

By Laws of TEFMA Ltd (ACN)

[INSERT DATE]

Article I – Authority

1. These By Laws are made under clause 168 of the Constitution. In the event of an inconsistency between the By Laws and the Constitution, the terms of the Constitution prevail.

Article II – Membership and Related Matters

Section A – Rights and Privileges of Members

- 2.1 An **Institutional Member**, through its Institutional Member Representative may:
 - 2.1.1 subject to the provisions of Article IV of these By-laws and the Constitution, vote on all questions concerning the Company;
 - 2.1.2 hold office as an Elected Director;
 - 2.1.3 introduce items for consideration and engage in discussion at Annual General Meetings (**AGMs**); and
 - 2.1.4 receive copies of the AGM minutes, reports and publications.
- 2.2 An **Associate Member** may:
 - 2.2.1 hold office as an Elected Director; and
 - 2.2.3 receive copies of the AGM minutes, reports and publications
- 2.3 A **Business Partner Member** may receive copies of the AGM minutes, reports and publications.
- 2.4 An **Honorary Member** may:
 - 2.4.1 attend the Annual Conference without payment of the registration fee, in accordance with details in the Administrative Policies and Procedures; and
 - 2.4.2 receive copies of the AGM minutes, reports and publications.
- 2.5 An **Emeritus Member** may:
 - 2.5.1 attend the Annual Conference without payment of the registration fee, in accordance with details in the Administrative Policies and Procedures; and
 - 2.5.2 receive copies of the AGM minutes, reports and publications.

Section B – Others

3. Other persons if permitted by the Board may attend the activities of the Company upon payment of the registration fee for the activity.

Article III – Management of the Company

- 4.1 Management of the Company is the responsibility of the Directors who must exercise their powers in accordance with the Corporations Act 2001 (Cth) and the Constitution.

Section A – Roles and Functions of Executive Office Holders of the Company

- 4.2 The **Chair** :
 - 4.2.1 is the Chair of the Board;
 - 4.2.2 subject to the Constitution, chairs all meetings of the Company and the Board;
 - 4.2.3 is responsible for the general supervision and direction of the affairs of the Company and has authority to act on behalf of the Company if an event occurs between meetings of the Board that is not covered by the Constitution or the By Laws, provided that the President reports on the event and the action taken to the next meeting of the Board, which may then decide to place the matter before the Membership;
 - 4.2.4 keeps the Members of the Company informed of Company activities in writing and Company newsletter editors informed of Company activities by notice, provided that the Chair may direct the Secretary/Treasurer to carry out these functions;
 - 4.2.5 represents, or appoints a representative of, the Company at conferences, meetings and ceremonies to which the Company has been invited and at which the Company, in the Chair's opinion, should be represented; and
 - 4.2.6 is a member of all Standing Committees.
- 4.3 The **Deputy Chair**:
 - 4.3.1 assists the Chair as the Chair may require;
 - 4.3.2 carries out duties assigned by the Chair or the Board;

- 4.3.3 is the Deputy Chair of the Board;
- 4.3.4 becomes acting Chair if the Chair is absent or unable to act; and
- 4.3.5 is a member of all Standing Committees.

4.4 The Secretary/Treasurer:

- 4.4.1 prepares the agenda for and minutes and reports of all meetings of the Company and the Board;
- 4.4.2 advises any Members of the termination of their Membership for non-payment of dues;
- 4.4.3 conducts the official correspondence of the Company;
- 4.4.4 reports the actions of the Board to Members;
- 4.4.5 holds and maintains the administrative records of the Company, and will make them available for inspection by Members if required;
- 4.4.6 appoints a returning officer for the election of Elected Directors;
- 4.4.7 transfers to their successor in office all administrative papers, documents and records belonging to the Company;
- 4.4.8 prepares financial reports and statements for the meetings of the Company and the Board;
- 4.4.9 collects, holds and accounts for all monies received by the Company and keeps all necessary records and accounts, and will make them available for inspection by Members if required;
- 4.4.10 prepares and presents financial reports and statements for the financial year at the AGM;
- 4.4.11 ensures that the accounts of the Company are audited annually by an Auditor appointed by the Board;
- 4.4.12 pays the accounts of the Company, and is one of the signatories on cheques to pay accounts;
- 4.4.13 develops and reviews the fiscal policies of the Company for adoption by the Board;
- 4.4.14 transfers to their successor in office all financial accounts, papers, documents, records and monies belonging to the Company;
- 4.4.15 maintains a list of the Members and reports to the Board on those Members whose dues remain unpaid after 31 August and 31 October; and
- 4.4.16 carries out such other duties as the President or the Board may determine.

