

CONSTITUTION
The Institute of Quarrying Australia Limited
ACN 066 208 375
A Company Limited by Guarantee

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1 DEFINITIONS AND INTERPRETATION

Definitions

1.1 In this Constitution unless the contrary intention appears:

“**ACNC**” means the Australian Charities and Not-for-Profits Commission;

“**ACNC Act**” means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth);

“**Act**” means the *Corporations Act 2001* (Cth);

“**Affiliated National Institute**” means an affiliated overseas body incorporated with limited liability as authorised by the Board;

“**Affiliated Overseas Member**” means a member of an Affiliated National Institute;

AIQEF Charter means the charter of the AIQEF Committee as set out in Schedule 1;

AIQEF Committee has the meaning stated in Rule 17.1(a);

“**Annual General Meeting**” means a meeting of the Members called under Rule 9.1;

“**Board**” means the board of Directors of the Company;

“**Branch**” means a branch of the Company;

“**Chief Executive Officer**” or “**CEO**” means the person appointed as chief executive officer of the Company by the Board;

“**Company**” means The Institute of Quarrying Australia Limited ACN 066 208 375;

“**Code of Conduct & Ethics**” means the code of conduct and ethics for the Members as approved by the Board from time to time;

“**Committee**” means a committee established by the Board;

“**Constitution**” means this constitution and any supplementary, substituted or amended constitution being in force from time to time;

“**Court**” means a court of the state of Queensland;

“**Deputy President**” means the person appointed by the Board as deputy president in accordance with this Constitution;

“**Designatory Letters**” means the letters which may be used by a Member to designate their Membership status as set out in the fourth column of Rule 6.2;

“**Director**” means a director of the Company from time to time;

“**Financial Year**” means the twelve (12) month period commencing 1 July and ending 30 June in each year;

“**ITAA**” means the *Income Tax Assessment Act 1936* (Cth), and the *Income Tax Assessment Act 1997* (Cth);

“**Material Personal Interest**” means an interest which:

- (a) has substance or value or any interest; or
- (b) has the capacity to influence the vote of the person

regardless of how it arises, which provides a personal benefit (whether that interest is direct, indirect, contingent, contractual or perceived) to:

- (c) a person; or
- (d) an associate of a person (including an association arising from a family relationship as defined in s 9AA of the Act or a body corporate which is an associate as defined in s10 and s11 of the Act)

provided it does not include a person as a member of a wide group or class and in the same manner and to the same degree that it affects the other members of the group or class (such as Members of the Company);

“**Member**” means a person who has been accepted for Membership of the Company and whose name is included in the Register;

“**Membership**” means membership in the Company;

“**Membership Fee**” means such amount (as an initial or joining fee and/or an annual fee) as the Board may prescribe from time to time for each class of Member;

“**Objects**” means the objects of the Company contained in Rules 2.4;

“**Officer**” has the same meaning as an “officer of a corporation” under s9 of the Act;

“**President**” means the person appointed by the Board as president in accordance with this Constitution;

“Principal Objects” means the principal objects of the Company contained in Rule 2.4;

“**Register**” means the register of Members kept by the Company in accordance with the Act;

“**Registered Address**” means the address of a Member as recorded in the Register;

“**Regulation**” means any advice direction or instruction issued by the Board;

“**Related Body Corporate**” has the meaning under s50 of the Act;

“**Rule**” means a rule of this Constitution;

“**Secretary**” means the person appointed by the Board to act as secretary of the Company;

“**Sector**” means the sector for the extraction and processing of crushed and dimension stone, recycled material, and minerals, including secondary minerals; and

“**Special Resolution**” has the meaning given to it in the Act.

Interpretation

1.2 In this Constitution, unless the contrary intention appears:

- (a) the singular number includes the plural and vice versa;
- (b) a word which suggests one gender includes all other genders;
- (c) person include a partnership, association, company and corporation as well as a natural person;
- (d) natural person means a human being;
- (e) all references to statutory provisions and statutory bodies are construed as references to any statutory modification or re-enactment or replacement body for the time being in force at the relevant date;
- (f) words and expressions defined in the Act or the ACNC Act have the same meaning in this Constitution; and
- (g) headings are for ease of reference only and do not affect the construction of this Constitution.

2 NAME, INCORPORATION, OBJECTS AND CHARITABLE STATUS

Name and Incorporation

2.1 The name of the Company is The Institute of Quarrying Australia Limited ACN 066 208 375.

2.2 The liability of the Members is limited by guarantee.

- 2.3 Every Member of the Company undertakes to contribute to the assets of the Company for such amounts as may be required the total sum of which is not to exceed ten dollars (A\$10.00) if the Company is wound up while they are a Member or within a year afterwards for:
- (a) payment of debts and liabilities of the Company contracted before they ceased to be a Member, and;
 - (b) the cost, charges and expenses of winding up the Company.

Objects

- 2.4 The Principal Objects of the Company are to:
- (a) **Advance Education and Training:** provide comprehensive educational programs and training opportunities to enhance the skills and knowledge of individuals working in the Sector;
 - (b) **Promote Health and Safety:** implement and support initiatives aimed at ensuring the highest standards of health and safety for all participants in the Sector; and
 - (c) **Sector Standards:** actively engage with governmental and regulatory bodies to advocate for and promote policies and standards that support education, health and safety, and environmental protection within the Sector.
- 2.5 For the purpose of furthering the Principal Objects, the additional objects of the Company are to:
- (a) **Promote Public Awareness:** actively engage with the community to highlight the essential role quarries play in providing the essential construction materials required to build and sustain our communities;
 - (b) **Encourage Innovation:** foster a culture of innovation within the Sector by supporting research, development, and the adoption of new technologies and methodologies; and
 - (c) **Protect the Environment:** advocate for, promote and practice environmental stewardship by promoting sustainable quarrying practices that minimize ecological impact within the Sector.

