

Constitution

Self Storage Association of Australasia Limited

ACN 050 341 725

A Company Limited by Guarantee

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Self Storage Association of Australasia Limited

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1 Definitions and Interpretation

1.1 The following definitions apply in this Constitution unless the context requires otherwise:

Act or Corporations Act means the *Corporations Act 2001* (Cth).

Associate Member means a Member in that class as defined in rule 5.1.

Appointed Director means a Director appointed by the Board under rule 12.5.

Auditor means the auditor of the Company appointed by the Members from time to time.

Ballot means a vote of Members conducted in accordance with rule 11.7.

Board means all or some of the Directors for the time being acting as a board.

Category means a category assigned to a Member under rule 12.1 for the purposes of nomination and election of Directors by Members.

Chair means the person appointed to that role from time to time, pursuant to rule 13.

Chief Executive Officer means a chief executive officer appointed by the Board under rule 16.

Class means a Class of Members as set out in rule 5.1.

Code of Ethics means the code of ethics determined by the Board applying to all Members of SSAA, as amended from time to time.

Committee means a Committee established by the Board under rule 18.

Company means Self Storage Association of Australasia Limited (**SSAA**).

Constitution means this Constitution.

Director means a Director of SSAA.

Elected Director means a Director elected by Members in accordance with rule 12.3.

General Meeting means a general meeting of the Members held in accordance with rules 10 and 11.

Guarantee means the maximum amount each Member agrees to pay the Company in accordance with rule 4(b).

International Member means a Member in that class as defined in rule 5.1.

Large Operator for the purposes of rule 5.2, means a Regular Member who has over four but less than 21 self storage centres, each of which has over 100 self storage spaces, and no less than 500 square metres of undercover storage space per centre.

Life Member means a Member in that class as defined in rule 5.1.

Major Operator for the purposes of rule 5.2, means a Regular Member who has over 21 self storage centres, each of which has over 100 self storage spaces, and no less than 500 square metres of undercover storage space per centre.

Member or Membership means a Member admitted to Membership of SSAA.

Membership Fee means the fee payable by a Member under rule 5.3.

New Zealand Operator for the purposes of rule 5.2, means a Regular Member who has any self storage centres located in New Zealand totalling over 250 square metres of undercover storage space.

Objects means the Objects of SSAA set out in rule 2.

Officer means an officer of the Company within the meaning of section 9 of the Act.

Provisional Member means a Member in that Class as defined in rule 5.1.

Register or Register of Members means the register of Members kept by the Company under the Corporations Act.

Regular Member means a Member of that Class as defined in rule 5.1.

Secretary means a person appointed as the secretary of the Company.

“self storage facility” means any real property used for the licensing, renting or leasing of individual storage spaces in which the occupants themselves customarily store and remove their own personal property.

Service Member means a Member in that Class as defined in rule 5.1.

1.2 Interpretation

- (a) Headings are for convenience only and do not affect interpretation.
- (b) The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise.
 - (i) The singular includes the plural, and the converse also applies.
 - (ii) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
 - (iii) A reference to a person includes a corporation, trust, partnership, unincorporated body or other entity, whether or not it comprises a separate legal entity.
 - (iv) A reference to a rule is a reference to a rule in this Constitution.
 - (v) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.
 - (vi) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution.

1.3 Replaceable Rules

The replaceable rules in the Corporations Act do not apply to the company.

2 Objects and Powers

2.1 Objects

The Objects of SSAA are to:

- (a) promote excellence and high standards of service in the self storage industry and associated businesses, by its Members and the industry generally;
- (b) support Members through facilitating information exchange, advocacy to government and regulatory bodies, education, and Member benefits and services; and
- (c) engage Members through events and other activities, and foster a strong, supportive network of like-minded businesses.

2.2 Powers of the Company

Provided that its capacities and powers are exercised directly or indirectly in the furtherance of the Objects, the Company shall have the legal capacity and powers set out in section 124 of the Act.

3 Income and Property

3.1 The Company's income and property is to be applied solely toward the promotion of the Objects. No part of SSAA's income or property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members.

