

Constitution

The Australian Association for Hydrogen Energy

ACN 139 439 875

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1. PRELIMINARY

1.1 Exclusion of replaceable rules

The replaceable rules contained in the Act do not apply to the Company.

1.2 Definitions and interpretation

In this Constitution:

- (a) “ACNC” means the Australian Charities and Not-for-profits Commission.
- (b) “ACNC Legislation” means the Australian Charities and Not-for-profits Commission Act 2012 and the Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012.
- (c) “Act” means the Corporations Act 2001 or any statutory modification or re-enactment thereof for the time being in force.
- (d) “Annual Membership Fee” means the amount determined by the Board under clause 2.7(a).
- (e) “Auditor” may mean a reviewer, if permitted by the Act or ACNC Legislation.
- (f) “the Company” means The Australian Association for Hydrogen Energy (ACN 139 439 875).
- (g) “charity at law” means charitable within the meaning of the Charities Act 2013 (Cth), and “charitable at law” has the same meaning.
- (h) “Directors” means the directors for the time being of the Company.
- (i) “Board” means the board of Directors for the time being of the Company.
- (j) “President” means the person appointed to the office of President under clause 5.9(a).
- (k) “Guaranteed Amount” means the amount set out in Clause 1.6.
- (l) “General Meeting” means a meeting of Members and includes the Annual General Meeting;
- (m) “Joining Fee” means the amount determined by the Board under Clause 2.7(b).
- (n) “Member” means a member or body corporate whose name is entered in the Register of Members.
- (o) “Office Bearer” means a Director appointed as an office bearer under section 5.9 and includes the President, Vice President, Secretary and Treasurer.

- (p) “Principal Object” means the object set out in clause 1.3.
- (q) “Register” means the Register of Members under clause 2.2.
- (r) “Seal” means the common seal of the Company (if any).
- (s) “Secretary” means the secretary for the time being of the Company and if there are joint secretaries, any one or more of such joint secretaries.
- (t) Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (u) Words importing any one gender shall be deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.

1.3 Principal Object

- (a) The Principal Object for which the Company is established is for the benefit of the Australian public, to advance the knowledge and understanding of production, storage, transport, safety, distribution and end use of hydrogen energy.
- (b) Solely for the purpose of furthering the Principal Object, the activities the Company may undertake are to:
 - (1) Encourage the development of technology for hydrogen production, storage, transport, distribution and end use;
 - (2) Promote and improve research in disciplines relating to hydrogen energy;
 - (3) Promote the dissemination of knowledge through conferences, lectures and the publication of papers and reports; and
 - (4) Encourage scientific interest and enquiry into the production, transport, storage and use of hydrogen and its related technologies.

1.4 The Principal Object is charitable.

The Principal Object is charitable.

1.5 Application of income and property

- (a) The income and property of the Company must be applied solely towards the Principal Object.
- (b) No portion of the profits, income or property of the Company may be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or otherwise.

- (c) Payment may be made in good faith to any member of the Company:
 - (i) in return for any services actually rendered to the Company;
 - (ii) for goods supplied in the ordinary and usual way of business;
 - (iii) by way of interest on money borrowed from any member of the Company at a rate not exceeding the rate for the time being fixed by the Board; and
 - (iv) of reasonable and proper rent for premises demised or let by any member of the Company.
- (d) A Director may not be paid directors fees for serving as a director but payments may be made to directors (subject to section 5.14) in the following circumstances:
 - (i) for the payment of our-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the Board; or
 - (ii) for any service rendered to the Company in a professional or technical capacity where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms.

1.6 Liability of Members

The liability of the Members is limited to the Guaranteed Amount, being fifty dollars (\$50.00).

1.7 Contribution of Members on winding up

Every Member undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she is a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding the Guaranteed Amount, for:

- (a) the payment of the debts and liabilities of the Company contracted whilst the Member or past Member as the case may be was a Member;
- (b) the costs charges and expenses of winding up, and
- (c) the adjustment of the rights of the contributors or Members amongst themselves.