Replaceable Rules

- 2.6 The operation of each section of the Act which is defined as a replaceable rule is displaced by this Constitution and do not apply to the Company.

3 NOT FOR PROFIT STATUS

- 3.1 Subject to rule 3.2, the income and property of the Company must be applied solely towards the Objects and no part of that income or property may be paid, transferred or distributed, directly or indirectly, to any Director or Member.
- 3.2 Rule 3.1 does not prohibit making a payment approved or ratified by the Board in good faith in the promotion of the Objects:
- (a) for out-of-pocket expenses incurred by a Director in performing a duty as a director of the Company;
 - (b) in good faith for a good or service supplied to the Company by a Director (other than in the capacity as a Director of the Company) or Member, where:
 - (i) the supply has the prior approval of the Board; and
 - (ii) the amount payable is a commercially reasonable payment for the supply;

- (c) of reasonable and proper interest on money borrowed from a Member or Director by the Company;
- (d) of reasonable and proper rent for premises let by any Member or any Director to the Company; or
- (e) for indemnification of or payment of premiums on contracts of insurance for any Director to the extent permitted by law and this Constitution.

Deductible Gift Recipient Status

- 3.3 The Company will use reasonable endeavours to obtain and then to maintain its endorsement by the Commissioner of Taxation of the Commonwealth of Australia (or any other authorised person or entity) as a deductible gift recipient for the purposes of the ITAA.
- 3.4 If the endorsement of the Company as a deductible gift recipient is obtained and then revoked, the following shall be transferred to another organisation which has objects similar to the Principal Objects of the Company as determined by an ordinary resolution of the Members to which tax deductible gifts can be made:
- (a) gifts of money or property for the principal purpose of the Company;
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
 - (c) money received by the Company because of such gifts and contributions.

4 DISSOLUTION OR WINDING UP OF THE COMPANY

- 4.1 If the Company is wound up or dissolved, surplus assets remaining after payment of the Company's liabilities must be transferred to another organisation in Australia which has:
- (a) objects similar to the Objects of the Company;
 - (b) a prohibition on distribution of its income and property among its members and directors (if any) to an extent at least as is imposed on the Company by Rule 3; and
 - (c) if the Company has deductible gift recipient status at the date of its proposed winding up or dissolution, been endorsed as a deductible gift recipient for the purposes of the ITAA

as determined by an ordinary resolution of the Members prior to the dissolution, and in default, by a Court of competent jurisdiction.

5 MEMBERS

- 5.1 The Board may at any time and from time to time determine the maximum number of Members and increase or decrease that number.
- 5.2 A prospective member must:
- (a) apply in the form and manner determined by the Board; and
 - (b) agree in writing to be bound by this Constitution.
- The Board must consider an application for membership and decide whether to admit or reject the applicant and the appropriate class of membership for that applicant. The Board is not required to provide reasons for its decision concerning an acceptance or refusal of an application for membership.
- 5.3 The applicant must be given written notice of the Board's decision and, if the application is approved by the Board, a request for payment of the Membership Fee (if any).
- 5.4 A person becomes a Member when:

- (a) that person signifies in writing to the Company their agreement to become a Member of the membership class for which they have been accepted by the Board;
- (b) the Membership Fee (if any) is received by the Company; and
- (c) that person's name is placed on the Register.

5.5 If the Membership Fee is not paid within twenty-eight (28) days after the date of the request, the Board may, in its absolute discretion, revoke its acceptance of the applicant.

5.6 The Board may set the Membership Fee payable to the Company by Members of each class of Membership (except honorary Members).

6 CLASSES OF MEMBERSHIP

Membership

6.1 Membership is available to a person who:

- (a) is a natural person over 18 years of age; and
- (b) commits to the philosophy of the Company and the Company's Code of Conduct and Ethics.

6.2 The classes of Membership are:

Class	Designation	Designatory Letters
honorary fellow	honorary fellow	Hon. FIQ
Fellow	Fellow	FIQ
full member	Member	MIQ
technical member	technical member	TMIQ
associate member	Associate	AIQ
operator member	Operator	OIQ
student member	Student	SIQ

6.3 A Member must not use the Designatory Letters in conjunction with a firm or partnership, and no Designatory Letters or any words tending to associate the firm or partnership with the Company may be used as part of the name of the firm or partnership.

6.4 The Board may from time to time approve guidelines and requirements for the classes of Membership and use of the Designatory Letters.

6.5 A Member:

- (a) has the right to receive notice of each general meeting of the Company;
- (b) has the right to attend and speak at each general meeting of the Company;
- (c) has the right to vote at each general meeting of the Company; and
- (d) must contribute to the assets of the Company to a maximum sum of ten dollars (\$10.00) if the Company is wound up.

7 REGISTER

7.1 Every Member must advise the Secretary of an address for service of notices including:

- (a) their residential address;

- (b) a postal address; and
- (c) an email address

and of any change of address. The address supplied to the Secretary and kept in the Register will be the Registered Address of that Member.