3.2 Nothing in rule 3.1 shall prevent any of the following, provided they are done in good faith:

- (a) the payment of remuneration to an employee of SSAA or a Member or other person in return for services rendered to SSAA;
- (b) the payment of remuneration to a Director in accordance with rule 12.9;
- (c) the payment to a Director of out-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;
- (d) the payment to a Director for a service rendered to SSAA in a professional or technical capacity where:
 - (i) the provision of that service has been approved by the Board; and
 - (ii) the amount payable is approved by a resolution of the Board and is on reasonable commercial terms.
- (e) the payment to Members of interest on any money borrowed from those Members for the Objects of the Company; and
- (f) the benefit of any grant made in furtherance of any of the Objects.

4 Limited Liability of Members

- (a) The liability of the Members of the company is limited.
- (b) Each Member undertakes to contribute to the assets of the company in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the company and of the costs, charges and expenses of winding up, such amount as may be required not exceeding \$50.

5 Membership

5.1 Membership Classes

SSAA will have the following classes of Members, the Class of a Member to be determined by the Board:

	Class	Criteria
(a)	Regular	1. owner of one or more self storage facilities located in Australia or New Zealand; 2. owner of an under-construction self storage facility in Australia or New Zealand; or 3. manages one or more self storage facilities in Australia or New Zealand.
(b)	Service	1. supplier of products or services utilised within the self storage industry; or 2. engaged in a business connected with or related to the self storage industry
(c)	Life	Awarded to any Regular or Service Member, or any person who was previously a Regular or Service Member, in recognition of meritorious service to SSAA and the self storage industry.
(d)	International	The owner or manager of one or more self storage facilities located in a jurisdiction other than Australia or New Zealand.
(e)	Provisional	A prospective developer or purchaser of a self storage facility.
(f)	Associate	An individual who has been a Regular or Service Member for a continuous period of at least three years and is not currently eligible to be a Regular or Service Member.

5.2 Member Categories

Members will be assigned the Categories set out in rule 12.1 for the purposes of nomination of candidates and election of Directors by Members in accordance with their Category.

5.3 Membership Fee

- (a) Each Member must pay an annual Membership Fee at a date and in a manner determined by the Board. The Membership Fee shall be payable in advance.
- (b) Membership Fees may be varied from time to time as determined by the Board.

- (c) The Board may determine that Members of different Classes and within a Class may pay different Membership Fees.
- (d) The Board in its sole discretion may extend the time for payment of a Membership Fee and continue membership privileges during that time.

5.4 Rights of Members

Members have the following rights in accordance with their Class:

- (a) For Regular, Service, Life, International and Provisional Members, the right to receive notice of and attend any General Meeting;
- (b) For Regular, Service and Life Members, the right to vote at any General Meeting;
- (c) For Regular and Service Members, the right to nominate and vote in the election of Directors in accordance with rule 12.3.
- (d) A Member who is a Member in two Classes has the rights pertaining to both those Classes. For example, if a Member is both a Regular and Service Member, that Member may vote at a General Meeting once as a Regular Member, and once as a Service Member.

5.5 Use of SSAA Logo

All Members other than Associate Members have the right to use the SSAA logo in accordance with any Membership rules and brand guidelines set by the Board from time to time.

5.6 Criteria for Membership

An applicant for Membership must:

- (a) meet the criteria for a Class of Membership as set out in rule 5.1; and
- (b) pay or promise to pay the Membership Fee in the amount determined by its Membership Class and/or Category in accordance with the time specified in any notice issued to the applicant under rule 5.8(c).

5.7 Membership in Two Classes

Where an applicant for Membership meets the criteria for two Classes of Membership, they may apply for Membership in both Classes. In such a case, the Board may admit the applicant to Membership in two Classes, and will record the applicant as being a Member in two Classes in the Register of Members.

5.8 Application for Membership

- (a) An application for Membership must be made in writing or submitted in electronic form as prescribed from time to time, signed by the applicant and delivered to the Company.
- (b) An applicant for Membership must agree in writing to be bound by this Constitution and the Code of Ethics.

- (c) The Secretary must decide within 14 days of receipt of an application whether or not to admit an applicant to Membership. The Secretary may decline to accept an application for Membership without giving any reasons. At the next Board Meeting after receipt of an application for Membership, the Board will endorse the decision of the Secretary.
- (d) Where an applicant has been accepted for Membership, the Secretary shall as soon as practicable send the applicant written notice of that acceptance and the date of commencement of the Membership, and subject to payment of the Membership Fee, enter the applicant in the Register of Members.