1.8 **Distribution of assets on winding up**

Where on the winding up or dissolution of the Company, there is a surplus of assets after satisfying all the Company's liabilities and expenses, the surplus:

- (i) must not be paid or distributed to Members; and
- (ii) will be given or transferred to such other institution in Australia which is income tax exempt and:
 - (A) is charitable at law;
 - (B) has similar objects to those of the Company as described in this Constitution, and
 - (C) prohibits the distribution of income, profit or assets to its Members.
- (iii) The identity of the institution or institutions will be decided by Members by ordinary resolution on or before the time of such winding up or dissolution. If the Members fail to decide, the institution, or institutions shall be determined by application to the Supreme Court in the State of incorporation.

2. **MEMBERSHIP**

2.1 **Eligibility, application and admission**

- (a) Any natural person or corporation (incorporated or otherwise) may become a Member provided:
 - (i) Application for membership is made on the prescribed Application Form and the Joining fee has been paid;
 - (ii) The person or corporation agrees in writing to provide a guarantee of not less than the Guaranteed Amount to defray such liabilities and expenses of the Company upon its winding up or dissolution;
 - (iii) The Application for Membership has been accepted by the Board and such acceptance may be determined by the Board using any criteria as the Board alone may determine; and
 - (iv) The name of the Member has been entered in the Register of Members.
- (b) The Board may decline any application for membership and is not bound to give reasons why the application was not accepted.
- (c) When an applicant has been accepted for membership the Secretary must send to the applicant written notice of their acceptance.

- (d) The first Member shall be the subscriber to this Constitution who shall not be required to apply for membership.
- (e) The minimum number of Members is 1.

2.2 Membership Classes

- (a) There shall be the following classes of Member:
 - Corporate member; and
 - Individual member.
- (b) A Member may belong to one membership class only.

2.3 Member Criteria and Entitlements

- (a) A Corporate Member:
 - (i) must be a organisation;
 - (ii) must appoint a person to be its Representative and one other person to be its Alternate Representative;
 - (iii) is entitled to all privileges of membership; and
 - (iv) is entitled to one vote.
- (b) An Individual Member:
 - (i) must be an individual not affiliated to any other class of Member;
 - (ii) is entitled to all privileges of membership; and
 - (iii) is entitled to one vote.

2.4 Register of Members

- (a) The Secretary must maintain a Membership Register at the Company's registered office.
- (b) When an applicant has been accepted for membership the Secretary must cause the Member's name to be entered in the Membership Register and will send to the Member written notice of the acceptance.
- (c) The address of a Member in the Membership Register will be the address of the Member for the purpose of service of any notices to Members.
- (d) The rights of any Member are not transferable.

2.5 Discipline of members

- (a) The Directors may by resolution expel a Member from the Company if, in their absolute discretion, they decide it is not in the interests of the Company for the person to remain a Member.
- (b) If the Directors intend to consider a resolution under clause 2.5(a), at least one week before the meeting at which the resolution is to be considered, they must give the Member written notice:
 - (iv) stating the date, place and time of the meeting;
 - (v) setting out the intended resolution and the grounds on which it is based; and
 - (vi) informing the Member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) Any Member excluded from the Company may at any time apply to the Board to be readmitted as a Member.
- (d) No person may be a Director following expulsion or during suspension as a Member unless such a person is subsequently readmitted as a Member.

2.6 Cessation of membership

- (a) A Member ceases to be a Member on:
 - (i) resignation;
 - (ii) expulsion or suspension in accordance with this Constitution;
 - (iii) deemed resignation in accordance with clause 2.7(e) below; or
- (b) in the case of a body corporate:
 - (i) being dissolved or otherwise ceasing to exist;
 - (ii) having a liquidator or provisional liquidator appointed to it; or
 - (iii) being insolvent.
- (c) A Member whose membership is terminated will be liable for all moneys due by that Member to the Company in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under clause 2.1 of this Constitution.
- (d) A Member whose membership is terminated will not make any claim, monetary or otherwise, on the Company, its funds or property except as a creditor thereof.

- (e) Any person or corporation who for any reason ceases to be a Member shall no longer represent themselves in any manner as being a Member.

