



# Constitution of Resolution Institute

## Combining LEADR & IAMA

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*Corporations Act 2001 (Cth)*

A company limited by guarantee

Registered in New South Wales

ACN: 008 651 232

Level 2  
13-15 Bridge Street  
Sydney 2000 NSW  
Australia

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# Constitution of Resolution Institute

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## A Company limited by Guarantee

### Name

The name of the Company is Resolution Institute.

## 1 Objects

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The Objects of the company are to:

- a) promote the use of dispute resolution (**DR**) practised by its Members;
- b) foster the use of DR to prevent, manage and resolve conflict and disputes;
- c) contribute to the growth and development of DR through consultation with government, business, individuals and other organisations;
- d) provide information about DR and about DR practitioners to the public;
- e) develop and support high standards of practice in DR;
- f) provide and encourage the provision of education, training, accreditation and research in DR; and
- g) provide services to support the professional development and practices of DR practitioners.

## 2 Powers

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The company may exercise any power, take any action or engage in any conduct which the Corporations Act permits a company limited by guarantee to exercise, take or engage in.

## 3 Governance

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The Board is the governing body of the company.

## **4 Membership**

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### **4.1 Membership**

The Board may admit to membership any person who or organisation which, in the opinion of the Board, would be suitable to be admitted as a Member having regard to the Objects of the company.

### **4.2 Categories of membership**

The Board may by a resolution create, remove, amalgamate or vary categories of membership, or alter the rights attaching to a category of membership. Within one month after such variation or cancellation the Board must send a notice describing the change to Members in that category.

### **4.3 Patrons**

The Board may from time to time invite suitable persons to be the patrons of the company. Any such person accepting appointment will become an Honorary Member and a Patron of the company.

### **4.4 Honorary membership**

The Board may from time to time offer honorary membership of the company to such persons, and on such terms and conditions as the Board thinks fit. Upon acceptance of such offer, the person nominated becomes an Honorary Member of the company, subject to the Board determined terms and conditions that relate to the Honorary Member nomination.

### **4.5 Application for membership**

Every application for membership must be in the form and accompanied by the information that the Board from time to time prescribes.

### **4.6 Admission to membership**

- a) The Board may, in its complete discretion, admit or refuse an applicant for membership under Rule 4.5. The Board's decision must be notified to the applicant in writing as soon as possible.
- b) Neither the Board nor the company is required to give any reasons for rejecting an application for membership.
- c) An applicant admitted to membership (other than honorary membership) will become a Member upon payment of the first annual subscription or an agreed instalment.
  - i. On admission, every Member will be deemed to have agreed to be bound by the Constitution and by-laws.

#### **4.7 Subscriptions**

- a) Annual subscriptions to the company payable by members will be determined by the Board from time to time.
- b) The Board may allow a discount on annual subscriptions and accept payment by instalments in such circumstances and on such terms as it deems appropriate.
- c) Annual subscriptions are payable by the first day of July in every year or by another date prescribed in the by-laws, provided that if a Member has elected to pay an annual subscription by instalments, payment must be made on the dates specified by the Board for payment of those instalments.
- d) Honorary Members are not required to pay any subscription.

#### **4.8 Complaints and concerns**

- a) The Board may delegate in whole or in part any or all of its functions under sub-clauses (b), (c) and (d) of this clause in which event the person to whom the functions have been delegated shall in all respects and in the name of the Board exercise the powers and functions of the Board.
- b) If a complaint is made against a Member or if the Board considers that any other concern has arisen in regard to a Member's conduct or membership of the company, the Board, except in cases where the law requires otherwise, will in the first instance:
  - (i) advise the Member of the complaint or concern and the issue that has been raised by it; and
  - (ii) invite the Member to respond if the Member so wishes.
- c) After considering the Member's response, if any, the Board may dismiss the complaint or concern.
- d) If the Board determines that the complaint or concern can be dealt with informally or by DR, the company will assist to have it resolved informally or by DR.
- e) The Board shall make by-laws for the investigation of the conduct of a Member and for disciplinary proceedings and action in respect of any complaint or concern that cannot be dealt with informally or by DR, and for an appeal against any disciplinary action determined by the Board.
- f) If the Board determines that the complaint or concern is not suitable for informal resolution or resolution by DR, and that it should be investigated, the Board will refer it for investigation to an Investigation Committee in accordance with the by-laws made under clause 15.
- g) The Investigation Committee shall provide the Board with its determination.
- h) On receipt of the Investigation Committee's determination the Board may, in accordance with the procedure laid down in the by-laws determine what action, if any, should be taken.
- i) The Member may appeal against the Board's determination to the Appeal Committee appointed in accordance with the by-laws.

- j) If there is an appeal against the Board's determination then the determination of the Appeal Committee in accordance with the procedure laid down in the by-laws, shall be binding on the Board and the Member.
- k) If the determination of the Board, or on appeal of the Appeals Committee, is that the Member's membership of the company should be terminated, or any other disciplinary action taken, the Board will effect such termination or give effect to such disciplinary action.
- l) Within the limits of confidentiality, the Board will inform the complainant and the Member concerned about the progress and outcome of the complaint.