5.9 Register of Members

- (a) The Secretary must keep a Register of Members in accordance with the Act.
- (b) Any Member may inspect the Register of Members.

5.10 Representatives of Members

- (a) Each Member shall nominate to the Secretary at the time of application for Membership the name of one individual who shall represent that Member at all meetings and who may vote on behalf of that Member (**Representative**).
- (b) A Member may by notice to the Secretary change its Representative. A Representative that ceases to be a Representative shall cease to be eligible to hold any office of the Company.
- (c) A Member may only appoint one Representative.
- (d) The Secretary will keep a register of Representatives.

5.11 Membership not transferable

Membership may not be transferred or assigned without the approval of the Board, which may be refused without giving any reason.

5.12 Proof of membership

The Board may issue membership cards, certificates or other proof of membership to the Members. Such items shall be surrendered to SSAA whenever membership shall terminate.

6 Resignation

A Member may resign from SSAA by giving written notice to the Secretary, and the resignation will take effect from the date of receipt or such other date specified by the Member.

7. Non-payment of Membership Fee

- (a) If any Membership Fee remains unpaid for a period of 30 days after the due date, the Secretary will give notice to the Member of that fact.

- (b) If any Membership Fee remains unpaid more than 14 days after the date of notice given under rule 7(a), the Board may cancel the membership of the Member and remove the Member's name from the register of Members.
- (c) From the date of notice given under rule 7(a), the Member will not be able to exercise any of its membership rights.
- (d) The Board may reinstate a Member upon payment of an unpaid Membership Fee, and any expenses including interest.

8 Misconduct

- (a) The Board may expel or suspend any Member:
 - (i) who does not comply with the provisions of this Constitution or the SSAA Code of Ethics; or
 - (ii) whose conduct, in the opinion of the Board, is prejudicial to the interests of SSAA.
- (b) Prior to any suspension or expulsion, at least 14 days before the Board meeting at which a resolution for suspension or expulsion will be considered, the Secretary must send a notice to the Member stating:
 - (i) all relevant information, including any allegations against the Member;
 - (ii) the date and venue of the relevant Board meeting;
 - (iii) the proposed resolution for the Member's suspension or expulsion; and
 - (iv) that the Member may provide any explanation or defence both in writing and/or by attending or speaking at the Board meeting.
- (c) After considering any explanation or defence under rule 8(a)(iv), the Board may:
 - (i) suspend the Member, the length, terms and conditions of the suspension to be determined by the Board; or
 - (ii) expel the Member and remove the Member's name from the Register of Members.
- (d) The Secretary must give written notice to the Member of a decision under this rule 8 as soon as possible.
- (e) Disciplinary procedures must be completed as soon as reasonably practical.
- (f) There will be no liability for any loss or injury claimed by a Member as a result of any decision made in good faith under this rule 8.

9. Effect of Cessation of Membership

A Member who ceases to be a Member continues to be liable for:

- (a) any Membership fees and all arrears due and unpaid at the date of cessation;

- (b) all other moneys due by them to SSAA; and
- (c) the Guarantee under rule 4(b).

10 General Meetings

10.1 Calling General Meetings

- (a) The Board may convene a General Meeting whenever they think fit.
- (b) In accordance with the Corporations Act, Members with at least 5% of the votes that may be cast at a General Meeting may call a General Meeting.

10.2 Notices of General Meeting

- (a) At least 21 days' notice must be given of a General Meeting.
- (b) Notice of a General Meeting must be given to:
 - (i) each Member entitled to receive notices of General Meeting under this Constitution;
 - (ii) each Director; and
 - (iii) the Auditor.
- (c) Notice of a General Meeting may be given to a Member:
 - (i) personally;
 - (ii) by sending it by post to the address of the Member in the Register of Members or the alternative address (if any) nominated by the Member;
 - (iii) by sending it to the facsimile number or email address nominated by the Member; or
 - (iv) by notice published in a periodical publication of SSAA and sent to the Member.
- (d) A notice of General Meeting must specify:
 - (i) the place, day and hour of the meeting;
 - (ii) if held in two or more places, the technology that will be used to facilitate this and any details required to enable a Member to attend that meeting;
 - (iii) the general nature of the business to be transacted at the meeting;
 - (iv) if a Special Resolution is to be proposed at the meeting, set out that resolution; and
 - (v) if the meeting is an annual general meeting, the notice must state that the business to be transacted includes consideration of the accounts and the reports of the Directors and Auditor.