2.7 Annual Membership Fee and Joining Fee

- (a) The Board may determine the amount of the Annual Membership Fee from time to time.
- (b) The Board may determine that any new member who joins after the start of a Financial Year must, for that Financial Year, pay a Joining Fee equal to:
 - (i) the full Annual Membership Fee; or
 - (ii) a pro rata Annual Membership Fee based on the remaining part of the Financial Year; or
 - (iii) a fixed amount determined from time to time by the Committee.
- (c) The Annual Membership Fee is due and payable at the beginning of each Financial Year.
- (d) The rights of a member (including the right to vote) who has not paid the Annual Membership Fee by the due date are suspended until it is paid.
- (e) If a member does not pay their Annual Membership Fee by 31 July, the Board may issue a notice of payment requiring the member to pay the Annual Membership Fee. If the member does not pay the Annual Membership Fee within 60 days of receiving the notice of payment, the member is deemed to have resigned their membership.

3. PATRON

The Company may from time to time at any General Meeting appoint a person, not necessarily a member of the company, to be Patron of the Company until the next Annual General Meeting. A Patron shall not, as Patron, have any rights or obligations in relation to the Company.

4. MEETINGS OF MEMBERS

4.1 Annual General Meeting

- (a) Subject to the Act, a General Meeting must be held at least once in every calendar year and within the period of five (5) months after the end of the Financial Year at such time and place as may be determined by the Directors to be called the "Annual General Meeting";
- (b) The business of the Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:

- (i) the consideration of the Annual Financial Statements, Directors' Declaration and Directors' Report and Auditor's Report;
- (ii) the election of Directors;
- (iii) the appointment of the auditor; and
- (iv) the fixing of the auditor's remuneration.

4.2 Convening General Meetings

- (a) A General Meeting may only be called:
 - (i) by a Directors' resolution; or
 - (ii) in accordance with a Members' requisition under the Act; or
 - (iii) as otherwise provided in the Act.
- (b) The Directors may change the venue for, postpone or cancel a General Meeting, provided that if the General Meeting was not called by a Directors' resolution or was called in accordance with a members' requisition under the Act, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

4.3 Notice of General Meetings

- (a) A notice of a General Meeting shall specify:
 - (i) the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) the general nature of the business to be transacted at the meeting; and
 - (iii) such other information as is required by section 249L of the Act.
- (b) The Company may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (c) Subject to the provisions of the Act relating to agreements for shorter notice, at least 21 days notice must be given of a General Meeting.
- (d) Notice of every General Meeting shall be given in the manner authorised by clause 6.8 to:
 - (A) every Member and to every Director; and
 - (B) the auditor for the time being of the Company.
- (e) No other person is entitled to receive notices of General Meeting.

4.4 **President of General Meetings**

- (a) The President shall preside as chair at every General Meeting.
- (b) If there is no President or the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the Deputy President will chair the meeting.
- (c) If the Deputy President is not present or is present but is unwilling to act for all or part of the meeting, the Members present shall elect one of their number to chair the meeting (or part of it).

4.5 **Quorum for General Meetings**

- (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) A quorum of Members for a General Meeting is ~~10~~.
- (c) For the purpose of determining whether a quorum is present, a person attending as a proxy, or as representing a body corporate that is a Member, is deemed to be a Member.

4.6 **Adjournment of General Meetings**

- (a) If a quorum is not present within fifteen (15) minutes from the time appointed for the meeting:
 - (i) where the meeting was convened upon the request of Members - the meeting shall be dissolved; or
 - (ii) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (B) if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, then the meeting shall be dissolved.
- (b) The President shall adjourn a General Meeting from time to time and from place to place if the Members present with a majority of votes that may be cast at that meeting agree or direct the President to do so. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- (d) Except as provided by the preceding paragraph, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

4.7 **Voting at General Meetings**

- (a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before a vote is taken or immediately after the declaration of the result of the show of hands) by at least two thirds of the Members present in person or by proxy.
- (b) Unless a poll is so demanded, a declaration by the chair 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, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (c) The demand for a poll may be withdrawn.
- (d) If a poll is duly demanded, it shall be taken in such a manner as the chair directs and unless the meeting is adjourned, the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- (e) A poll demanded on the election of the chair or on a question of adjournment shall be taken immediately.
- (f) In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the General Meeting at which the show of hands takes place or at which the poll is demanded will have a casting vote in addition to any vote the President may have in the capacity as a Member.
- (g) Subject to any rights or restrictions for the time being attached to any Member:
 - (i) at General Meetings each Member entitled to vote may vote in person or by proxy or attorney or representative; and
 - (ii) on a show of hands every person present who is a Member or a proxy or representative of a Member has one vote, and on a poll every person present in person or by proxy or attorney or representative has one vote.
- (h) If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his or her committee or trustee or such other person as properly has the management of his or her estate may exercise any rights of the Member in relation to a meeting of Members as if the committee, trustee or other person were the Member.