#### **4.9 Cessation of membership**

- a) A Member may resign from membership of the company by giving written notice to the company, upon receipt of which the Member shall cease to be a Member but shall continue to be liable for any annual subscription unpaid as at the date of such resignation and for all other moneys due by the Member to the company.
- b) A Member who fails to pay any subscription within three months of its due date for payment, or who dies or becomes incapable of managing their affairs because of mental or physical incapacity, shall cease to be a Member.
- c) The Board may reinstate a Member whose membership has ceased.

#### **4.10 Members' register**

The Board must cause the Secretary to keep a register containing full names and addresses, including email addresses, of the Members and such other particulars as the Board may prescribe.

#### **4.11 Address of Members**

Every Member must communicate any change in his or her contact details, including any change to his or her address or email address, to the company in writing and any such change of address must be entered in the Members' Register. The latest address in the Members' Register is deemed to be the Member's current registered address.

## **5 General meetings**

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### **5.1 Convening meetings of Members**

- a) An Annual General Meeting of Members must be held before the end of November in each year, unless otherwise permitted by law.
- b) In addition, the Board or the Members may convene a general meeting in accordance with the Act.

- c) Meetings may be held in person or by telephone or electronically as determined by the Chair, and a member who takes part in a meeting by telephone or electronically is deemed to be present in person at the meeting.
- d) The Board may change the venue for, or postpone or cancel a general meeting by notice in writing to all persons who are entitled to receive notice of that meeting except where:
  - i. a general meeting is ordered by the Court; or
  - ii. a general meeting is convened by Members (unless it has the consent of the Members who convened the meeting).

## **5.2 Notice**

- a) Unless shorter notice is allowed under the Act, at least 21 days' notice must be given to every Member of any general meeting or Annual General Meeting.
- b) The notice of a general meeting or Annual General Meeting must specify the day, time and place of the meeting, the general nature of the business of the meeting, the terms of any special resolution to be proposed at the meeting and any other information required by the Act.
- c) The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings or any resolution passed at the meeting.
- d) The Board may conduct the general meeting with the aid of electronic systems that will facilitate the attendance of members at the meeting.
- e) A Member who takes part in a meeting by electronic means is taken to be present in person at the meeting.

## **5.3 Quorum at general meetings**

- a) A quorum consists of five Members or their proxies present at the meeting.
- b) No business may be transacted at a general meeting, except the election of a chair in accordance with clause 5.4 (if necessary) and the adjournment of the meeting, unless a quorum of Members entitled to vote is present when the meeting proceeds to business.
- c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
  - i. when the meeting was convened on the requisition of Members, the proposed meeting is automatically dissolved; or
  - ii. in any other case, the meeting will be adjourned to such other day, time and place that the Board decides, and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the Members present (being not less than three) will be a quorum.

## **5.4 Chair of general meetings**

The chair at each general meeting will be:



- a) the Chair;
- b) if the Chair is not present within 15 minutes after the time appointed for the meeting or if there is no Chair, the Vice-Chair; or
- c) if the Chair and Vice-Chair are not present or if the Vice-Chair is unwilling to act, the Directors present may choose one of their number or, in the absence of all Directors or if none of the Directors present wish to act, a Member elected by the Members present.

## **5.5 Decisions at general meetings**

- a) All business at a general meeting must be decided by a Special Resolution except for questions relating to the consideration of accounts and balance sheets, the reports of the Board and Auditors, the election of Directors (if applicable) and the appointment of auditors.
- b) The chair of a general meeting may make rulings without putting a question to the vote if he or she considers action is required to ensure the orderly conduct of the meeting.
- c) When the chair of a general meeting determines that a consensus has been reached on any matter requiring a decision by the meeting, the consensus shall be the decision of the meeting and a formal vote on the matter will be dispensed with.
- d) Matters not determined by consensus will be determined on a show of hands unless a poll is demanded by the chair or by at least three Members present in person or by proxy who are entitled to vote on the resolution.
- e) The chair will direct the manner in which a poll is taken, provided that when a poll is called on a resolution for the election of a chair of the meeting or on a proposal for adjournment, the poll must be taken immediately and must be conducted by the chair or, if the chair is a candidate, by the Vice-Chair, or if the Vice-Chair is also a candidate, by the Secretary, failing which by a Member elected by the meeting.
- f) The outcome of the poll must be recorded in the Minute Book and an entry in the Minute Book to the effect that a resolution at a general meeting has, on a show of hands, been carried or lost, is conclusive evidence of that fact. For the avoidance of doubt, it is not necessary to show the number or proportion of the votes recorded in favour of or against a resolution.
- g) The call for a poll may be withdrawn by the Member or Members who called for it.
- h) A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
- i) If the vote on a proposed resolution at a general meeting is tied, the Chair shall have a second or casting vote.