8 CESSATION OF MEMBERSHIP

- 8.1 A person ceases to be a Member if that person: -
- (a) dies, becomes bankrupt or is of unsound mind or is a patient under laws relating to mental health or whose estate is administered under the laws about mental health;
 - (b) resigns from Membership by notice in writing to the Secretary;
 - (c) fails to pay any Membership Fee by the due date (unless the Member is an Honorary Fellow); or
 - (d) if that Member is expelled as a Member by resolution of the Board for conduct detrimental to the interest of the Company.
- 8.2 Subject to this clause 8, the Board or a Committee comprising no fewer than three (3) Directors may expel a Member if the Member:
- (a) is found guilty of a criminal offence;
 - (b) in the reasonable opinion of the Board or the Committee, ceases to be eligible for that class of Membership pursuant to Rule 6.2;
 - (c) in the reasonable opinion of the Board or the Committee, acts in their own interests while performing any official duties for the Company;
 - (d) refuses or neglects to comply with the provisions of this Constitution, any Regulation, or the Code of Conduct and Ethics of the Company; or
 - (e) engages in conduct that, in the reasonable opinion of the Board or the Committee, is prejudicial or injurious to the character or interests of the Company.
- 8.3 The Member must be given at least fourteen (14) days' notice of the Board meeting or Committee meeting at which their expulsion will be considered and is entitled to attend the meeting and have an opportunity to show cause why he or she should not be excluded as a Member by circulating written reasons of not more than 1,000 words to the Board or by presenting to the meeting an oral argument not exceeding fifteen (15) minutes.
- 8.4 The name of any expelled Member must be removed from the Register.
- 8.5 Rights or privileges of Members are non-transferable and cease upon the death, termination of membership or resignation of the Member.
- 8.6 A person who for any reason ceases to be a Member has no claim, monetary or otherwise, on the Company, its funds or property.

9 GENERAL MEETINGS

- 9.1 An Annual General Meeting must be held:
- (a) at least once in every calendar year;
 - (b) within five (5) months of the end of the Company's Financial Year; and
 - (c) at a time and place determined by the Board.
- 9.2 Any:
- (a) two (2) Directors; or

- (b) Members who between them hold at least five percent (5%) of the votes that may be cast

may request that the Secretary convenes a special general meeting of the Company. The special general meeting must be held not later than two (2) months after the date of the receipt of the request by the Secretary.

9.3 Every notice convening a general meeting must:

- (a) be in writing;
- (b) specify the place, the day and the time of the meeting;
- (c) specify the nature of the business to be transacted; and
- (d) specify the right of Members to appoint a proxy.

In the case of a general meeting where a Special Resolution is to be proposed, the notice must also set out an intention to propose the Special Resolution and state the resolution.

9.4 At least twenty-one (21) days' notice of all general meetings and proposed resolutions must be given to Members. The period of notice is exclusive of the day upon which notice is served but inclusive of the day on which the meeting is to be held.

9.5 The business of the Annual General Meeting is:

- (a) to receive and consider the accounts, statements and reports;
- (b) to elect the members of the Board for the coming year under Rule13;
- (c) to appoint the auditor (where necessary); and
- (d) to deal with any other business included in the notice of meeting.

9.6 The accidental omission to give notice of a meeting or the non-receipt of a notice of meeting by any Member will not invalidate the proceedings at the relevant meeting.

10 PROCEEDINGS AT GENERAL MEETINGS

10.1 All business transacted at a general meeting or an Annual General Meeting, (except for the consideration of financial statements and reports of the Board, the election of members of the Board and appointment of auditors) is special business.

10.2 No business will be transacted at a general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum is a total of ten (10) Members entitled to vote.

10.3 A Member is taken to be present for the whole of the meeting which they attend by electronic means or in person, unless the chair of the meeting gives permission for the Member to leave the meeting.

10.4 If, within fifteen (15) minutes from the time appointed for the meeting, a quorum is not present and the meeting was convened on the requisition of Members, it will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting the Members present will be a quorum.

10.5 If any general meeting is adjourned for more than twenty-one (21) days a notice of the adjourned meeting must be given to all Members entitled to vote at the original meeting.

11 CHAIR

11.1 The President or in the President's absence the Deputy President will preside as chair at every general meeting of the Company.

11.2 If at any general meeting the President or Deputy President is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as chair

the Members present must elect one of their number to act as chair for the purposes of the meeting.

- 11.3 The chair may with the consent of any general meeting where a quorum is present (and will if directed by the general meeting) adjourn the meeting and no business will be transacted at any adjourned meeting other than the business left unfinished at the adjourned meeting.

12 VOTING

Polls

- 12.1 Subject to the Act and this Constitution, at any general meeting a resolution must be decided on a show of hands of the Members unless a poll is demanded by the chair of the meeting or at least five (5) Members entitled to vote on the resolution.
- 12.2 If a poll is demanded, it must be taken in such manner as the chair of the meeting directs. Unless the meeting is adjourned, the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- 12.3 A poll demanded for the election of a chair of the meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken at such time as the chair of the meeting of the meeting directs.

Votes of Members

- 12.4 Each Member is entitled to exercise one (1) vote.
- 12.5 A Member may vote at a general meeting either personally, by proxy, or by attorney.
- 12.6 In the case of an equality of votes whether on a show of hands or on a poll, the chair of the meeting is not entitled to a second or casting vote and the resolution is taken to be rejected.