- (i) A Member is not entitled to vote at a General Meeting unless all sums presently payable by him or her in respect of the Company have been paid.
- (j) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- (k) Any such objection shall be referred to the chair of the General Meeting, whose decision is final.
- (l) A vote not disallowed pursuant to such an objection is valid for all purposes.

4.8 Proxies

A Member who is entitled to attend and cast a vote at a General Meeting may appoint a person (whether or not a Member) as the Member's proxy to attend and vote for the Member at the meeting.

- (a) An instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or executed in accordance with the Act or under the hand of an officer or attorney duly authorised.
- (b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- (c) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (d) An instrument appointing a proxy shall be in the form or in a form that is as similar to the form in Appendix 1, as the circumstances allow:
- (e) An instrument appointing a proxy must be deposited at the registered office of the Company:
 - (i) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (ii) in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll,
- (f) A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite the death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, providing no intimation in writing of the death, unsoundness of mind or revocation was made before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

5. DIRECTORS

5.1 Appointment and removal of Directors

- (a) Members must appoint a person to be a Director by resolution passed at a General Meeting. The resolution may specify the period during which the Director is to hold office and if it does so specify the Director will cease to hold office at the expiration of that period but will be eligible for reappointment. If the Members' resolution does not specify the term of the Director's appointment, the Director will hold office in accordance with clause 5.4.
- (b) The number of the Directors must be not less than 3.
- (c) The Members may by resolution passed at a General Meeting:
 - (i) determine the method for electing a Director;
 - (ii) fix the number of Directors or increase or reduce the number of Directors (but so that the number shall be not less than 3); and
 - (iii) determine in what rotation a Director is to go out of office.
- (d) Any natural person committed to the Principal Purpose is eligible to be appointed as a Director provided:
 - (i) the person has given written, signed consent to act as a Director;
 - (ii) the person has suitable qualifications, skills and experience to discharge the functions of a Director, as determined by the Board from time to time; and
 - (iii) the person is not disqualified by the Act or the ACNC Legislation from being a Director, to the extent that either applies.
- (e) The Secretary must identify whether a person is ineligible to be appointed as a Director under this Constitution as a result of disqualification by the Act or the ACNC Legislation. The Secretary must:
 - (i) perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, appointed as a Director; and
 - (ii) must obtain a declaration from each Director to the effect that he or she is not disqualified by the Act or the ACNC Legislation, and that he or she will notify the Secretary as soon as possible in the event that he or she becomes disqualified.
- (f) A Director must be a Member or Representative of a Member as the case may be, and is entitled to receive notices of and attend and speak at meetings of Members.

- (g) No person (not being a retiring Director) is eligible for election to the office of Director unless:
 - (i) such person has, at least 28 days before the meeting, left at the registered office of the Company a duly signed notice in writing giving such persons consent to their nomination; and
 - (ii) Notice of every candidate for the position of Director is served by the Board on Members at least 14 days before the meeting at which the election is to take place.
- (h) Subject to the Act, the Company in General Meeting may at any time by ordinary resolution remove any appointed or elected Director before the expiration of that Director's period of office and, if so desired, elect another person in that Director's stead. The person so elected shall hold office during such time only as the Director in whose place such person is elected would have held office if such Director had not been removed.