## **5.6 Voting rights**

- a) Every Honorary Member, and every fee-paying Member whose subscription is

current or no more than one month in arrears, present at a general meeting in person or by proxy is entitled to one vote.

- b) A Member is entitled to a separate vote for each Member for whom a proxy is held in addition to the vote the Member has in his or her own right.
- c) An objection to the qualification of a person to vote at a general meeting must be:
  - i. raised before or at the meeting at which the vote objected to is given or tendered; and
  - ii. referred to the chair of the meeting, whose decision is final.
- d) A vote allowed by the chair under clause 5.6(c) is valid for all purposes at the meeting at which it is allowed.

## **5.7 Proxies**

- a) A Member may appoint one proxy to represent the Member, in the manner prescribed by the Board from time to time. A proxy must either be a Member, a director or a person approved by the Board prior to the relevant meeting.
- b) A proxy form shall be sent with each notice calling a meeting of the Company and shall be in the form set out in clause 18 of this constitution (or in such form as required by the Board from time to time).
- c) The signed proxy form must be received at the registered office of the company or at such other place as specified for that purpose in the notice of meeting at least 24 hours before the commencement of the meeting at which the proxy will exercise the Member's vote. In exceptional circumstances the appointment of a proxy may be accepted by the Chair up to two hours before the meeting.
- d) The proxy form must direct the proxy how to vote in respect of each matter to be voted on at the relevant meeting. If no direction is given, or if the matter is not included in the proxy form in the form that it is put to the meeting, the proxy is not entitled to vote in respect of that matter on behalf of the Member. For the avoidance of doubt, a proxy form may be used to direct the proxy how to vote in respect of resolutions and (if the Board has decided that directors are to be elected at an Annual General Meeting) in respect of the election of directors.
- e) A proxy becomes invalid if, at least two hours before the commencement of the meeting at which the proxy will vote, the Chair receives notice in writing from the Member that the proxy has been revoked, or receives notice that the Member who appointed the proxy has died or become incapable of managing their affairs because of mental or physical incapacity.
- f) Subject to (e) above, a vote exercised in accordance with the terms of proxy, is valid despite:
  - i. the Member having become incapable of managing their affairs because of mental or physical incapacity; or
  - ii. the revocation of the proxy.
- g) A proxy is not revoked by the appointing Member attending and taking part in the meeting, unless the appointing Member actually votes at the meeting on the matter for which the proxy is proposed to be used.

- h) No proxy form is treated as invalid merely because it does not contain:
  - i. the address of the appointing Member or of a proxy; or
  - ii. the proxy's name.
- i) Where a proxy form does not specify the name of the proxy, the proxy form shall be taken to be given in favour of the Chair of the meeting.

### **5.8 Right of non-Members to attend general meetings**

Any person requested by the Board or Chief Executive Officer to attend any general meeting is entitled to be present at and, at the request of the Chair, to speak at that general meeting.

### **5.9 Adjourning general meetings**

- a) The Chair of a general meeting may, if directed by the meeting, adjourn the meeting from time to time and from place to place. No business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- b) If a meeting is adjourned for more than 30 days, Members must be given notice of the adjourned meeting.

## **6 The Board and office bearers**

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### **6.1 Responsibilities and powers of the Board**

- a) The Board is responsible for managing the business and affairs of the company and may exercise all the powers in the Constitution except for those required by the Act or by the Constitution to be exercised by the company in general meeting.
- b) The Board may exercise all the powers of the company to borrow or otherwise raise money and grant security over any of its assets.
- c) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two Directors or in such other manner as the Board determines.
- d) The Board will engage the Chief Executive Officer, Secretary and other staff on such terms as it decides are appropriate. The Board may delegate to the Chief Executive Officer the power to appoint staff on terms the Chief Executive Officer decides are appropriate.
- e) The Board will cause Minutes to be made of the proceedings at all general meetings and Directors' meetings that must include the names of those Directors present and a record of any appointments of officers or employees made since the previous Board meeting.

- f) The Minutes must be signed by the Chair of that or the next Board meeting.

## 6.2 Delegation

The Board may delegate any of its powers in accordance with the Act.

## 6.3 Directors

- a) The Board will consist of at least six (6) and not more than fifteen (15) Directors:
- i. At least four (4) and up to nine (9) of these will be Members of the company elected by the Members in accordance with clause 6.4 or 6.4A, as applicable, who will hold office until the close of the second Annual General Meeting following their date of appointment, but shall be eligible for re-election.
  - ii. Up to six (6) of these may be appointed by the Board, selected on the basis of the contribution that they are able to make to the achievement of the Objects of the company.
- b) The Board may appoint a Member to the Board to fill any casual vacancy and if the number of Directors falls below seven, the Board must, within a reasonable time, appoint such additional Director or Directors as may be necessary to bring the total number of Directors up to at least seven, provided that if the number of Directors has fallen below five, the remaining Director or Directors may take no action other than to appoint an additional Director or additional Directors to bring the number of Directors up to at least five.
- c) In appointing a Director under Clauses 6.3(a)(ii) or 6.3(b), the Board must ensure that in respect of each of five states or Territories there is a Director who has a principal place of business or residence in that State or Territory; and that in respect of New Zealand that there are two Directors who have a principal residence or place of business in New Zealand.
- d) Any Director appointed by the Board will hold office only until the close of the next Annual General Meeting, but shall be eligible for reappointment by the Board.
- e) If the position of Chief Executive Officer becomes vacant, or if the Chief Executive Officer is unavailable for an extended period of time, the Directors may appoint a Director as managing director of the company for a period, and on terms (including as to remuneration), as the Directors see fit.