Proxies

- 12.7 A Member who is entitled to attend and vote at the meeting may vote by proxy on all matters.
- 12.8 A person appointed as proxy of a Member must themselves be a Member.
- 12.9 A single individual may act as proxy for multiple Members.
- 12.10 The document appointing a proxy must be in writing.
- 12.11 The document appointing a proxy and any power of attorney or other authority under which it is signed must be deposited at the registered office of the Company or sent by electronic means 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 and in default the instrument of proxy will be invalid.
- 12.12 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite the prior 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, if no notice in writing of the death, unsoundness of mind, revocation or transfer has been received by the Company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.
- 12.13 A document appointing a proxy may be in the following form or such other form as the Board approves:

“The Institute of Quarrying Australia Limited

ACN 066 208 375

I [Member Name] of [Member Address] in the State of [State] being a Member of the Institute of Quarrying Australia Limited ACN 066 208 375 appoint [Proxy Name], a Member of the Company, to act on my behalf at the meeting to be held on [Date] and at any adjournment.

This form is to be used for the following resolution(s):

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	[insert]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	[insert]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	[insert]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this [Date]”

- 12.14 The document appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

General meetings by technology

- 12.15 The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Members to constitute a quorum constitutes a meeting of the Members, provided each Member present has a reasonable opportunity to participate at the meeting.
- 12.16 All the Rules in this Constitution relating to meetings of the Members apply, so far as they can and with any necessary changes, to meetings of the Members by telephone or other electronic means.
- 12.17 A Member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- 12.18 A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the Members involved was at that place for the duration of the meeting.
- 12.19 A general meeting may be held:
- (a) at one or more physical venues;
 - (b) at one or more physical venues and using virtual meeting technology; and
 - (c) using virtual meeting technology only.

13 BOARD

- 13.1 Subject to Rule 13.2, the business of the Company and its affairs and property must be managed by a Board comprising no fewer than four (4) and no more than nine (9) Directors, comprising:
- (a) Up to two (2) Directors with special qualifications appointed by the Board for a term of three (3) years (maximum period of six (6) years); and
 - (b) The balance of Directors (up to 9 directors) elected by the Members for a term of three (3) years (to a maximum period of 9 years).
- 13.2 To be eligible for appointment to the Board, an individual must:
- (a) Be a current member, and
 - (b) For Directors elected pursuant to Rule 13.1(b):

- (i) Have experience as a Chairperson of a Branch / Sub-Branch or as a Coordinator of a Young Member Network or Women in Quarrying Committee of the Company (or an Affiliated National Institute) for a minimum of two (2) years; or
- (ii) Have experience as a director for a for-profit or not-for-profit organisation, for a minimum of three (3) years; or
- (iii) Have experience as a Committee member, Branch / Sub-Branch Committee Member, Secretary or Treasurer, Young Member Network / Women in Quarrying Committee member of the Company (or an Affiliated National Institute) or a combination of these, for a minimum of three (3) years; or
- (iv) Have been a member of the Company (or an Affiliated National Institute) for at least five (5) consecutive years prior to election.

A person who has served the maximum period under Rule 13.21 may be appointed as a Director if a period of at least two (2) years has elapsed since that person was last appointed as a Director of the Company.

Appointment of Directors

- 13.3 The appointment of a Director under Rule **Error! Reference source not found.** will be effective from the conclusion of the general meeting at which the election is announced.
- 13.4 The Board may appoint any Member to fill a casual vacancy in the Directors appointed under Rule 13.1(b), but the total number of Directors must not exceed the number fixed in accordance with this Constitution.
- 13.5 Subject to Rule 13.7, any Director appointed pursuant to Rule 13.4 holds office until the conclusion of the next general meeting at which an election of Directors occurs.
- 13.6 The office of a Director becomes vacant if the Director:
 - (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - (b) is prohibited from being a director of a company by reason of any order made under the Act or under the ACNC Act;
 - (c) ceases to be a Member;
 - (d) ceases to be a Director by operation of any provision of the Act or the ACNC Act;
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under legislation relating to mental health;
 - (f) resigns as a Director by notice in writing to the Company;
 - (g) is absent from three (3) consecutive meetings of the Board without having previously obtained leave of the Board;
 - (h) being appointed under Rule **Error! Reference source not found.**, reaches the maximum term of six (6) years;
 - (i) being appointed under Rules **Error! Reference source not found.**, reaches the maximum term of nine (9) years; or
 - (j) is removed by a special resolution of the Members or otherwise in accordance with the ACNC Act.

Rotation of Directors

- 13.7 Rules 13.8 to 13.14 do not apply to a Director appointed under Rule **Error! Reference source not found.**