- (e) A person may waive notice of any General Meeting by notice in writing.
- (f) The accidental omission to give notice of any General Meeting or the non-receipt of a notice by a Member entitled to receive notice does not invalidate a resolution passed at the General Meeting.
- (g) A person's attendance at a General Meeting waives any objection that person may have to:
 - (i) a failure to give notice, or the giving of a defective notice, of the General Meeting, unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of meeting, unless the person objects to considering the matter when it is presented.

10.3 Power to cancel or postpone a General Meeting

The Board may cancel or postpone any meeting convened by them by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation or postponement would be contrary to the Corporations Act. Any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

11 Proceedings at General Meetings

11.1 Quorum

- (a) No business may be transacted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.
- (b) The quorum for General Meetings is the number of Directors in office at the time of the meeting, plus 5, so that if there are nine Directors in office, the quorum for the General Meeting will be 14 Members.
- (c) If there is not a quorum at a General Meeting within 30 minutes after the time specified in the notice of meeting, the meeting is dissolved unless the Chair of the meeting adjourns the meeting to a date, time and place determined by the Chair. If no quorum is present at any adjourned meeting within 30 minutes after the time for the meeting, the meeting is dissolved.
- (d) Nothing in this Constitution limits the Company's power to pass a resolution without a General Meeting in accordance with the Corporations Act.

11.2 Chair of General Meetings

- (a) The Chair of the Board is entitled to preside at every General Meeting.
- (b) Where a General Meeting is held and the Chair is unable to be present or is not present within 15 minutes after the time appointed for the meeting, or if the Chair is unable or unwilling to act as Chair of the meeting, the following applies (in order of entitlement):

- (i) the Deputy Chair will chair the meeting;
- (ii) the Directors present may choose one of their number to chair the meeting;
or
- (iii) in the absence of all Directors or if none of the Directors present wish to act, the Members present may elect one of their number to be chair of the meeting.

11.3 Adjourned Meetings

- (a) The Chair may, and will if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (b) No business may be transacted at any adjourned meeting other than the business of the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in (c), it is not necessary to give notice of any adjournment or the business to be transacted at an adjourned meeting.

11.4 Attendance and Voting

- (a) At any meeting each Member entitled to vote under this Constitution has one vote on a show of hands and one vote on a poll.
- (b) A Member entitled to attend or vote at a meeting or a Ballot under rule 12.7 may attend or vote in person, or by proxy, attorney or Representative.
- (c) A Member may only vote by one of the permitted methods in rule 12.4(b), however a Member may attend and participate in a meeting even though the Member has previously appointed a proxy or attorney in respect of that meeting.

11.5 Restriction on Voting Rights

A Member is not entitled to attend or vote at a meeting or to be counted for the purpose of constituting a quorum unless all sums presently payable by the Member in respect of Membership have been paid.

11.6 How Voting is carried out

- (a) A resolution put to a vote at a meeting must be decided on a show of hands unless a poll is demanded or required under this Constitution or the Act.
- (b) On a show of hands, a declaration by the Chair is conclusive evidence of the result.
- (c) A poll may be demanded on any resolution by the Chair or at least 3 Members present in person or by proxy.
- (d) A demand for a poll may be withdrawn.
- (e) The Chair of the meeting does not have a casting vote.

11.7 Ballots

- (a) Subject to the requirements of the Act as to special resolutions, the Board may submit any question or resolution to the vote of all Members entitled to vote at a meeting by postal or electronic ballot (**Ballot**).
- (b) The Board may determine:
 - (i) the form of the Ballot;
 - (ii) the closing date of the Ballot; and
 - (iii) whether the Ballot is to be a secret ballot.
- (c) A resolution approved by a majority of the Members voting by Ballot will have the same force and effect as such a resolution would have if approved by such a majority at a duly constituted General Meeting.
- (d) At least 21 days before the closing date of a ballot, the Secretary will send ballot papers to all Members, giving particulars of the business in relation to which the Ballot is conducted, an explanation of the method of voting and notice of the closing date of the Ballot, and a voting form.
- (e) The Secretary shall receive all voting forms received from Members in respect of a Ballot, and shall advise the Board of the result of the Ballot. Any voting form received after 5 pm on the closing date of the Ballot shall be deemed to be invalid and shall not be counted.
- (f) In the event of any dispute by a Member in relation to the validity or conduct of a Ballot, the Member may within 30 days of the closing date of the Ballot give notice in writing to the Board stating the grounds of the complaint. The Board may either investigate the complaint or establish a Committee for that purpose. After hearing the complaint the Board will determine the matter and its decision will be final and binding.

