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AESTHETIC & BEAUTY
INDUSTRY COUNCIL

CONSTITUTION OF AESTHETIC AND BEAUTY INDUSTRY COUNCIL LIMITED

CORPORATIONS ACT

COMPANY LIMITED BY GUARANTEE

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Corporations Act

Company Limited by Guarantee

CONSTITUTION
of
AESTHETIC AND BEAUTY INDUSTRY COUNCIL LIMITED
ACN #646 736 905

1. INTERPRETATION

In this Constitution:

- 1.1. **Act** means the *Corporations Act 2001*;
- 1.2. **Board** means the board of directors of the Company;
- 1.3. **Board Member** means a member of the Board;
- 1.4. **Chairperson** means the chairperson of a meeting of Directors or Members as the case may be;
- 1.5. **Company** means Aesthetic and Beauty Industry Council Limited ACN 646 736 905;
- 1.6. **Constitution** means this Constitution as originally adopted or as from time to time duly added to or amended;
- 1.7. **Director** means a director of the Company;
- 1.8. **Industry** means the Aesthetic and Beauty Industry;
- 1.9. **Member** means a member of the Company;
- 1.10. **Secretary** means any person appointed to perform the duties of a secretary of the Company;
- 1.11. expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing and other modes of representing or reproducing words in a visible form;
- 1.12. an expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any of this Constitution that deals with a matter dealt with by that Part or Division unless the contrary intention appears the same meaning as in that Part or Division.

2. NOT FOR PROFIT COMPANY

- 2.1. The name of the company is Aesthetic and Beauty Industry Council Limited.
- 2.2. The company is a not-for-profit company limited by guarantee which is established to be, and to continue as, an industry association.
- 2.3. The assets and income of the Company shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

3. REPLACEABLE RULES EXCLUDED

The replaceable rules contained in the Act will not apply to the Company to the extent that they conflict with any provision of this Constitution.

4. OBJECTS

4.1. The objects for which the Company is established are to:

- 4.1.1. create a national voice that will allow for effective communication with Government and the general public;
- 4.1.2. market the Industry as a profession that leads to desirable career pathways;
- 4.1.3. work with relevant bodies to ensure that the national training framework reflects the needs of the Industry;
- 4.1.4. promote business skills training and access of the relevant training material for the Industry;
- 4.1.5. work with relevant bodies to address skills shortages;
- 4.1.6. facilitate, participate or arrange fundraising and other events from time to time for the benefit of the Industry;
- 4.1.7. liaise and consult with Government with regard to the above objectives and funding and engagement; and
- 4.1.8. provide Members with industrial relations and related advice.

4.2. The Company:

- 4.2.1. will only apply the income and property of the Company in promoting the objects of the Company; and
- 4.2.2. must not subscribe to, support with its funds, or amalgamate with, any association or organisation which does not, to the same extent as this Constitution, restrict the application of its income and property and prohibit the making of distributions to its members.

5. LIABILITY OF MEMBERS

5.1. The liability of the Members is limited.

5.2. Every Member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding twenty dollars.

6. MEMBERSHIP

6.1. The Members are:

- 6.1.1. the Directors from time to time;

- 6.1.2. those persons who agreed to be members of the Company at the time of registration; and
- 6.1.3. such other persons who become Members in accordance with this Constitution.
- 6.2. The Board may determine categories of Membership and assign to those categories such rights and benefits as it thinks fit.
- 6.3. Unless determined otherwise by the Board, every applicant for membership of the Company must be proposed by one and seconded by another Member. No person can be a Member unless the Directors have approved their Membership.
- 6.4. At the next meeting of the Directors after the receipt of any application for Membership, such application must be considered by the Directors, who must determine upon the admission or rejection of the applicant. The Directors will not be required to give any reason for the rejection of an applicant.
- 6.5. When an applicant has been accepted for Membership the Secretary must send to the applicant written notice of his acceptance.
- 6.6. A Member may at any time by giving notice in writing to the Secretary resign his Membership of the Company, but will continue to be liable for any sum not exceeding twenty dollars for which he is liable as a Member of the Company under clause 5.
- 6.7. A Member will be expelled from membership of the Company and his name erased from the register of Members if a majority of the Members requests the Company in writing to do so.
- 6.8. If any Member wilfully refuses or neglects to comply with the provisions of the Constitution of the Company, or is guilty of any conduct which in the opinion of the Directors is unbecoming of a Member or prejudicial to the interest of the Company, the Directors will have power to expel the Member from the Company and erase his name from the Register of Members. At least one week before the meeting of the Directors at which a resolution for his expulsion is passed the Member must have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and he must at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit.