- 13.8 At the Annual General Meeting of the Company in each calendar year, one third of the Directors must retire from office. If one-third of the Directors is not a whole number, then the nearest whole number (by rounding down) of Directors must retire from office.
- 13.9 Unless otherwise agreed, the Directors that must retire in accordance with Rule 13.8 will be determined by the length each Director has held office with the Company since they were last elected, so that those who have the longest record must retire first.
- 13.10 If two (2) or more Directors have been in office an equal length of time, the Directors who must retire will be determined by lot.
- 13.11 A Director who retires under this Rule 13 will be eligible for re-election.
- 13.12 The retirement of a Director who retires under Rule 13.8 will be effective from the close of the relevant general meeting.
- 13.13 If a Director elected under Rule **Error! Reference source not found.** is required to retire at or before a general meeting in accordance with Rule 13.6, the Board may appoint a director in accordance with Rule 13.4 to fill the vacancy.
- 13.14 All other issues in relation to the election of Directors and the conduct of a ballot will be determined by the chair of the meeting in accordance with any Regulations whose decision will be final and binding.
- 13.15 The Company may by Special Resolution of the Members at a general meeting remove any Director whether elected or appointed and the resulting vacancy may be filled in the manner provided by Rule 13.4. The Director must be given at least fourteen (14) days' notice of the general meeting at which their removal as a Director will be considered and is entitled to attend the meeting and have an opportunity to show cause why he or she should not be removed as a Director by circulating written reasons of not more than 1,000 words to the Members or by presenting to the general meeting at which the Special Resolution to remove the Director will be considered an oral argument not exceeding fifteen (15) minutes.

14 POWERS AND DUTIES OF THE BOARD

- 14.1 Subject to the ACNC Act and this Constitution, the management of the business and affairs of the Company is vested in the Board which may exercise all powers of the Company that this Constitution, the Act and the ACNC Act do not require to be exercised by the Company in general meeting.
- 14.2 The management of the Company will be under the management of the Board. Without limiting the generality of Rule 14.1, the Board has power to:
- (a) appoint a Committee for any purpose and to delegate any powers to the Committee. A Committee must exercise its powers in accordance with any Regulations imposed on it by the Board;
 - (b) make Regulations for the proper control administration and internal management of the Company's affairs, interests, effects and property, for the convenience comfort and well-being of the Members and to amend or rescind any Regulations provided this power does not include power to amend the Constitution or make Regulations inconsistent with the Constitution;
 - (c) make Regulations regarding: -
 - (i) the admission of Members;
 - (ii) proceedings at general meetings;
 - (iii) the Code of Conduct and Ethics;
 - (iv) the nomination and election of Directors;
 - (v) the appointment of Directors with special skills relevant to the Objects;

- (vi) proceedings of the Board; and
- (vii) the general conduct of the affairs of the Company;
- (d) enforce the provisions of the Constitution and the Regulations;
- (e) appoint any delegate to represent the Company at meetings of any association, group or body with which the Company is affiliated or for any other purpose;
- (f) regulate the procedure at all meetings of the Company, the Board and any Committees so as to comply with the provisions of this Constitution and the Act; and
- (g) delegate such powers, authorities and discretions (being the powers, authorities and discretions vested in the Directors) for such period and subject to such conditions as they think fit, provided that such powers, authorities and discretions are not required to be exercised by the Company in general meeting or by the Board.

15 CONFLICT OF INTEREST OF A DIRECTOR

- 15.1 A Director who has, directly or indirectly, a Material Personal Interest in any matter that is being considered at a meeting of the Board, must not:
- (a) vote on the matter; or
 - (b) be present while the matter is being considered
- but may be counted in a quorum for the purposes of the meeting.
- 15.2 Subject to Rule 15.1, but despite any rule of law to the contrary, if a Director has disclosed the nature of his or her interest in any matter that relates to the affairs of the Company:
- (a) transactions that relate to the interest may proceed;
 - (b) the transactions may not be avoided by the Company by reason of the Director's position or interest; and
 - (c) the Director is not liable to account to the Company for any profit or benefit made under the transaction.
- 15.3 Where the Board resolves by majority vote that a Director has:
- (a) breached, failed, refused or neglected to comply with:
 - (i) this Constitution;
 - (ii) his or her duties, obligations or responsibilities as a Director;
 - (iii) the policies of the Company;
 - (iv) the Code of Conduct and Ethics; or
 - (v) any other resolution or determination of the Board or any duly authorised Committee;
 - (b) acted in a manner unbecoming of a Member;
 - (c) acted in a manner prejudicial to the Objects and/or the interests of the Company; or
 - (d) prejudiced the Company or brought the Company or themselves into disrepute,
- the Board may suspend that Director from their position on the Board pending the outcome of investigation and determination of the Director's conduct in accordance with the procedures set out in the Regulations or by such other procedure as the remaining Directors consider appropriate.

16 PROCEEDINGS OF THE BOARD

- 16.1 The Board must elect a Director to be President to chair their meetings and may determine the period for which the Director is to be the President.
- 16.2 The Board must elect a Director to be Deputy President to chair their meetings in the absence of the President and may determine the period for which the Director is to be the Deputy President.
- 16.3 Where a meeting of the Directors is held and:
- (a) a Director has not already been elected as President or Deputy President under Rule 16.1 or 16.2; or
 - (b) the President or Deputy President declines to act or is not present with fifteen (15) minutes after the time appointed for the holding of the meeting,
- the Directors present must elect one of their number to chair the meeting or part of the meeting (as the case may be).
- 16.4 The Board may meet and regulate their meetings as necessary. Questions arising at any meeting must be decided by a majority of votes except as provided in the Constitution. If the voting on any question is equally divided, the chair of the meeting is not entitled to exercise a second or casting vote and the resolution is taken to be rejected.
- 16.5 The Secretary must upon request of:
- (a) the President; or
 - (b) at least two (2) Directors other than the President
- convene a meeting of the Board.
- Where practicable the Board must meet at least six (6) times annually.
- 16.6 The quorum necessary for the transaction of the business of the Board is half of the then current Directors.
- 16.7 If the number of Directors falls below the minimum number referred to in Rule 13.1, then the remaining Directors may only act for the purpose of:
- (a) increasing the number of Directors to the minimum number referred to in Rule 13.1;
 - (b) calling a general meeting of the Company; or
 - (c) dealing with an emergency.
- 16.8 All acts done by any meeting of the Board, a Committee or by any person acting as a member of the Board or Committee will, if discovered afterwards that there was:
- (a) a defect in the appointment of any member of the Board or person acting; or
 - (b) that person was disqualified from acting as a director under the Act or a responsible person under the ACNC Act
- be valid as if every person had been duly appointed and qualified as a member of the Board or Committee.
- 16.9 The Directors may pass a resolution without a Directors' meeting being held if at least 75% of the Directors entitled to vote on the resolution sign a document or send an email to the Secretary containing a statement that they are in favour of the resolution set out in the document. Identical copies of the document may be distributed for signing by different Directors and taken together will constitute one document. The resolution is passed when the Secretary has received a statement from at least 75% of the Directors that they are in favour of the resolution set out in the document.
- 16.10 If any Director intends to be unavailable or uncontactable for a period in excess of three (3) weeks, the Director may advise the Secretary in writing of that unavailability and the