## 6.4 Election of Directors

For the purposes of clause 6.3(a)(i), unless the Board decides that the election of Directors shall be carried out at the Annual General Meeting in accordance with clause 6.4A, the election of Directors shall be carried out in advance of the Annual General Meeting (including by postal vote, by electronic methods, or by such other method approved by the Board) (**'Advance Election'**), in the following manner:

- a) The Board shall notify all Members of an Advance Election at least one month before the date the Advance Election is to take place (**'Election Date'**). The notice must call for nominations and state the manner in which the Members are entitled to nominate

another Member to serve as Director.

- b) Any two Members may nominate any other Member to serve as a Director;
- c) Nominations shall be in writing, including the signature of the nominee and the nominee's proposer and seconder, and accompanied by the nominee's supporting statement, if any, and must be lodged with the company office on paper or electronically at least 21 days (or such other period as the Board may determine in accordance with the Act) before the Election Date.
- d) The Board shall send nominations and supporting statements together with ballot papers listing the nominees' names in alphabetical order to Members at least 15 days before the relevant Election Date, by such means as may be prescribed by the Board from time to time. The notice must state:
  - ii. the name of an independent scrutineer appointed by the Board who is authorised to receive and count the votes;
  - iii. how the Member may lodge their ballot paper with the scrutineer (which may include by post or by electronic means);
  - iv. the date by which the votes must be received by the scrutineer.
- e) Each Member will be entitled to vote for up to nine nominees;
- f) In respect of each of five Australian States or Territories the nominee having a principal residence or place of business in that State or Territory who receives the most votes will be declared elected. In respect of New Zealand, two nominees having a principal residence or place of business in New Zealand, receiving the most votes will be declared elected. Nominees not so elected, up to a maximum of two, who receive the most votes, will also be declared elected. In the event of a tie, lots will be drawn in the manner decided by the scrutineer to determine which of the nominees will be declared elected.
- g) The scrutineer will collect all votes and will count the numbers of votes and the numbers of Members who have submitted the vote. The scrutineer will sign a certificate that he or she has carried out this task and set out the results of the count.
- h) A voting form will only be valid if it is completed in accordance with its terms and returned to the scrutineer in the designated method, before the specified date. Invalid votes must not be taken into account by the scrutineer in determining the election result.
- i) The Directors elected pursuant to this clause will take office with effect from the close of the relevant Annual General Meeting.
- j) The Board may appoint a third party to conduct the Advance Election process.

#### **6.4A Election of Directors at Annual General Meeting**

If the Board decides that the election of Directors shall be carried out at the Annual General Meeting, the election of Directors shall take place in the following manner:

- a) Any two Members may nominate any other Member to serve as a Director;
- b) Nominations shall be in writing, including the signature of the nominee and the nominee's proposer and seconder, and accompanied by the nominee's supporting statement, if any, and must be lodged with the company office on paper or electronically at least 21 days (or such other period as the Board may determine in accordance with the Act) before the Annual General Meeting at which the election is to take place;
- c) Nominations and supporting statements together with ballot papers listing the

nominees' names in alphabetical order and draft proxy forms must be distributed to Members at least 14 days before the relevant Annual *General Meeting*, by such means as may be prescribed by the Board from time to time;

- d) Each Member present or represented by proxy at the Annual General Meeting will be entitled to vote for up to nine nominees;
- e) In respect of each of five Australian States or Territories the nominee having a principal residence or place of business in that State or Territory who receives the most votes will be declared elected. In respect of New Zealand, two nominees having a principal residence or place of business in New Zealand, receiving the most votes will be declared elected. Nominees not so elected, up to a maximum of two, who receive the most votes, will also be declared elected. In the event of a tie lots will be drawn in the manner decided by the Chair to determine which of the nominees will be declared elected.