11.8 Right to appoint Proxy

- (a) A Member who is entitled to attend and vote at a meeting or in a Ballot may appoint a person (who may or may not be a Member) as a proxy to attend and vote for the Member. A proxy or attorney has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.
- (b) To be effective, an instrument appointing a proxy must be received by the Secretary at least 48 hours before the meeting together with any authority under which the instrument was signed or an instrument or a certified copy of the authority.

11.9 Form of Proxy

An appointment of proxy is valid if it is in accordance with the Corporations Act or in any form (including electronic) that the Board may prescribe or accept.

11.10 Right to Direct Manner of Voting

- (a) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as provided in the instrument.
- (b) If a proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

11.11 Validity of Proxies, Attorneys and Representatives

- (a) A vote exercised in accordance with the terms of an instrument of proxy, power of attorney or other instrument of appointment is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the Company at least 48 hours before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.
- (b) A proxy or attorney is not revoked by the principal attending and taking part in the relevant meeting unless the principal votes at the meeting on a resolution, in which case the proxy or attorney is not entitled to vote and must not vote as the appointer's proxy or attorney on the resolution

12 The Board

12.1 Categorisation of Members for the purpose of electing Directors

- (a) Members will be assigned the following Categories in accordance with their operations and/or Member Class, the Category applying to a Member to be determined by the Board:

Category	Member Type
A	Regular Member - Ordinary
B	Regular Member - Major Operator
C	Regular Member - Large Operator
D	Regular Member - New Zealand Operator
E	Service Member
F	Life, International, Provisional & Associate Members

- (b) Members may only nominate a candidate and vote in an election for a Director in accordance with their assigned Category as set out in rule 12.1(a).

- (c) A Member in two Classes may nominate a candidate and vote in an election for a Director in respect of both of those Classes.

12.2 Composition of the Board

The number of directors of the Board must be not less than 3 and no more than 12, comprised as follows:

- (a) up to four Directors elected by Category A Members (**Category A Directors**);
- (b) one Director elected by Category B Members (**Category B Director**);
- (c) one Director elected by Category C Members (**Category C Director**);
- (d) one Director elected by Category D Members (**Category D Director**);
- (e) one Director elected by Category E Members (**Category E Director**); and
- (f) up to four Directors appointed by the Board (**Appointed Directors**).

12.3 Criteria to be a Director

- (a) A Director other than an Appointed Director must be a Member or a Representative.
- (b) To be eligible for nomination and election as Director in a Category, a person must be a Member or a Representative in that Category.
- (c) A nominee for Director must:
 - (i) have a minimum of 3 years' experience in the self storage industry and have been a Member, or a Representative, for more than 2 years; and
 - (ii) have owned or part owned a self storage business for more than 3 years or been at a senior level of management in a self storage business for more than 5 years.
- (c) The appointment of a Director will have no effect unless the person provides the Secretary with a written consent to act for the purposes of section 201D of the Act.

12.4 Election of Directors

Election of Directors shall be conducted by a postal or electronic ballot as follows:

- (a) No later than 9 weeks before the proposed date for an Annual General Meeting at which an Elected Director is due to retire, the Secretary must send a notice to Members in the relevant Category calling for candidates for election as a Director to replace the retiring Elected Director.
- (b) Nominations of candidates for election as a Director must be received by the Secretary no later than 6 weeks prior to the proposed date of the Annual General Meeting.