period of the unavailability. Any Director advising the Secretary in writing of any period of unavailability is not entitled to vote on a resolution under Rule 16.9 during the period of unavailability.

- 16.11 A Board meeting may be held:
- (a) at one or more physical venues;
 - (b) at one or more physical venues and using virtual meeting technology; and
 - (c) using virtual meeting technology only.

17 Committees

17.1 The Board may appoint committees comprising the Directors and/or Members who are not Directors and may delegate to any committee so appointed any powers of the Board, including but not limited to:

- (a) the Australian Institute of Quarrying Education Foundation Committee (**AIQEF Committee**);
- (b) the Membership Review Committee;
- (c) the Audit Committee;
- (d) the Corporate Governance Committee; and
- (e) the Remuneration Committee.

AIQEF Committee

17.2 The AIQEF Committee:

- (a) comprises not less than four (4), nor more than eight (8), Members of the Company including:
 - (i) the Company's current President;
 - (ii) the Company's current Deputy President; and
 - (iii) five (5) of the Company's Past Presidents who are willing to serve.

The Board may, from time to time, appoint other suitably qualified persons to be members of the AIQEF Committee. Each appointment to the AIQEF Committee by the Board expires on the date of the second Annual General Meeting of the Company following the appointment;

- (b) must meet at least four (4) times each Financial Year to consider and decide upon grant applications, manage investments and funds, and to fulfil the objectives and responsibilities of the Committee as outlined in the AICEF Charter;
- (c) must not amend the AIQEF Charter unless:
 - (i) a resolution is passed by at least 75% of the members of the Committee;
 - (ii) a resolution is passed by at least 75% of Directors at a meeting of the Board; and
 - (iii) a Special Resolution is passed by the Members at a general meeting;
- (d) must not be dissolved, unless
 - (i) a resolution is passed by at least 75% of the members of the Committee;
 - (ii) a resolution is passed by at least 75% of Directors at a Board meeting; and

- (iii) a Special Resolution is passed by the Members at a general meeting;
and
- (e) upon a resolution of dissolution being passed, in accordance with Rule 17.2(d), all assets and surplus moneys managed by the AIQEF Committee must be given to some other charitable organisation or organisations having objects similar to the Principal Objects and whose constitution prohibits the distribution of its assets or income to or amongst its members.

17.3 The meetings and proceedings of every committee appointed pursuant to Rule 17.1, other than the AIQEF Committee, are governed by the Regulations made by the Board and, if no Regulations have been made, by the provisions contained in this Constitution for regulating the meetings and proceedings of the Board as far as those provisions are applicable.

18 APPOINTMENT OF SECRETARY

18.1 The Directors must appoint at least one (1) Secretary.

Suspension and removal of Secretary

18.2 The Board may suspend or remove a Secretary from that office.

Powers, duties and authorities of Secretary

18.3 A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Board.

19 BRANCHES

19.1 The Board may establish or approve the establishment of a Branch and its associated Branch Committee and the Branch Committee may exercise the powers, authorities and discretions conferred on Branch Committees by Regulation.

19.2 The purpose of each Branch is to pursue the Objects.

19.3 No Branch may operate its own bank account in either the name of the Company or of the Branch.

20 EXECUTION OF DOCUMENTS

20.1 Instruments of the Company must be executed:

- (a) in accordance with Section 127 of the Act; or
- (b) as resolved by the Board from time to time.

21 ACCOUNTS

21.1 The Board must cause accounting records to be kept in respect of: -

- (a) all gifts received by the Company;
- (b) all other monies received and expended by the Company and the matters in respect of which the receipts and expenditures take place; all sales and purchases of goods by the Company; and
- (c) all assets and liabilities of the Company.

21.2 The accounts must be kept at the registered office of the Company or such other place as the Board determines.

21.3 Subject to the Act, no Member (who is not a Director or former Director of the Company) has the right to inspect any account, book or other record of the Company unless authorised by the Board or by the Company in general meeting.

- 21.4 The Company must in accordance with the ACNC Act prepare and present to the Company at the Annual General Meeting all financial statements and reports as required by the ACNC Act, and any other relevant legislation.
- 21.5 The Board must ensure that all monies received by the Company or any Branch, including membership subscriptions and donations, are deposited to the credit of the Company's bank account.