## **6.5 Secretary**

- a) The Board will appoint a Secretary in accordance with the Act for the term of that Board and upon such conditions as the Board thinks appropriate.
- b) If the Secretary is not a Director, the Secretary will be an ex officio Director and will be entitled to remuneration in accordance with clause 10, may attend Directors' meetings and may be heard on any matter.
- c) Any Secretary so appointed may be suspended or removed by the Board. If that person is a Director, such removal or dismissal does not remove that person from office as a Director.
- d) The Secretary will not be appointed as a Director if the Secretary is a permanent employee of the company.
- e) The Board may delegate to the Secretary such powers, duties and authorities as it determines. The Secretary will exercise all such powers and authorities subject to the control of the Board.
- f) The duties of the Secretary include:
  - v. to ensure that the registers that are required to be kept by the Act are established and properly maintained;
  - vi. to ensure that all returns that are required to be lodged with the ASIC are prepared and filed within appropriate time limits;
  - vii. to ensure that meetings of the members and the Board are organised, including the sending out of notices, the preparation of the agenda and the compilation of minutes;
  - viii. to attend meetings of the Board and the Members;
  - ix. to supervise the preparation of the company's tax returns; and
  - x. to ensure that any administrative functions necessary for the running of the company are carried out.

## **6.6 Office bearers**

- a) The Chair, Vice-Chair and the Honorary Treasurer are the office bearers. These

office bearers, or their delegates, comprise the Executive.

- b) The elected Directors will meet as a Board within six weeks of each Annual General Meeting, and will elect the Chair, the Vice-Chair and the Honorary Treasurer, who shall hold these offices until:
  - xi. the close of the meeting held pursuant to this clause 6.6(b) following the next Annual General Meeting; or
  - xii. the date that is six weeks after the date of the next Annual General Meeting (whichever is earlier),notwithstanding that those directors may not have been re-elected at the next Annual General Meeting.
- c) Except as provided in clause 6.6(b), should any office bearer resign or be removed as a director during their term as an office bearer, the Board will meet as soon as practicable to appoint a replacement for that office.

## **6.7 Vacation of office**

In addition to the circumstances in which the office of a Director becomes vacant under the Act, a Director will cease to be a Director if the Director:

- b) resigns as a Director by notice in writing to the company at its registered company;
- c) is recorded as being absent from more than four meetings of the Board;
- d) has an ongoing conflict of interest that, in the view of the Board, significantly reduces or prohibits the Director's ability to act in the best interest of the company ;
- e) ceases to be a Member;
- f) is appointed to any office of profit in the company that is not specifically approved by the Board;
- g) becomes bankrupt or makes any arrangement or composition with creditors;
- h) is prohibited or disqualified from being a director of a company by reason of any order of the Court or ASIC;
- i) dies or ceases to be a Director by operation of the Act;
- j) becomes incapable of managing their affairs because of mental or physical incapacity
- k) except to the extent permitted by clause 6.10, has a direct or indirect interest in any contract (or series of contracts) with the company which exceeds, in aggregate in any 12 month period:
  - i. 10% of the company's revenue in that period; or
  - ii. 20% of that Director's or an associate of the Director's income during that period; or
- l) has been removed by resolution of the Members in accordance with the Act.

## **6.8 Appointment of attorneys**

- a) The Board may, by power of attorney, appoint any person to be the attorney of

the company for the purposes, and with the powers, authorities and discretions, vested in or exercisable by the Board for any period and subject to any conditions as it thinks fit.

- b) The Board may authorise the attorney to delegate all or any of the vested powers, authorities and discretions.

## **6.9 Referrals of work**

The company may nominate or engage Directors and Members as trainers and coaches and may enter into contracts with them for that purpose, and may refer Directors and Members to work for third parties as DR practitioners, trainers or coaches.

## **6.10 Conflicts of interest**

- a) A member of the Board and a member of any Committee must not derive any personal or professional profit or gain, directly or indirectly, by reason of such membership.
- b) Each member of the Board and each member of a Committee must disclose to the Board or Committee any personal or professional interest that member may have in any matter pending before the Board or Committee and must not participate in any discussion or decision on such matter.
- c) Each member of the Board and each member of a Committee must, at such time and in such manner as the Board may by by-law prescribe, identify that member's affiliation with any person or body which, directly or indirectly, may give rise to a conflict with the interests of the company.
- d) A member of the Board or of a Committee who, in the opinion of the Board, has a continuing affiliation with a person or body which, directly or indirectly, gives rise to a conflict with the interests of the company such that the member is unable to effectively discharge the member's duties as a member, will cease to be a member of the Board or the Committee.

# **7 Proceedings of the Board**

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## **7.1 Directors' meetings**

- a) The Directors may meet for the despatch of business and may adjourn and regulate their meetings as they think fit.
- b) Meetings may be held in person, or by telephone or electronically as determined by the Chair, and a Director who takes part in a meeting electronically is deemed to be present in person at the meeting.

## **7.2 Convening meetings of Directors**

A Director may, and the Secretary must on the request of a Director, convene a



Directors' meeting.

### **7.3 Decision making**

- a) Decisions at a meeting of Directors are to be made wherever possible by consensus as determined by the Chair.
- b) If the Chair determines that a consensus will not be reached within a reasonable time then the decision will be made by a majority vote with each Director having one vote.
- c) A decision by consensus or by a majority of Directors will for all purposes be regarded as a decision of the Board.
- d) When there is an equality of votes, the Chair will have a second or casting vote.