5.2 Vacancies

- (a) In the event of a vacancy in the office of a Director, and the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they must act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a meeting of Members for that purpose.
- (b) The Directors have power to appoint a new Director to fill any casual vacancy.
- (c) Any Director so appointed as a casual vacancy may hold office only until the next following Annual General Meeting of the Company and shall then be eligible for election but a term filling a casual vacancy or as a co-opted additional Director must not then be taken into account in determining the number of Directors who are to retire by rotation at such meeting.
- (d) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:
 - (i) becomes of unsound mind;
 - (ii) resigns his or her office by notice in writing to the Company;
 - (iii) is absent without the consent of Directors from 3 consecutive meetings of the Board;
 - (iv) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his or her interest as required by clause 5.14;

- (v) is expelled or suspended as a Member in accordance with clause 2.6; or
- (vi) becomes ineligible to be a Director by the Act or ACNC Legislation.

5.3 Defects in appointment of directors

All acts done by a meeting of the Directors or of a committee of Directors or by any person acting as a Director are, despite that it is afterwards discovered that there was a defect in the appointment of a person to be a Director or a Member of the committee, or to act as a Director, or that person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a Member of the committee.

5.4 Rotation of directors

Subject to clause 5.1(c)(iii), the following provisions shall apply to all Directors:

- (a) At every Annual General Meeting those Directors who have been in office for three years or until the third Annual General Meeting following such Directors' appointment (whichever is the longer) must retire.
- (b) The Directors or Director to retire under clause 5.4(a) must be the Directors or Director longest in office since last being elected but as between Directors who were elected on the same day, the Director or Directors to retire must (in default of agreement between them) be determined by lot.
- (c) The Company at any General Meeting at which any Directors retire in manner aforesaid may fill up the vacated office by electing a like number of persons to be Directors and may fill up any other vacancies.
- (d) If, at any Annual General Meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, the retiring Directors, or such of them as have not had their places filled up, may (if willing to act) be re-appointed and continue in office until the third Annual General Meeting following such Directors' re-appointment.
- (e) A Director or Directors reappointed under clause 5.4(d) must not continue in office beyond the third Annual General Meeting following such Directors' re-appointment unless such continuation is approved by a special resolution of members.

5.5 Powers and duties of directors

- (a) Subject to the Act and to any other provision of this Constitution, the business of the Company shall be managed by the Directors, who may pay all expenses incurred.

- (b) Without limiting the generality of the preceding paragraph, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or give any other security for a debt, liability or obligation of the Company or of any other person.
- (c) The Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
- (d) All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed, executed, as the case may be in such manner as the Directors determine.
- (e) Directors must comply with any duties imposed on them by law, which may include duties under the Act, and/or duties under the ACNC Legislation.

5.6 Meetings of directors

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

5.7 Convening meetings of directors

The Board may at any time, and a Secretary shall on the requisition of a Director, convene a meeting of the Directors.

5.8 Quorum for directors' meetings

At a meeting of the Directors, the number of Directors whose presence is necessary to constitute a quorum is such number as is equal to half of the total number of Directors plus one and if that number is not a whole number then the nearest whole number down, subject to a minimum of 3, and provided that each such person is a Director and is entitled under the law to vote on a motion that may be moved at that meeting.

5.9 Office Bearers

- (a) At the first Directors' meeting following each Annual General Meeting the Directors shall elect from amongst their number the Office Bearers, by a simple majority for an annual term of office.
- (b) A retiring Office Bearer is eligible for re-election to that office.

- (c) Where a meeting of the Directors is held and:
 - (i) the President or Vice President has not been elected as provided by the preceding two paragraphs; or
 - (ii) the person so elected is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,the Directors present shall elect one of their number to chair such meeting or part of it.
- (d) The duties of the Office Bearers shall be determined by the Board from time to time.
- (e) An Office Bearer, including the President, may be elected for more than one successive term.

5.10 **Voting at directors' meetings**

- (a) Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.
- (b) A Director may not appoint a proxy for the purpose of voting at directors' meetings.
- (c) In a case of an equality of votes, the chair of the meeting shall have a casting vote in addition to any vote the chair may have in the capacity as a Director.

5.11 **Delegation of powers**

- (a) Directors may delegate any of their powers to a committee or committees consisting of such of their number and such other qualified persons as they think fit.
- (b) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.
- (c) The Members of such a committee may elect 1 of their number as chair of their meetings.
- (d) Where such a meeting is held and:
 - (i) a chair has not been elected as provided by the preceding paragraph; or
 - (ii) the person so elected is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,

Members present may elect one of their number to be chair of the meeting or part of it.