- (c) The Board will consider all nominations received and, subject to endorsement by the Board, provide details of the candidates for each vacancy to the Secretary for inclusion on the relevant voting form. The Board may withhold endorsement of a nominee, and that person will not be eligible for election as a Director.
- (d) A person may only be endorsed as a candidate for one of the vacancies on the Board.
- (e) If the Board determines there is not a sufficient number of candidates nominated by Members, the Board may nominate further candidates.
- (f) Where there is only one candidate for a vacancy a ballot will not be required and, subject to endorsement by the Board, the Secretary will declare the candidate so nominated elected to that position for which he or she was nominated.
- (g) Where there is more than one candidate for a vacancy, not later than 5 weeks before the proposed date for the Annual General Meeting, the Secretary must send a voting form to Members in the relevant Category:
 - (i) setting out the candidates for election in that Category; and
 - (ii) inviting Members, to vote for one of the candidates;
- (h) Votes must be received by the Secretary no later than 1 week prior to the proposed date of the Annual General Meeting.
- (i) The candidates who receive the highest number of votes shall be declared elected as a Director for that Category. In the case of an equality of votes in relation to two or more candidates, the Secretary must determine by lot which of the tied candidates shall fill the relevant vacancy.
- (j) An election of a Director takes effect at the conclusion of the relevant annual general meeting.

12.5. Casual Vacancy

The Board may appoint a person who is eligible under rule 12.3 to fill a casual vacancy as an Elected Director. Any Director so appointed automatically retires at the next annual general meeting, and if that Director is not re-elected, that retirement takes effect at the conclusion of that meeting.

12.6 Appointed Directors

- (a) The Board may appoint up to four Appointed Directors.
- (b) An Appointed Director may or may not be a Member.

12.7 Term and Retirement of Directors

- (a) Subject to rule 12.7 (d), Directors are elected or appointed for a term of three years.

- (b) At each annual general meeting, any Director who has held office for three years since last being elected or appointed must retire from office but subject to rule 12.7 (d) is eligible for re-election or reappointment.
- (c) A retiring Director holds office until the conclusion of the meeting at which that Director retires.
- (d) The maximum continuous period for which a person may hold office as a Director is six years (**Maximum Continuous Period**).
- (e) For the purpose of determining when a term ends or how the Maximum Continuous Period is calculated for each Director in office on the date this Constitution takes effect:
 - (i) time served in the Director's current term will be counted as if this Constitution had been in place at the commencement of that term; and
 - (ii) for the purposes of calculating the Maximum Continuous Period, the time a Director has held office as a Director will be counted as if this Constitution had been in place on the date the Director first took office.
- (f) The Maximum Continuous Period under rule 12.7 (d) does not include any period from a person's appointment to fill a casual vacancy under rule 12.7 (d) until the next annual general meeting.

12.8 Rotation of Directors

- (a) At the first annual general meeting following the date of effect of this Constitution, one-third of Elected Directors, or if their number is not three or a multiple of three then the number nearest one-third, must retire from office.
- (b) In determining the one-third of Elected Directors to retire, those Elected Directors who have been longest in office since their last election shall retire. As between persons who were last elected as Elected Directors on the same day, those to retire will be determined by the Board.
- (c) A Director who retires under this rule 12.8 is eligible for re-election, subject to the Maximum Continuous Period.

12.9 Vacation of Office

A Director ceases to be a Director if the Director:

- (a) is no longer eligible to hold office as a Director under the Corporations Act;
- (b) is removed as a Director by a resolution of Members;
- (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (d) dies;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- (f) resigns his or her office by notice in writing to the Company;
- (g) is absent for three consecutive Board meetings without the approval of the Board; or
- (h) ceases to be a Member or Representative; or
- (i) in the case of a Director elected in a Category, the Member or Representative ceases to be a Member or Representative in that Category.

12.10 Directors' Remuneration

- (a) Each Director is entitled to such remuneration out of the funds of SSAA as the Board determines, but if the Members have fixed a limit on the amount of remuneration payable to the Directors, the aggregate remuneration of the Directors under this rule 12.10 (a) must not exceed that limit.
- (b) Each Director is entitled to be reimbursed by the Company for reasonable and proper expenses incurred by him or her in the performance of his or her duties or otherwise in connection with the affairs of the Company.
- (c) Subject to the Corporations Act, a Director may be engaged by the Company in any other capacity (other than auditor) and may be appointed on such terms as to remuneration, tenure of office and otherwise as has been approved by the Board.

13. Chair

- (a) At the first Board Meeting following each annual general meeting, the Directors must elect:
 - (i) one of their number as Chair of the Board; and
 - (ii) one of their number as Deputy Chair.

Both the Chair and Deputy Chair shall hold office for a term of one year.