22 AUDIT

- 22.1 The Company must in accordance with the Act, the ACNC Act, the ITAA and any state or territory legislation applicable to the registration of charities, or charitable fundraising arrange for the accounts to be audited in accordance with that legislation.

23 ALTERATIONS TO THE CONSTITUTION

- 23.1 This Constitution may only be amended by a Special Resolution of the Members except that any amendment to the rights or obligations of a class of Members must also be approved by a Special Resolution of the class or classes of Members which are affected by that amendment.
- 23.2 Any addition, alteration or amendment made to this Constitution that affects the not-for-profit nature of the Company in its disposition of funds obtained through fundraising appeals must be in accordance with the Act, the ITAA any requirements imposed or enforced by the ACNC, and any other law applicable to the operation of charities as may be in force from time to time.

24 NOTICES

- 24.1 A notice may be given by the Company to Members either personally or by posting it to the Member at their Registered Address or to any electronic mail address that a Member nominates in writing to the Company or (if they have no registered address) at their last known place of business or abode.
- 24.2 A notice of meeting sent by post is taken to be given three (3) days after it is posted.
- 24.3 Where a notice is forwarded by email, service will be deemed to be effected on the day of the transmission, so long as the sender of the notice does not receive a delivery failure message in respect of the email.
- 24.4 Where a given number of days' notice or notice extending over any other period is required to be given the day of service is excluded but the day upon which such notice will expire must be included in the number of days or other period.

25 INDEMNITY

Indemnity of Directors and Officers

- 25.1 To the extent that the Act allows, every Director must be indemnified by the Company against a liability incurred as a Director other than:
- (a) a liability owed to the Company or a Related Body Corporate;
 - (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (c) a liability that is owed to someone other than the Company or a Related Body Corporate and did not arise out of conduct in good faith.

Indemnity of Auditors and Employees

- 25.2 Every auditor, Officer (other than a Director) and employee of the Company may by resolution of the Board be indemnified by the Company against a liability incurred as an auditor, or employee of the Company other than:
- (a) a liability owed to the Company or a Related Body Corporate;
 - (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (c) a liability that is owed to someone other than the Company or a Related Body Corporate and did not arise out of conduct in good faith.

Indemnity for legal costs

- 25.3 Every Director must and the auditor, other Officer or employee of the Company may by resolution of the Board, be indemnified out of the assets of the Company against a liability for legal costs incurred by that person as a Director, auditor, other Officer or employee of the Company in defending an action for liability incurred in that capacity unless the costs arise:
- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified;
 - (b) in defending or resisting criminal proceedings, except if the person is found guilty;
 - (c) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (other than costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or
 - (d) in connection with proceedings for relief to the person under the Act in which the court denies the relief.

The outcome of the proceedings refers to the outcome of the original proceedings and any appeal in relation to those proceedings.

Payment for Insurance Premiums

- 25.4 The Company may by resolution of the Board pay, or agree to pay, either directly or indirectly, a premium in respect of a contract insuring a person who is or has been a Director, auditor or other Officer or employee of the Company against:
- (a) a liability for legal costs;
 - (b) any other liability except a liability incurred by the person as such a member of the Board, auditor or other Officer or employee of the Company and arising out of conduct involving:
 - (i) conduct involving a wilful breach of duty in relation to the Company; or
 - (ii) a contravention of sections 182 or 183 of the Act.

Schedule 1 **AIQEF Charter**

1. Composition of the AIQEF Committee

- 1.1 The Board must, from time to time, appoint suitably qualified persons to be members of the Australian Institute of Quarrying Education Foundation Committee (**AIQEF Committee**). The Committee must consist of not less than four (4), nor more than eight (8), Members of the Company.
- 1.2 The AIQEF Committee must include:
- (a) the current President of the Company;
 - (b) the current Deputy President of the Company; and
 - (c) up to five (5) of the most recent past Presidents of the Company willing to serve on the Committee.
- 1.3 The members of the Committee must appoint one (1) of their members who is not a current Director to be chair of the Committee (**Chair**) and one to be deputy chair (**Deputy Chair**) for a term of two (2) years. If for any reason the Chair is unable to attend a meeting or unwilling to act as chair, the Deputy Chair will act as the chair and have the powers of the Chair. If the Chair and Deputy Chair are unable to attend a meeting or unwilling to act as chair of the meeting, an alternate chair will be agreed by the members of the AIQEF Committee who are present at the start of the meeting to preside at that meeting.
- 1.4 The quorum for a meeting of the AIQEF Committee is four (4) persons.
- 1.5 The appointment to the AIQEF Committee expires on the date of the second Annual General Meeting of the Company following his/her appointment to the AIQEF Committee. The Board may re-appoint a person for one or more further terms on the AIQEF Committee.
- 1.6 The Secretary must attend the meetings of the AIQEF Committee at the request of the Chair and cause minutes of each the AIQEF Committee meeting to be taken.

2. Purpose and Objectives of the AIQEF Committee

- 2.1 The AIQEF Committee is to provide a secure source of sustainable funding for the advancement of the Principal Objects.
- 2.2 The objectives of the AIQEF Committee are to:
- (a) support the Principal Objects of the Company; and
 - (b) ensure the AIQEF Committee investments and fund-raising initiatives are sustainable and sufficient to satisfy ongoing demands for funding and grants.