7. GENERAL MEETINGS

- 7.1. The first general meeting must be held at such time, not being less than six months nor more than eighteen months after the registration of the Company and at such place as the Directors may determine.
- 7.2. Annual general meetings of the Company must be held in accordance with the provisions of the Act. All general meetings, other than annual general meetings, will be called extraordinary general meetings.
- 7.3. Any Director may whenever he thinks fit convene an extraordinary general meeting and the Directors must convene an extraordinary general meeting on a requisition of Members as provided for by that Act.
- 7.4. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting, and in case of special

business the general nature of that business, must be given to such persons as are entitled to receive such notice from the Company.

- 7.5. All business will be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts and the report of the Directors and auditors, the election of Directors and other officers in the place of those retiring, and the appointment and fixing of the remuneration of the auditors.

8. PROCEEDINGS AT GENERAL MEETINGS

- 8.1. No business is to be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Three Members present in person will be a quorum unless the Company has less than three Members in which case a quorum will be all of the Members present in person. For the purpose of this clause "Member" includes a person attending as representing a corporation which is a Member.
- 8.2. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, will be dissolved; in any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will be dissolved.
- 8.3. The Chairperson of Directors shall preside as Chairperson at every general meeting of the Company, or if there is no Chairperson of Directors, or if the Chairperson is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall elect one of the Members to be chairperson of the meeting.
- 8.4. The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business is to be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjournment meeting must be given as in the case of an original meeting. Save as mentioned above, it will not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- 8.5. At any general meeting a resolution put to the vote of the meeting will 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:

8.5.1. by the Chairperson; or

8.5.2. by at least two Members present in person.

Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- 8.6. If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded but a

poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith.

- 8.7. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded will be entitled to a second or casting vote.
- 8.8. A Member may vote in person and on a show of hands every person present who is a Member or a representative of a Member will have one vote and on a poll every Member present in person or by duly authorised representative will have one vote.

9. DIRECTORS

- 9.1. The Company must have at least three Directors and until otherwise determined by a general meeting must not have more than seven Directors. The first Directors will be those persons who have prior to the registration of the Company consented to be Directors of the Company.
- 9.2. The Directors or the Company in general meeting by resolution may at any time and from time to time appoint any person to be a Director of the Company either to fill a vacancy or as an addition to the board but so that the total number of Directors will not at any time exceed the maximum number for the time being fixed. The Directors may appoint a person as a director to make up a quorum for a meeting of Directors even if the number of Directors of the Company is not enough to make up that quorum.
- 9.3. The Company in general meeting by resolution may from time to time remove any Director from office and if thought fit appoint another person in his stead.
- 9.4. The Directors for the time being will continue to hold office subject only to sub-clauses 9.3 and 9.6.
- 9.5. The Company may from time to time by resolution passed at a general meeting increase or reduce the number of Directors (provided that the Company shall always have at least three Directors).
- 9.6. The office of director shall be vacated if the director:
 - 9.6.1. ceases to be a Director by virtue of the Act;
 - 9.6.2. becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 9.6.3. becomes prohibited from being a Director by reason of any order made under the Act;
 - 9.6.4. becomes mentally incapacitated; or
 - 9.6.5. resigns his office by notice in writing to the Company.

10. POWERS AND DUTIES OF THE DIRECTORS

- 10.1. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company, as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.

- 10.2. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
- 10.3. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.
- 10.4. The Directors shall cause minutes to be made:
 - 10.4.1. of all appointments of officers;
 - 10.4.2. of names of Directors present at all meetings of the Company and of the Directors; and
 - 10.4.3. of all proceedings at all meetings of the Company and of the Directors.