- (e) A committee may meet and adjourn as it thinks proper.
- (f) Questions arising at a meeting of a committee must be determined by a majority of votes of Members present and voting.
- (g) In the case of an equality of votes, the chair must not have a casting vote in addition to any vote the chair may have in the capacity as a committee Member.

5.12 Electronic meetings of Directors

- (a) A meeting of Directors may be called or held using any technology consented to by all the Directors. Consent of a Director for the purposes of this clause may be standing one. A Director may only withdraw his or her consent within a reasonable time before the meeting of Directors.
- (b) A minute of the proceedings at a meeting held using technology is sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chair of the meeting.

5.13 Circulating resolutions

- (a) A resolution of Directors is deemed to have been passed at a meeting of the Directors at the time at which a document containing the resolution is last signed by a Director.
- (b) For the purposes of the preceding section, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate document.

5.14 Directors' conflicts of interest

- (a) Subject to the Act, no Director shall be disqualified by his or her office or of the fiduciary relation thereby established, from contracting or entering into any arrangement with the Company, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or agreement.
- (b) Every Director shall observe the provisions of Section 191 of the Act relating to the disclosure of the interest of Directors which might create duties or interests in conflict with their duties or interests as Directors as if the Company were a proprietary company.
- (c) Subject to the Act, a Director shall not as a Director be present at a meeting of Directors or vote in respect of any contract or

arrangement in which such Director is interested in the manner described in the preceding clause being considered at that meeting.

- (d) A Director who is interested in any contract or arrangement as aforesaid may notwithstanding such interest attest the affixing of the Seal of the Company to any document evidencing or otherwise connected with such contract or arrangement.

6. ADMINISTRATION

6.1 Minutes

- (a) Directors will cause minutes of:
 - (i) all proceedings and resolutions of meetings of Members;
 - (ii) all proceedings and resolutions of meetings of the Directors, including meetings of a committee of Directors;
 - (iii) resolutions passed by Members without a meeting;
 - (iv) resolutions passed by Directors without a meeting,to be duly entered into the books kept for that purpose in accordance with the Law.
- (b) A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- (c) Books containing the minutes of meetings of Members and resolutions passed by Members without a meeting will be open for inspection by a Member free of charge.

6.2 Accounts

- (a) Directors must keep true and complete books of accounts of the transactions of the Company.
- (b) The Financial Year will begin on the first day of July and ends on the thirtieth day of June.
- (c) The accounts must be held at the registered office or any other place as Directors think fit.
- (d) The accounts must always be open to inspection by the Directors.
- (e) Directors will arrange for the financial report, the Directors' report and the Auditors' report as required by the Act to be made out and laid before the Annual General Meeting.

6.3 Audit

- (a) A registered company auditor must be appointed.

- (b) The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

6.4 Inspection of records

- (a) Subject to the Act, the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors.
- (b) A Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in a meeting of Members.

6.5 Execution of documents

- (a) The Company may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.
- (b) If the Company has a seal the Directors shall provide for the safe custody of the Seal.
- (c) The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.
- (d) The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
 - (i) two Directors; or
 - (ii) one Director and one Secretary; or
 - (iii) one Director and another person appointed by the Directors for that purpose.

The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

- (e) The Company may execute a document without using a seal if the document is signed by:
 - (i) two Directors; or
 - (ii) one Director and one Secretary; or
 - (iii) one Director and another person appointed by Directors for that purpose.
- (f) A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.

6.6 **By Laws**

Subject to this Constitution and the Act, the Board has power to make By Laws concerning membership application and qualification for membership of the Company and any other matter which the Board believes suitable for including in such By Laws.

6.7 **Alteration of constitution**

- (a) The Company may only alter this Constitution by special resolution passed at a General Meeting of Members.
- (b) The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Company to no longer be a charity at law.