Section B – Standing and Ad hoc Committees

Standing Committees

- 5.1 The Board may establish and delegate any of its powers to such Standing Committees with such membership and terms of reference as the Board thinks fit and may from time to time revoke such delegation.
- 5.2 The Board:
 - 5.2.1 appoints the chairperson of each Standing Committee;
 - 5.2.2 fills casual vacancies on the Standing Committees as they occur; and
 - 5.2.3 may add members to Standing Committees.
- 5.3 The term of office of members of each Standing Committee ends at the conclusion of each AGM unless otherwise determined by the Board.

Ad hoc Committees

- 6.1 The Board may form and delegate any of its powers to such ad hoc committees with such terms of reference and membership as the Board thinks fit and may from time to time revoke such delegation.
- 6.2 The Board:
 - 6.2.1 appoints the chairperson of an ad hoc committee;
 - 6.2.2 may fill casual vacancies on ad hoc committees; and
 - 6.2.3 may add members to and remove members from ad hoc committees.
- 6.3 The term of office of an ad hoc committee ends upon the presentation of its final report, unless the Board determines otherwise.

Article IV – Elections

Section A – Officers to be Elected

- 7.1 Elected Directors are elected from amongst the Institutional Member Representatives and Associate Members by the Institutional Member Representatives.
- 7.2 A person may fill only one office on the Board unless approved by a resolution of the Board.

Section B – Conduct of Elections

7.3 Notice of Election and call for Nominations

- 7.3.1 The returning officer is to give notice of the election and call for nominations for election to the elected offices, in a manner approved by the Board, to Institutional Member Representatives and Associate Members at least 30 days before the closing date for nominations.

- 7.3.2 The Secretary/Treasurer is to compile a list of Institutional Members eligible to vote in the election at the date at which nominations are called (**Roll**) for the returning officer, and the returning officer is to make the Roll available for perusal to any Institutional Member Representative upon request.
- 7.4 Each nomination is to include:
 - 7.4.1 the name and institution of the candidate and the Institutional Member Representatives proposing and seconding the nomination, who must both be eligible to vote in the election;
 - 7.4.2 the signatures of the candidate, the proposer and the seconder; and
 - 7.4.3 the consent of the candidate to the nomination.

Ballot

- 8.1 As soon as practicable after the close of nominations, the returning officer is to send to each Institutional Member Representative:
 - 8.1.1 balloting material for each office for which an election is to be held, containing the names of the candidates in an order determined by lot by the returning officer with a box opposite each name, and authenticated by the returning officer; and
 - 8.1.2 a copy of any statements from candidates.
- 8.2 Any Institutional Member Representative entitled to vote and wishing to do so must complete the ballot and any accompanying material and return or submit it to the returning officer in the designated manner no later than the close of the ballot. An election is not invalidated by a ballot not being received.
- 8.3 The returning officer checks each voter is entitled to vote and keeps received ballot material securely.
- 8.4 An election is not invalidated if a voter does not receive balloting material.
- 8.5 The voter is to:
 - 8.5.1 electronically complete the balloting material by indicating with a tick in the box opposite the name of the voter's choices, up to the same number of vacancies to be filled; and
 - 8.5.2 complete the declaration of eligibility and return the balloting material to the returning officer by the close of voting.
- 8.6 The returning officer is to:
 - 8.6.1 open each ballot material upon receiving it and determine whether the voter is eligible to vote by reference to the Roll;
 - 8.6.2 electronically file the balloting material sent by eligible voters into a secure place as soon as their eligibility is determined, holding back ballot material from voters not eligible to vote; and
 - 8.6.3 close voting and check the ballots, disregarding any that are not completed in accordance with the instructions or that identify the voter.

Counting of Votes

- 9.1 In an election where one candidate is to be elected, the returning officer must count the number of votes received for each candidate and declare elected the candidate who receives the greatest number of valid votes.
- 9.2 In an election where more than one candidate is to be elected, the returning officer must count the number of votes received for each candidate and declare elected candidates who receive the highest number of votes, up to the number of vacancies.

Article V – AGMs

- 10.1 The Chairperson of the meeting will distribute to all members at conclusion of the AGM a summary of the outcomes of the meeting within twenty-one (21) days of the end of the AGM.

Article VI – Definitions

- 11.1 In these By Laws, unless there is something in the subject or context which is inconsistent, terms have the meanings given to them in Section W of the Constitution.