- (b) The maximum period a Director may hold office as Chair or Deputy Chair is six years.
- (c) For the purposes of determining when a term ends for the Chair or Deputy Chair in office on the date this Constitution takes effect, the time served in the Chair or Deputy Chair's current term will be counted as if this Constitution had been in place at the commencement of that term.
- (d) The Chair or Deputy Chair may be removed at any time by a resolution of the Board.
- (e) The Chair is entitled to act as Chair at all meetings of the Board. If the Chair is not present or is unable or unwilling to act within 15 minutes after the time appointed for a meeting or has notified an intention not to be present and able and willing to act, the following may act as Chair (in order of entitlement):
 - (j) the Deputy Chair; or
 - (ii) a Director chosen by the majority of the Directors present.

14 Proceedings of the Board

14.1 Board Meetings

- (a) The Board may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) A Director may at any time, and the Secretary upon the request of a Director, must convene a Board meeting.
- (c) Reasonable notice must be given to every Director of the place, date and time of every Board meeting. Notice of a Board meeting may be given by such means as have been agreed by all the Directors.
- (d) Unless the Board determines otherwise, the quorum for a Board meeting is a majority (more than 50%) of Directors, and the quorum must be present for the whole Board meeting.
- (e) For the purposes of the Corporations Act, each Director, by consenting to be a Director consents to the use of each of the following technologies for holding a Board meeting:
 - (i) video;
 - (ii) telephone;
 - (iii) any other technology that permits each Director to communication with every other Director; or
 - (iv) any combination of these technologies.

A Director may withdraw the consent given under this rule 14.1(e) in accordance with the Corporations Act, any notice of withdrawal to be provided within a reasonable time before the Board meeting.

14.2 Decisions of the Board

- (a) Without limiting rule 14.3, a Board meeting of which notice is given to all Directors and at which a quorum is present is competent to exercise all of the authorities, powers and discretions for the time being vested in or exercisable by the Board. Nothing in this rule 14.2(a) limits the exercise of any authority, power or discretion of the Board which has been delegated by the Board in accordance with the law or this Constitution.
- (b) A resolution of the Board must be passed by a majority of the votes cast by the Directors entitled to vote on the resolution.
- (c) In the case of an equality of votes, the Chair does not have a casting vote.

14.3 Written resolutions

- (a) If all the Directors entitled to receive notice of a meeting of the Board and to vote on a resolution sign a document to the effect that they support the resolution (the

terms of which are set out in the document), a resolution in those terms is for all purposes to be treated as having been passed at a duly convened meeting of the Board held on the date and at the time when the last Director signed the document.

- (c) For the purposes of rule 14.3(a):
 - (i) two or more separate documents in identical terms, each of which is signed by one or more Directors, is to be treated as one document, and
 - (ii) any form of electronic transmission including an email or facsimile message containing the text of the document expressed to have been signed by a Director and sent to the Company is a document signed by that Director at the time of its receipt by the Company.

14.4 Material Personal Interest – Director’s Duty to Disclose

- (a) Unless an exception under section 191 of the Act applies, if a Director has a material personal interest in a matter relating to the affairs of the Company, the Director must give the other Directors notice of that interest.
- (b) The notice required by rule 14.4(a) must be given at a Board meeting as soon as practicable after the Director becomes aware of their interest in the matter and must include:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the affairs of the Company.

14.5 Standing Notice of Interest

A Director with a material personal interest in a matter relating to the affairs of the Company may give standing notice of that ongoing interest in accordance with the Act.

14.6 Participation and Voting where Director has Interest

A Director who has a material personal interest in a matter that is being considered at a Board meeting shall not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

14.7 Validity of acts

- (a) The Board may act despite any vacancies, but if and for so long as their number is reduced below the minimum fixed under rule 12.2, the continuing Directors may only act for the purpose of appointing Directors to the Board or to call a General Meeting.
- (b) All acts done by any meeting of the Board or by a Committee or by a person acting as a Director are, despite the fact that it is afterwards discovered that there was some defect in the appointment of any of the Directors or Committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been properly appointed and was qualified and continued to be a Director or a member of the Committee.

15 Powers of the Board

- (a) Subject to the Act and this Constitution, the business of the Company is to be managed by or under the direction of the Board.
- (b) The Board may exercise all of the powers of the Company except any powers that any provisions of the Act or this Constitution require the Company to exercise in General Meeting.