6.8 **Notices**

- (a) A notice may be given by the Company to any Member either:
 - (i) by serving it on the Member;
 - (ii) by sending it by post to the Member at the member's address, including any email address, as shown in the Register of Members or the address supplied by the Member to the Company for the giving of notices to that Member; or
 - (iii) by sending it by facsimile transmission to a facsimile number supplied by the Member to the Company for the giving of notices to the Member.
 - (iv) by sending it by email to an email address supplied by the Member to the Company for the giving of notices to the Member.
- (b) Where a notice is sent by post, service of the notice is deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice to a Member, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile, service of the notice shall be deemed to be effected on receipt by the Company of a transmission report confirming successful transmission.
- (d) Where a notice is sent by email, service of the notice is deemed to be effected 24 hours after the transmission of the email unless the person transmitting the email is notified at any time that the email was undelivered or undeliverable.
- (e) A notice may be given by the Company to joint members by giving notice to the joint member first named in the Register of Members.

6.9 **Officers: indemnities and insurance**

- (a) To the extent permitted by the Act:
 - (i) the Company indemnifies every person who is or has been an Officer against any liability for costs and expenses incurred by that person in defending any proceedings in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the Law; and
 - (ii) the Company indemnifies every person who is or has been an Officer against any liability incurred by that person, as an Officer to another person, unless the liability arises out of conduct involving a lack of good faith.
- (b) The Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer against a liability:
 - (i) incurred by the person in his or her capacity as an Officer or in the course of acting in connection with the affairs of the Company except where the liability arises out of conduct involving a wilful breach of duty in relation to the Company or a contravention of Sections 182 and 183 of the Act; or
 - (ii) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.
- (c) In the two preceding sections:
 - (i) the term "proceedings" means any proceedings whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer or in the course of acting in connection with the affairs of the Company or otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company).

6.10 **Winding up**

- (a) Subject to clause 1.8, the Company may be dissolved by a special resolution of Members at a meeting of Members.

APPENDIX 1

PROXY FORM

Australian Association for Hydrogen Energy

I/We being a
member/members hereby appoint
..... of
..... or, in his or her absence,
..... of
..... as my/our proxy to vote for
me/us on my/our behalf at the meeting of the Company's Members
to be held on the day of
....., 20.. and at any adjournment
of that meeting.

This form is to be used * in favour of / * against the resolution

SIGNED this day of,
20..

* Strike out whichever is not desired

To be inserted if desired

TABLE OF CONTENTS

1.	PRELIMINARY	1
1.1	Exclusion of replaceable rules	1
1.2	Definitions and interpretation	1
1.3	Principal Object.....	2
1.4	The Principal Object is charitable.	2
1.5	Application of income and property	2
1.6	Liability of Members	3
1.7	Contribution of Members on winding up.....	3
1.8	Distribution of assets on winding up.....	4
2.	MEMBERSHIP.....	4
2.1	Eligibility, application and admission.....	4
2.2	Membership Classes	5
2.3	Member Criteria and Entitlements.....	5
2.4	Register of Members.....	5
2.5	Discipline of members.....	6
2.6	Cessation of membership	6
2.7	Annual Membership Fee and Joining Fee	7
3.	PATRON.....	7
4.	MEETINGS OF MEMBERS.....	7
4.1	Annual General Meeting	7
4.2	Convening General Meetings	8
4.3	Notice of General Meetings.....	8
4.4	President of General Meetings	9
4.5	Quorum for General Meetings	9
4.6	Adjournment of General Meetings	9
4.7	Voting at General Meetings.....	10
4.8	Proxies	11
5.	DIRECTORS.....	12
5.1	Appointment and removal of Directors	12
5.2	Vacancies.....	13
5.3	Defects in appointment of directors	14
5.4	Rotation of directors.....	14
5.5	Powers and duties of directors	14
5.6	Meetings of directors.....	15
5.7	Convening meetings of directors.....	15
5.8	Quorum for directors' meetings	15
5.9	Office Bearers.....	15

5.10	Voting at directors' meetings	16
5.11	Delegation of powers	16
5.12	Electronic meetings of Directors.....	17
5.13	Circulating resolutions	17
5.14	Directors' conflicts of interest	17
6.	ADMINISTRATION	18
6.1	Minutes.....	18
6.2	Accounts	18
6.3	Audit	18
6.4	Inspection of records.....	19
6.5	Execution of documents	19
6.6	By Laws.....	20
6.7	Alteration of constitution	20
6.8	Notices	20
6.9	Officers: indemnities and insurance.....	21
6.10	Winding up.....	21