:
 - (1) maintaining financial records that correctly record and explain the company's transactions and financial performance, and enable true and fair financial statements to be prepared annually;
 - (2) deciding how payments are to be approved or executed by or on behalf of the company; and
 - (3) ensuring the company does not continue to operate while insolvent.
- (e) The directors may delegate any of their powers and functions to one or more of the directors, a committee, an employee of the company, or other person.

13.5 Meetings of directors

- (a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) A director may call a meeting of the directors by giving reasonable notice to the other directors.
- (c) A notice of a meeting of directors:
 - (1) must specify the time and place of the meeting;
 - (2) must, if virtual meeting technology is to be used, provide sufficient information about the technology to allow the directors to participate;
 - (3) need not state the nature of the business to be transacted at the meeting;
 - (4) may be given immediately before the meeting; and
 - (5) may be given in person or by post, telephone, email or other electronic means.

- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any thing done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) the director has waived or waives notice of that meeting before or after the meeting;
 - (3) the director has notified or notifies the company of their agreement to that thing or resolution personally or by post, telephone, email or other electronic means before or after the meeting; or
 - (4) the director attended the meeting.

13.6 Directors' meetings using technology

- (a) The simultaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors.
- (b) All of the provisions in this constitution relating to meetings of the directors apply, as far as they can and with any necessary changes, to a meeting of the directors by telephone or other electronic means.
- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) If, before or during the meeting, a technical difficulty occurs which means that one or more directors cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, if a quorum of directors remains present, continue with the meeting.

13.7 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of at least 3 directors entitled to vote and be present at the meeting.
- (c) If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

13.8 Chairperson of directors

- (a) The directors may elect one of the directors as chairperson of directors and may decide the period for which that director is to be the chairperson.
- (b) The chairperson of directors must preside as chairperson at each meeting of directors if present within 10 minutes after the time appointed for the meeting and willing to act.
- (c) If there is no chairperson of directors or the conditions in rule 13.8(b) have not been met, the directors present must elect one of the directors as chairperson of the meeting.

13.9 Decisions of directors

- (a) A directors' resolution at a directors' meeting must be decided by a majority of votes cast by the directors present and entitled to vote.
- (b) The chairperson has a casting vote, if necessary, in addition to any vote they have in their capacity as a director.

13.10 Written resolutions of directors

- (a) A resolution is taken to have been passed by a meeting of directors if:

- (1) all of the directors who would be entitled to receive notice of a meeting and to vote on a resolution are given a document setting out that resolution;
 - (2) at least 75% of the directors sign or consent to the resolution; and
 - (3) the directors who sign or consent to the resolution would have constituted a quorum at a meeting held to consider that resolution.
- (b) A director may consent to a resolution by:
- (1) signing the document containing the resolution (or a copy of that document); or
 - (2) giving to the company written notice (including by email or other electronic means) addressed to the secretary or to the chairperson agreeing to the resolution and either setting out its terms or otherwise clearly identifying them.
- (c) The resolution is taken as passed when the last director required to constitute at least 75% of the directors signs or consent to that resolution.

13.11 Minutes of meetings and minutes of resolutions

- (a) The directors must ensure:
- (1) minutes of general meetings, directors' meetings and committee meetings (including all resolutions proposed); and
 - (2) records of resolutions passed by members, directors and committees, without a meeting,
- are recorded and kept as part of the company's records.
- (b) The records in rule 13.11(a) must be made within one month after the relevant meeting is held or written resolution passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting.
- (d) The records of resolutions passed without a meeting must be signed within a reasonable time by a director.

13.12 Committees

- (a) The directors may delegate any of their powers to one or more committees consisting of the number of directors and others as they think fit.
- (b) A committee to which powers have been delegated must exercise those powers in accordance with directions given by the directors.
- (c) Provisions of this constitution that apply to meetings and resolutions of directors apply, as far as they can, with any necessary changes, to meetings and resolutions of a committee.

13.13 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a committee attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person, the directors or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified as a director or having vacated office; or
- (c) the person not being entitled to vote.

14 Secretary

- (a) The directors must appoint at least one secretary, who may also be a director.
- (b) The secretary must provide written consent to the appointment.

- (c) The secretary can be removed by the directors, and another person appointed as secretary, at any time.

15 Indemnity and Insurance

15.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 15 apply to Indemnified Officers.

15.2 Indemnity

- (a) The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.
- (b) This indemnity:
 - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company; and
 - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

15.3 Insurance

The company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any Indemnified Officer against any liability incurred by the person as an officer of the company where the directors consider it appropriate to do so.

15.4 Savings

Nothing in this rule 15:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this rule 15 does not apply.

16 Notices

16.1 Notices by the company to members

The company may give notices and any communication, including a notice of general meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member;
- (c) by sending it to the email or other electronic address (if any) nominated by the member; or
- (d) by notifying the member by email or other electronic means, that the notice or communication or publication is available at a specified electronic address.

16.2 Notices by the company to directors

Subject to this constitution, a notice may be given by the company to any director by:

- (a) serving it personally at the directors' usual residential or business address;
- (b) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (c) sending it to the email or other electronic address supplied by the director to the company for giving notices.

16.3 Notices by member or directors to the company

Subject to this constitution, a notice may be given by a member or director to the company by:

- (a) serving it on the company at the registered office of the company;
- (b) sending it by post in a prepaid envelope to the registered office of the company; or
- (c) sending it to the principal electronic address of the company at its registered office, or if there is no principal electronic address, to the email or other electronic address of the secretary.

16.4 Time of service

- (a) A notice properly addressed and posted is taken to be served on the third day after the date it was posted.
- (b) Where a notice is sent by email or other electronic messaging system the notice is taken to be served at the time of sending.
- (c) If service under rule 16.4(b) is on a day which is not a Business Day or is after 4:00 pm (addressee's time), the notice is taken to be served at 9:00 am the following Business Day.

16.5 Notices in writing

A reference in this constitution to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

17 Definitions and interpretation

17.1 Definitions

The meaning of the terms used in this constitution are set out below.

Term	Meaning
ACNC Act	the <i>Australian Charities and Not for Profit Commission Act 2012</i> (Cth).
Business Day	a day on which banks are open for business in Melbourne excluding a Saturday, Sunday or a public holiday in that city.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Deductible Contribution	a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a

	fundraising event held for the principal purpose of the company.
Eligible Charity	means a fund, authority or institution gifts or contributions to which are deductible under item 1 of the table in section 30-15 of the ITAA97.
Gift	a contribution of money or property as described in item 1 of the table in section 30-15 of the ITAA 97.
Board of Governance	means the Board of directors of the company.
Indemnified Officer	each person who is or has been a director or executive officer of the company.
ITAA 97	the <i>Income Tax Assessment Act 1997</i> (Cth).

17.2 Interpretation

In this constitution:

- (a) references to notices include formal notices of meeting, all documents and other communications from the company to its members;
- (b) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- (c) a word or expression defined or used in the Corporations Act, covering the same subject, has the same meaning;
- (d) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;
- (e) a reference to writing and written includes printing, lithography, electronic means of writing (eg fax, email) and other ways of representing or reproducing words in a visible form;
- (f) the singular includes the plural and the plural includes the singular; and
- (g) headings and bold types are used for convenience only and do not affect the interpretation of this constitution.

18 Corporations Act and ACNC Act

- (a) The replaceable rules set out in the Corporations Act do not apply to the company.
- (b) If at any time, the company is not a registered charity under the ACNC Act, the Corporations Act applies and (unless it is a replaceable rule) overrides any part of this constitution, or policy of the company, which is inconsistent with the Corporations Act.