16 Chief Executive Officer

- (a) The Board may appoint a person as Chief Executive Officer, on such terms, remuneration and conditions determined by the Board.
- (b) The Board may suspend or remove a Chief Executive Officer from that office.

17. Secretary

- (a) The Company must have at least one Secretary who is to be appointed by the Board.
- (b) The Board may suspend or remove a Secretary from that office.
- (c) A Secretary holds office on the terms and conditions (including as to remuneration) determined by the Board.

18. Committees

- (a) The Board may establish Committees for such purposes and functions as it determines, comprising such members as it thinks fit.
- (b) The provisions of this Constitution applying to meetings and resolutions of the Board apply, with such changes as are necessary, to meetings and resolutions of a Committee.

19 Minutes

19.1 The Company must keep minute books in which it records:

- (a) proceedings and resolutions of General meetings;
- (b) proceedings and resolutions of Board meetings;
- (c) proceedings of Committee meetings;
- (d) resolutions passed by Members without a meeting; and
- (e) resolutions passed by the Board without a meeting.

19.2 The Company must ensure that the minutes of a meeting are signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting, within a reasonable time after the meeting.

20 Execution of documents

The Company may execute a document if the document is signed by either of the following:

- (a) two Directors; or
- (b) a Director and the Secretary.

21 Common Seal

The Company may have a common seal. If the Company has a seal:

- (a) it may only be used with the authority of the Board; and
- (b) every document to which the seal is affixed must be signed by a Director and countersigned by another Director, the Secretary or a person appointed by the Board to countersign that document or a class of documents in which that document is included.

22 Audit

The Company shall appoint an Auditor to audit the Company's financial statements in accordance with the Act.

23 Notices

23.1 Methods of Service

SSAA may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member or alternative address nominated by the Member; or
- (c) by sending it to a facsimile number of email address or other electronic means nominated by the Member.

23.2 Delivery

A document sent by post, facsimile or electronic transmission is taken to have been received on the day after it has been posted or transmitted.

23.3 Evidence of Service

A certificate in writing signed by a Director or the Secretary stating that a document was sent to a Member by post, facsimile or electronic transmission on a particular date is conclusive evidence that the document was sent on that date.

23.4 Calculation of days for Notice

In calculating the period of notice for the purposes of rule 10.2(a), both the day on which the notice is given or taken to be given, and the day of the meeting convened by the relevant notice shall not be counted.

24 Indemnity

Subject to Part 2D.2 of the Act, a person who is or has been an Officer (as defined in the Act) or auditor of the Company is indemnified (to the maximum extent permitted by law), out of the assets of the Company against any liability incurred by the person as an Officer or auditor:

- (a) to another person (other than the Company or a related body corporate) unless the liability:
 - (i) is for a pecuniary penalty order made under section 1317G of the Act or a compensation order made under section 1317H of the Act; or
 - (ii) arises out of conduct involving a lack of good faith; and
- (b) for legal costs and expenses incurred by the person, unless the costs and expenses are incurred:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under section 199A(2) of the Act;
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty;
 - (iii) 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; or
 - (iv) in connection with proceedings for relief of the person under the Act in which the court denies the relief.

25 Insurance

Except to the extent precluded by the Act (including under section 199B), the Company may pay or agree to pay a premium in respect of a contract insuring the person who is or has been an Officer (as defined in the Act) or Auditor of the Company or a related body corporate of the Company against any liability:

- (a) incurred by the person as such an Officer or Auditor which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 182 or 183 of the Act; or
- (b) for costs and expenses incurred by the person in defending proceedings as such an Officer, whether civil or criminal and whatever their outcome.

26 Winding Up

- (a) In the event of the winding up or dissolution of the Company, any remaining assets, after deduction of liabilities, must be transferred by the Members to a fund, authority or institution whose constitution:
 - (i) requires it to have objects or purposes similar to those of the Company;
and
 - (ii) prohibits it from making distributions to its members to at least the same extent as set out in rule 3 of this Constitution.
- (b) The determination as to the fund, authority or institution to be given the surplus assets must be made by a special resolution of Members at or before the time of winding up. If the Members do not make this determination, the Company may apply to the Supreme Court of Victoria to make this decision.