### **7.4 Notice**

- a) At least seven days' notice will be given to every Director of any Directors' meeting. Any papers relevant to the Directors' meeting will be provided to each Director at least two days prior to the Directors' meeting.
- b) The notice of a Directors' meeting must specify the day, time and place the meeting and may be given in writing or electronically.
- c) When the Chair considers that a matter of sufficient urgency exists, the Chair may call a Directors' meeting on less than seven days' notice. The Directors may ratify the calling of the Directors' meeting at short notice at the Directors' meeting.

### **7.5 Quorum**

- a) A quorum of the Board consists of a majority of the Directors .
- b) If the number of Directors is reduced below the number required to constitute a quorum of the Board, the continuing Directors may act only to increase the number of Directors to the number sufficient to constitute a quorum or to convene a general meeting of the company.

### **7.6 Chair**

The chair at each Board meeting will be the Chair unless:

- a) if the Chair is not present within 15 minutes after the time appointed for the meeting or there is no Chair, the chair will be the Vice-Chair; or
- b) if the Chair and the Vice-Chair is not present or the Vice-Chair is unwilling to act, the chair will be a Director elected by the Directors present at the meeting.

### **7.7 Committees and specific purpose groups**

- a) The Board may delegate any of its powers and functions to one or more committees or specific purpose groups.
- b) Any committee or specific purpose group appointed by the Board will comply

with the Board's directions.

- c) A committee or specific purpose group may meet and adjourn as it thinks fit.
- d) Decisions by a committee or specific purpose group are to be made wherever possible by consensus.
- e) If the chair or convenor of the committee or specific purpose group determines that a consensus will not be reached within a reasonable time then the decision will be made by a majority vote with each member of the committee or specific purpose group having one vote. When there is an equality of votes, the chair or convenor of the committee will have a second or casting vote.

## **7.8 Validity of acts**

All acts done by the Board, Director, committee or other specific purpose group will, despite it subsequently appearing that there was some defect in their appointment, election or qualification, or that any Director or was disqualified or had vacated office at the time of the act, be as valid as if every such person had been duly appointed and qualified to act.

## **7.9 Resolutions between meetings of Directors**

- a) The Board may adopt resolutions between meetings if a majority of Directors approves the resolution within three business days of notification of the proposed resolution. Approval or disapproval of a proposed resolution may be communicated in writing. As soon as a majority of Directors has notified their approval the resolution shall be adopted.
- b) The terms of any resolution adopted between meetings must be recorded in the Minute Book.

# **8 Board established groups of Members**

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## **8.1 Establishment of groups of Members**

- a) The Board may establish or cause to be established groups of members based on location, function, special interest or for another purpose, in accordance with the by-laws made under clause 15.
- b) These groups may operate by meeting face to face or by electronic means.
- c) The roles and functions of all groups established by the company are to cooperate with the Board in furthering the Objects of the company in the designated areas for which they are established by the Board.
- d) If agreed by the Board, these groups may use the company name and enjoy such other benefits as may be provided or agreed by the Board.
- e) Members of each group must endeavour to ensure that the group to which they belong acts consistently with the company's Constitution, Objects and the by-laws, and policies of the Board.
- f) These groups must ensure that at least one of their members is designated as a liaison point for the Board.

- g) Each group will provide the company with records of their meetings in accordance with the by-laws.

## **9 Organisations in countries other than Australia and New Zealand**

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- a) The Board may establish and or affiliate with groups or organisations which have objects similar to those of the company.
- b) The Board may negotiate agreements with such groups or organisations according to the needs and legal framework of the country in which the group or organisation is or is to be established which set out the nature of the relationship including the terms on which the company name may be used, financial arrangements and the cooperation, support and assistance that the company and the organisation will afford each other.

## **10 Payments**

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- a) Subject to 10(b), none of the income, assets or property of the company may be directly or indirectly paid, distributed or transferred in any way to the Members, whether by way of dividend, bonus or otherwise, but must be applied solely to the promotion of the Objects of the company as set out in this Constitution.
- b) Subject to 10(c), nothing in 10(a) prevents any bona fide compensation or payment in good faith of:
  - i. reasonable and proper remuneration to any officers, employees or Members of the company for services rendered to the company or for goods supplied in the ordinary course of business;
  - ii. interest to a Member (including a Director) on money borrowed by the company from any Member (including a Director) of the company, at a rate set on the date of the loan not exceeding the lowest rate offered for 12 month term deposits by the bank with which the company has accounts at the time; and
  - iii. reasonable and proper rent for premises made available to the company by any Member (including a Director) of the company.
- c) No payment may be made to a Director apart from bona fide compensation or payments made in good faith:
  - i. for out-of-pocket expenses incurred by a Director in carrying out the duties of the Director, which may be in the form of a per diem allowance, where the amounts payable do not exceed an amount previously approved by the Board;
  - ii. for any service rendered to the company by the Director in a professional or technical capacity, other than in the capacity of Director, the provision of which has the prior approval of the Board and where the amount payable is reasonable and is approved by a resolution of the Board; and
  - iii. of any salary or wage due to a Director as an employee of the company, where the terms of employment have been approved by a resolution of the Board.