3. Responsibilities and Powers of the Committee

- 3.1 The responsibilities of the AIQEF Committee are:
- (a) to raise and manage funds to provide grants for training and education in the Sector;
 - (b) to be responsible for the management of the assets of the former Australian Institute of Quarrying Education Foundation ; and
 - (c) to assess all applications for funding and make the determination of allocation of grants.
- 3.2 The powers of the AIQEF Committee are:

- (a) the inviting of persons to give lectures, seminars and advice to, or for, the AIQEF Committee and payment of those persons' expenses;
- (b) the taking of any gift of property, whether or not subject to any special trust for any one or more of the Principal Objects;
- (c) the taking of such steps by personal or written appeals, public meetings or otherwise for the purpose of procuring contributions to the Company or to any specific fund or funds established by and under the control of the Company in the form of donations, annual subscriptions or otherwise;
- (d) the investing of any monies raised by the AIQEF Committee not immediately required for the Principal Objects;
- (e) the making of donations to recognised educational institutions that the AIQEF Committee may think desirable for the promotion of the Principal Objects;
- (f) the establishment of scholarships for students pursuing courses in the Sector;
- (g) the establishment of seats of learning at recognised tertiary institutions that the AIQEF Committee may think desirable for the promotion of the Principal Objects; and
- (h) the granting of awards to encourage writing and publication of technical papers relating to the Sector.

4. Financial Management, Accounts and Audit

- 4.1 The Company must keep of all monies received and expended by the AIQEF Committee in a separate bank account and properly receipt and expend the credits and liabilities of the AIQEF Committee.
- 4.2 The Company and the members of the AIQEF Committee must ensure that the AIQEF Committee operates within this Charter and the governance requirements of the Board.
- 4.3 The interest on the separate AIQEF Committee bank accounts, term deposits or other investments must be re-invested on an accumulative basis.
- 4.4 The separate funds and assets managed by the AIQEF Committee must be used in accordance with the Constitution and this Charter and must not be used for any other purposes.
- 4.5 The Company must provide quarterly reports on the AIQEF Committee accounts and any funds held with third parties to the AIQEF Committee.
- 4.6 The AIQEF Committee is responsible for the investment management strategies of the AIQEF Committee funds and assets.
- 4.7 The AIQEF Committee accounts and funds are subject to an annual audit by the Company's auditors and a report of the audit of the Company will be provided to the AIQEF Committee.

5. Empowerment of the AIQEF Committee

- 5.1 The AIQEF Committee must refer any critical matters or issues to the Board for consideration, with recommendations on an appropriate remedy.
- 5.2 The AIQEF Committee may approve contracts, confirm and determine fees payable to outside contractors within their area of responsibility after appropriate advice from the Board.
- 5.3 The Board or President may refer a matter that falls within the scope of this Charter for the AIQEF Committee to consider and report back to the Board.

6. Meetings of the AIQEF Committee

- 6.1 The AIQEF Committee must convene at least once every three (3) months.
- 6.2 The AIQEF Committee must report to the Board at the next Board meeting after each meeting of the AIQEF Committee.
- 6.3 The Chair may, at any time and upon the request of any two (2) members of the AIQEF Committee must, summon a meeting of the AIQEF Committee. A meeting of the AIQEF Committee may be conducted by telephone link, video conference or other electronic method.
- 6.4 Questions arising at any meeting of the AIQEF Committee must be decided by a majority of votes of those members of AIQEF Committee in attendance. In case of an equality of votes, the chair of the meeting does not have a second or casting vote and the resolution is taken to be rejected.
- 6.5 The continuing members of the AIQEF Committee may act despite any vacancy in the AIQEF Committee but if, and so long as, their number is reduced below the number fixed as the necessary quorum under clause 1.4, the continuing member or members may act only for the purpose of requesting the Board to increase the number of members of the AIQEF Committee.

7. Vacation of Office

- 7.1 A person ceases to be a member of the AIQEF Committee -
- (a) upon their death;
 - (b) if they cease to be a Member of the Company;
 - (c) if they become bankrupt, or make any arrangement of composition with their creditors generally;
 - (d) if they become mentally ill, or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) if they resign their office by notice in writing to the Secretary;
 - (f) if they are absent from three (3) consecutive meetings without the leave of the AIQEF Committee;
 - (g) upon a resolution being passed by a two-thirds majority of members of the AIQEF Committee present at a properly constituted meeting specially called for the purpose to remove them from office; or
 - (h) if they hold any office of profit under the Company.

8. No Profit by Members of the AIQEF Committee

- 8.1 The income and property administered by the AIQEF Committee must be applied solely towards the promotion of the Principal Objects and must not be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit, to a Member or any member of the AIQEF Committee.

9. Dissolution

- 9.1 Upon a resolution being passed to dissolve the AIQEF Committee pursuant to Rule 17.2(d), all assets administered by the AIQEF Committee, after the payment of all expenses and liabilities, must:
- (a) ; and
 - (b) not be distributed amongst or between members of the AIQEF Committee or Members of the Company,

- (c) be dealt with as required under Rule 4 by being given to some other charitable organisation or organisations having objects similar to the Principal Objects and whose constitution prohibits the distribution of its assets or income to or amongst its members.

10. Reporting to the Board

- 10.1 The Committee must report to the Board as requested by the Board on the outcome of any planned or ad hoc findings.

11. Review

- 11.1 The AIQEF Committee must review:

- (a) this Charter;
 - (b) the membership of the AIQEF Committee; and
 - (c) the results of the work of the AIQEF Committee
- and report to the Board at least biannually.