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

11. PROCEEDINGS OF THE DIRECTORS

- 11.1. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary will on the requisition of a Director summon a meeting of the Directors.
- 11.2. Questions arising at any meeting of the Directors will be decided by a majority. In case of an equality of votes the Chairperson of the meeting will have a second or casting vote.
- 11.3. The quorum necessary for the transaction of the business of the Directors will be three or such greater number as may be fixed by the Directors.
- 11.4. The continuing Directors may act notwithstanding any vacancy in the Directors, but if and so long as their number is reduced below the number fixed by or pursuant to its Constitution as the necessary quorum of the Directors, the continuing Director or Directors may act for the purpose of increasing the number of the Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.
- 11.5. The person elected as Chairperson of Directors will preside as chairperson at every meeting of the Directors, or if there is no such person, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding of the meeting, the Directors present must elect one of their number to be chairperson of the Meeting.
- 11.6. The Directors may delegate any of their powers to sub-committees consisting of such Director or Directors as they think fit. Any sub-committee so formed must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors, and sub-committees will have the power to make recommendations to the Directors, including in relation to allocations, but will not have power to make any determination or decision which is binding on the Company. Sub-committees may have as members persons who are not members of the Company.
- 11.7. A sub-committee may elect a chairperson of its meetings who shall be a Director of the Company; if no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the

members of the sub-committee present may choose one of their number to be chairperson of the Meeting provided he or she is a Director of the Company.

- 11.8. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the Sub-committee present, and in the case of an equality of votes the chairperson of the sub-committee will have a second or casting vote.
- 11.9. All acts done by any meeting of the Directors or of a sub-committee or by any person acting as a Director will, notwithstanding that it is afterward discovered that there was some defect in the appointment of any such Director or person acting as above, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 11.10. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors will be as valid and effectual as if it has been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

12. SECRETARY

- 12.1. The Secretary will be appointed by the Directors for such term, at such remuneration and upon such conditions as the Directors think fit; and any secretary so appointed may be removed by them.
- 12.2. The Secretary must keep accurate minutes of all meetings, deal with correspondence and motions as directed and send notifications of meetings and keep membership details up to date.

13. ACCOUNTS

The Directors will cause proper accounting and other records to be kept and will prepare such financial statements as are required by law and such further statements as the Directors resolve to prepare.

14. AUDIT

A properly qualified Auditor or Auditors will be appointed and his or their remuneration fixed and duties regulated in accordance with the Act.

15. NOTICES

- 15.1. Notice of every general meeting shall be given individually to:
 - 15.1.1. every Member entitled to vote at the meeting;
 - 15.1.2. every Director of the Company; and
 - 15.1.3. the auditor for the time being of the Company.
- 15.2. Notice to joint members must be given to the joint Member named first in the register of Members.
- 15.3. The Company may give the notice of meeting to a Member:
 - 15.3.1. personally; or

- 15.3.2. 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; or
- 15.3.3. by sending it to the fax number or electronic address (if any) nominated by the Member; or
- 15.3.4. by any other means permitted from time to time under the Act;

and may give notice in like manner to each Director and auditor.

- 15.4. A notice of meeting sent by post is taken to be given 2 business days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

16. WINDING-UP

If, on the winding up of the Company, any property remains after the satisfaction of all the Company's debts and liabilities, the Members of the Company must give and transfer the property to one or more funds, authorities or institutions with similar purposes which is not carried on for the profit or gain of its individual members..

17. ALTERATIONS TO CONSTITUTION

- 17.1. The Constitution may be altered by Special Resolution in accordance with the Act.
- 17.2. The Members must not pass a resolution that amends this Constitution if passing it causes the Company to no longer be a charity.

18. CONFLICT OF INTEREST

- 18.1. If a Director has an interest in a contract or proposed contract with the Company and the Director discloses the nature and extent of the interest at a meeting of Directors as soon as possible after the Director becomes aware of his interest:
 - 18.1.1. the Director may vote on whether the Company enters into the contract;
 - 18.1.2. the contract may be entered into;
 - 18.1.3. the Director may vote on matters involving the contract;
 - 18.1.4. the Director may retain benefits under the contract; and
 - 18.1.5. the Company cannot avoid the contract merely because of the existence of the interest.

19. INDEMNITY

Every Director, auditor, secretary and other officer for the time being of the Company will be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust. This provision is not intended to limit the indemnities which the Law may permit the Company to give to its Directors or other officers.