## **11 Seal**

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- a) The Board will be responsible for the Seal.
- b) The Seal will only be used by the authority of the Board or an authorised Committee of the Board.
- c) Every document to which the Seal is affixed will be signed by two Directors, a Director and a Secretary, or in such other manner as the Board by resolution approves.

## **12 Accounts**

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- a) The Board will ensure proper accounting and other records are kept detailing the sums of money received and expended by the company, the matters in respect of which such money has been received and expenditure incurred and the property, credits and liabilities of the company.
- b) The accounts will be open to the inspection of the Members at a time and in a manner approved by the Board.
- c) If required by the Corporations Act or other legislation, at least once a year, the accounts of the company will be audited by a properly qualified Auditor appointed by the company. The duties of the Auditor will be regulated in accordance with the Act.
- d) If required by the Corporations Act or other legislation, the Auditors will report to the Members in accordance with the provisions of the Act.
- e) The Board will distribute or make available electronically to the Members copies of the annual profit and loss account, the balance sheet (including every document required by law to be attached), and any Auditor's report as required by the Act.
- f) The Board will present to each Annual General Meeting the annual financial reports, the Directors' report and any Auditor's report.

## **13 Indemnity and insurance**

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- a) Clause 13 applies to every Director, Auditor, Secretary and other officer for the time being of the company.
- b) The company must indemnify out of the assets of the company on a full indemnity basis and to the full extent permitted by law, each person referred to in clause 13 (a) for all losses or liabilities incurred by the person as an officer of the company including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:
  - i. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

- ii. in connection with an application, in relation to those proceedings, in which the court grants relief to the person under the Act.
- c) The company may pay or agree to pay, whether directly or through an interposed organisation, a premium for a contract insuring a person who is or has been a Director, Secretary or executive officer of the company against liability incurred by the person in that capacity, including a liability for legal costs, unless:
  - i. the company is forbidden by statute to pay or agree to pay the premium; or
  - ii. the contract would, if the company paid the premium, be made void by statute.

## 14 Notice

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- a) Any notice required by law or by or under the Constitution to be given to any Member will be given by:
  - i. serving it on the Member personally;
  - ii. sending it by post to the Member's registered address, or to the address, if any, supplied by the Member for the giving of notices; or
  - iii. sending it to the Member's fax number or electronic address, if the Member has nominated one to the company for receipt of notices.
- b) A notice hand-delivered or sent by post, facsimile or electronically is taken as having been given by the company and received by the Member on the next business day after it has been delivered or sent.
- c) Notice of every general meeting, including the Annual General Meeting, will be given to:
  - i. every Member except those Members for whom the company has no postal, fax or email address for the giving of notices to them;
  - ii. each Director; and
  - iii. the Auditor or Auditors.
- d) No other person will be entitled to receive notices of general meetings.
- e) Except where otherwise expressly required all notices and other communications may be given electronically, and all Members, Directors and office bearers entitled to attend any meeting or cast any vote need not do so in person but may do so by electronic means if the Board has made such electronic means available.

## 15 By-laws

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- a) The Board will have power from time to time to make and amend by-laws as are in its opinion necessary and desirable for the proper control, administration and management of the company's affairs, members, operations, finances, interests, effects and property.

- b) The Members in general meeting may amend or repeal any by-law made by the Board.
- c) A by-law will:
  - i. be subject to the Constitution;
  - ii. be consistent with the Objects and any provision contained in the Constitution; and
  - iii. when in force, be binding on all Members and Directors and will have the same effect as the Constitution.

## **16 Winding up**

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### **16.1 Members to contribute**

If the company is wound up in insolvency, every fee-paying Member who is a Member at the date of the appointment of a liquidator, or who was a Member during the period of one year prior to the appointment of the liquidator, undertakes to contribute to the company not more than \$25 as a contribution to:

- a) the payment of the debts and liabilities of the company incurred prior to the date of appointment of the liquidator;
- b) the costs, charges and expenses of winding up; and
- c) the adjustment of the rights of the Members among themselves.

### **16.2 Surplus of assets**

- a) On the winding up or dissolution of the company, any property remaining after satisfaction of all of its debts and liabilities, must be given or transferred to one or more funds, authorities or institutions:
  - i. which have similar purposes or objects to the Objects of the company;
  - ii. whose constitutions prohibit distributions or payments to its members to an extent at least as great as in clause 10 of the Constitution; and
  - iii. which is endorsed as income tax exempt by the Commissioner of Taxation.
- b) Any distribution of surplus assets must be approved by the Members by ordinary resolution at or before the date of the winding up or dissolution or, in the absence of such approval, by any Supreme Court.

## 17 Interpretation of and alterations to the constitution

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### 17.1 Interpretation

- a) The Constitution will be understood subject to the Act. The Constitution displaces those provisions of the Act that apply as replaceable rules.
- b) Unless the contrary intention appears:
  - i. an expression used in a clause that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision;
  - ii. the singular includes the plural and vice versa;
  - iii. a gender includes all genders;
  - iv. a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it;
  - v. except in so far as a contrary intention appears in this Constitution, a word or phrase given a meaning in the Act has the same meaning in this Constitution;
  - vi. headings are for convenience only and do not affect interpretation;
  - vii. where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings; and
  - viii. a reference to writing includes typewriting, printing, telex, telegram, facsimile, email or other electronic media and other modes of representing or reproducing words in a visible form.

## 18 Definitions

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The meanings of terms used in the Constitution are set out below.

Term	Meaning
ACNC	the Australian Charities and Not-for-profits Commission or any successor body or relevant charities regulator
Corporations Act	the Corporations Act 2001 (Cth)
DR	processes, other than judicial determination, for the prevention, management and resolution of conflicts and disputes. These processes include and are not limited to arbitration, adjudication, dispute review boards, dispute resolution advisers, mediation, conciliation, facilitation, negotiation, restorative engagement, conflict coaching, dispute system design, community engagement and public consultation

<b>Annual General Meeting</b>	the general meeting held by the company in each financial year under clause 5.1(a)
<b>Appeal Committee</b>	a committee appointed by the Board under clause 4.8 to hear and determine appeals from determinations by the Board under clause 4.8
<b>ASIC</b>	the Australian Securities and Investments Commission
<b>Auditor</b>	the auditor of the company referred to in clause 12
<b>Board</b>	all or some of the Directors for the time being acting as a board
<b>By-laws</b>	the by-laws made under clause 15
<b>Chair</b>	the person appointed as chair of the Board under clause 6.6
<b>Chief Executive Officer</b>	the chief executive of the company.
<b>Committee</b>	a committee appointed by the Board under clause 7.7
<b>Constitution</b>	this constitution of the company
<b>Director</b>	a person appointed or elected to the Board of the company under this Constitution
<b>Financial Year</b>	the period of 12 months ending on June 30 every year
<b>Honorary Member</b>	a natural person admitted as an honorary member under clause 4.4
<b>Honorary Treasurer</b>	the honorary treasurer of the Board appointed under clause 6.6
<b>IAMA</b>	the Institute of Arbitrators & Mediators Australia (ACN 008 520 045). IAMA & LEADR merged on 1 <sup>st</sup> January 2015, now known as Resolution Institute.
<b>Investigating Committee</b>	a committee appointed by the Board under clause 4.8 to investigate complaints or concerns about a Member's conduct or membership of the company
<b>LEADR</b>	Lawyers Engaged in Alternative Dispute Resolution. IAMA & LEADR merged on 1 <sup>st</sup> January 2015, now known as Resolution Institute.



<b>Member</b>	a person admitted to the membership of the company under the provisions of this Constitution and includes an Honorary Member
<b>Members' Register</b>	the register of Members which must be kept under clause 4.10. The register may be an electronic database
<b>Minute Book</b>	the book containing minutes of general meetings and Directors' meetings. The book may be a register or any other record of information
<b>Objects</b>	the Objects of the company as set out in clause 1
<b>Organisation</b>	any body corporate, unincorporated association, partnership or other form of group or organisation
<b>Resolution Institute</b>	result of the integration of LEADR with IAMA in 2015, Resolution Institute is a not-for-profit organisation with more than 4,000 members in Australia, New Zealand and the Asia Pacific region (ACN: 008 651 232).
<b>Seal</b>	the common seal of the company and any official seal of the company
<b>Secretary</b>	a person appointed as secretary of the company under clause 6.5
<b>Special Resolution</b>	a resolution, of which at least 21 days' notice is given and which is passed at a general meeting by a majority of not less than 75% of the individuals who are entitled to vote on it who are in attendance at the general meeting
<b>Vice-Chair</b>	the vice chairperson of the Board elected under clause 6.6

## 19 Proxy Form

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**RESOLUTION INSTITUTE**  
INSTRUMENT APPOINTING A PROXY

I/We \_\_\_\_\_ of

being a member of Resolution Institute hereby appoint:

\_\_\_\_\_ [print name of proxy]

of \_\_\_\_\_ or failing him/her

\_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the Annual/Special Meeting of the Company to be held at \_\_\_\_\_ on \_\_\_\_\_ commencing at \_\_\_ am/pm and at any adjournment thereof.

I/We direct my/our proxy to vote in the following manner:

Resolutions	Vote with a tick	
	For	Against
1.		
2.		

**[Drafting note: if directors are to be appointed at the AGM in accordance with clause 6.4A, include directions for voting in respect of directors.]**

I/We acknowledge that the proxy is not authorised to vote on a matter except as directed above, and the proxy will not be authorised to vote on any matter that is not included above.

Signed:

\_\_\_\_\_

Name: