

CONSTITUTION  
of  
TRANSPARENCY INTERNATIONAL AUSTRALIA  
(ACN 068 075 525)

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CONSTITUTION  
of  
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(ACN 068 075 525)

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**1. Name of company**

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The name of the company is Transparency International Australia.

**2. Objects**

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1. The company is the accredited Australian national chapter in the Transparency International Movement.
2. The company's objects are to pursue the following charitable purposes:
  - (a) the relief of poverty, suffering and distress in any part of the world caused directly or indirectly by corruption;
  - (b) research and educational activities for the benefit of society, the professions, business and governments on the nature of corruption, its impacts, and how it can best be prevented and remedied both in Australia and developing countries where Australia plays an active role in poverty alleviation;
  - (c) the prevention of corruption and promotion of transparency, accountability and integrity at all levels and across all sectors of society, consistent with our core values of transparency, accountability, integrity, solidarity, courage, justice and democracy; and
  - (d) the promotion for the public benefit of ethical standards of conduct and compliance with the law by governmental, industrial, commercial, voluntary sector and professional organisations in international and domestic business transactions and overseas development initiatives.

**3. Application of income and property**

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1. Subject to sub-rule 3.2, the profits (if any) or other income and property of the company shall be applied solely towards the promotion of the objects of the company as set forth in the company's Constitution and no portion of it shall be paid or transferred, directly or indirectly, to any member of the company whether by way of dividend, bonus or otherwise.
2. Nothing in sub-rule 3.1 shall prevent any payment in good faith by the company of:
  - (a) reasonable and proper remuneration to any member, officer or employee of the company (whether or not such a person is a director) for any services actually rendered to the company;

- (b) reasonable and proper rent for premises let or demised by any member of the company to the company;
- (c) monies to any director for out-of-pocket expenses; or
- (d) monies to any director, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer in connection with the promotion of the above objects.

#### **4. Limited liability**

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The liability of the members is limited.

#### **5. Extent of liability**

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Each member undertakes to contribute to the property of the company if the company is wound up while they are a member or within one year after they cease to be a member, for payment of the company's debts and liabilities contracted before they cease to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$10.00.

#### **6. Powers**

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Subject to rule 3, the company has the following powers, which may only be used to carry out its objects set out in rule 2:

- (a) the powers of an individual; and
- (b) all the powers of a company limited by guarantee under the Act.

#### **7. Interpretation**

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1. In these rules:
  - (a) **Act** means the *Corporations Act 2001* (Cth);
  - (b) **seal** means the common seal of the company and includes any duplicate common seal and any official seal of the company;
  - (c) words denoting any gender include all genders; and
  - (d) headings are for convenience only and do not affect interpretation.
2. Except so far as a contrary intention appears in these rules, an expression has, in a provision of these rules that deals with a particular provision of the Act, the same meaning as in that provision of the Act.
3. A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it.

## **8. Replaceable rules**

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The replaceable rules referred to in section 141 of the Act do not apply to the company and are replaced by the rules set out in this document.

## **MEMBERSHIP**

### **9. Members**

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1. The number of members which the company proposes to be registered is unlimited.
2. The initial subscribers of the Constitution of the company and any other persons admitted to membership in accordance with these rules, shall be the members of the company.

### **10. Application for membership**

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1. An application for membership shall be made in writing and signed by the applicant and shall be accompanied by the appropriate annual subscription.
2. The secretary (or other person who the directors may appoint) shall respond to the applicant and acknowledge receipt of the application and commence the membership process.
3. At the next meeting of directors after the receipt of any application for membership accompanied by the appropriate subscription, the application shall be considered by the directors who shall confirm whether or not to admit the applicant in their absolute discretion. In no case shall the directors be required to give any reason for the rejection of an applicant.
4. Subject to the confirmation by the directors under rule 10.3, the applicant shall be registered in the company's register of members and shall become a member of the company.
5. If the applicant is rejected any annual subscription paid in advance will be refunded in full.

### **11. Annual subscriptions**

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1. The annual subscription payable by members of the company shall be as prescribed by the directors from time to time.
2. The directors may, in their absolute discretion determine a discount for annual subscriptions paid in advance.
3. The annual subscriptions shall be due and payable in advance.

## **CESSATION OF MEMBERSHIP**

### **12. Resignation of a member**

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A member may at any time, by giving notice in writing to the secretary, resign as a member of the company. The resignation shall be effective from the date of receipt of the notice by the secretary. That member's name shall be removed from the register of members.

### **13. Non-payment of subscriptions**

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If the subscription of a member remains unpaid for a period of 60 days after it becomes due, the secretary may give notice to the member of that fact. If the subscription remains unpaid on the expiration of 21 days after the date of the notice, the directors may expel the member

from membership of the company and remove the member's name from the register of members.

#### **14. Misconduct of a member**

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1. If any member:
  - (a) is in breach of the provisions of the Constitution of the company or any by-law, rules or regulations of the company; or
  - (b) is guilty of any act or omission which, in the opinion of the directors is unbecoming of a member, or prejudicial to the interest of the company,  
  
the directors may expel the member from the company and remove the member's name from the register of members.
2. At least 21 days before the board of directors holds a meeting to expel a member, the board of directors must give a written notice to the member which states:
  - (a) the allegations against the member;
  - (b) the proposed resolution for the member's expulsion;
  - (c) that the member has an opportunity at the meeting to address the allegations either orally or in writing; and
  - (d) that if the member notifies the secretary in writing at least 48 hours before the meeting, the member may elect to have the question of that member's expulsion dealt with by the company in general meeting.
3. A member expelled from the company does not have any claim on the company, its funds or property.
4. In addition to the above, directors may develop alternative protocols for dealing with misconduct of members, which – when adopted as a Board policy- will prevail over the provisions of rule 14.

#### **15. Other grounds for cessation of membership**

---

1. A member's membership of the company shall automatically cease:
  - (a) in the case of a member who is a natural person on the date that the member:
    - (i) dies;
    - (ii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to the mental health; or
  - (b) in the case of a member which is a body corporate on the date that:
    - (i) a liquidator is appointed in connection with the winding-up of the member; or
    - (ii) an order is made by a court for the winding-up or deregistration of the member.
2. The company must expel a member and remove the member's name from the register where:
  - (a) a general meeting is held to expel a member; and



- (b) a resolution is passed at the meeting by a majority of two-thirds of those present and voting for the member to be expelled. The vote must be taken by ballot.

**16. Liability for subscription fees and other amounts following cessation**

---

Notwithstanding that the member ceases to be a member of the company, the member shall continue to be liable for:

- (a) all annual subscription fees or other amounts owing by the member to the company which are due and unpaid as at the date that the member ceases to be a member; and
- (b) any amount which the member is or may become liable to pay the company under rule 10 of the company's Constitution.

**GENERAL MEETINGS**

**17. Power to convene**

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A majority of directors, or 5% or more of the members, may convene a general meeting.

**18. Annual general meeting**

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The company will hold a general meeting of its members at least once each year.

**19. Technology**

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The company may hold a meeting of members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

**20. Notices of meeting**

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A notice of a general meeting shall specify the place, the day and the hour of meeting and shall state the general nature of the business to be transacted at the meeting.

**21. Quorum**

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1. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as otherwise provided in these rules, 5% (or such other amounts as determined by ordinary resolution in a general meeting) of members present in person shall constitute a quorum.
2. For the purpose of determining whether a quorum is present, a person attending at another venue as contemplated by rule 19, or attending as a proxy, or as attorney for a member, or as a representative of a corporation that is a member, shall be taken to be a member present in person.

**22. If quorum not present**

---

If a quorum is not present within half an hour from the time appointed for the meeting:

- (a) where the meeting was convened upon the requisition of members — the meeting shall be dissolved; or
- (b) in any other case:

- (i) the meeting stands adjourned to such day, and at such time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and
- (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting — the meeting shall be dissolved.

### **23. Chair of meetings**

---

1. If the directors have elected one of their number as chair of their meetings, that person shall preside as chair at every general meeting.
2. Where a general meeting is held and:
  - (a) a chair has not been elected as provided by sub-rule 23.1; or
  - (b) the chair is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the members present shall elect one of their number to be chair of the meeting.

### **24. Adjournments**

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1. The chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
2. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
3. Except as provided by sub-rule 24.32, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **25. Voting at general meetings**

---

1. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the chair;
  - (b) by at least five members present in person or by proxy, representative or attorney;
  - (c) by a member or members present in person or by proxy, representative or attorney and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
2. Unless a poll is so demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
3. The demand for a poll may be withdrawn.

## **26. Procedure for polls**

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1. If a poll is properly demanded, it shall be taken in such manner, and subject to sub-rule 26.2, either at once or after an interval or adjournment or otherwise as the chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
2. A poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith.

## **27. Chair's casting vote**

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In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to a deliberative vote (if any), has a casting vote.

## **28. Votes of members**

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- (a) At meetings of members each member entitled to vote may vote in person or by proxy or attorney.
- (b) On a show of hands every person present who is a member or a representative of a member or an attorney for a member has one vote, and on a poll every member present in person or by proxy or attorney has one vote.

## **29. Restriction on voting rights**

---

1. A member is not entitled to vote at a general meeting unless all sums presently payable by the member in respect of membership in the company have been paid.
2. If:
  - (a) the Act requires that some members are not to vote on a resolution, or that votes cast by some members be disregarded, in order for the resolution to have an intended effect; and
  - (b) the notice of the meeting at which the resolution is proposed states that fact,  
  
those members have no right to vote on that resolution and the company must not count any votes purported to be cast by those members. If a proxy purports to vote in a way or in circumstances that contravene section 250BB(1), on a show of hands the vote is invalid and the company must not count it and on a poll the vote must be treated as cast in the way required by that section.

## **30. Objections to qualification to vote**

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1. An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
2. Any such objection shall be referred to the chair of the meeting, whose decision is final.
3. A vote not disallowed pursuant to such an objection is valid for all purposes.

**31. Proxies**

---

1. An instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument but may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
3. An instrument appointing a proxy shall be taken to confer authority to demand or join in demanding a poll.
4. An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow or in such other form as the directors shall accept.

*TRANSPARENCY INTERNATIONAL AUSTRALIA*

*(ACN 068 075 525)*

*PROXY FORM*

*I/We* \_\_\_\_\_  
*of* \_\_\_\_\_  
*appoint* \_\_\_\_\_  
*of* \_\_\_\_\_  
*or in his/her absence* \_\_\_\_\_  
*of* \_\_\_\_\_

*as my/our proxy to vote for me/us on my/our behalf at the [Annual] General Meeting of the Company to be held on \_\_\_\_\_ (date) and at any adjournment of that meeting.*

*I/We direct my/our proxy to vote in respect of each resolution to be considered as indicated with an "X" below, and to vote or abstain in respect of any procedural resolution as my/our proxy thinks fit.*

|                        | <i>FOR</i> | <i>AGAINST</i> |
|------------------------|------------|----------------|
| <i>Resolution No.1</i> | <i>[ ]</i> | <i>[ ]</i>     |
| <i>Resolution No.2</i> | <i>[ ]</i> | <i>[ ]</i>     |

*If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of the meeting.*

*Dated*

*Signature* \_\_\_\_\_

Signature \_\_\_\_\_

5. No instrument appointing a proxy shall be treated as invalid merely because it:
- (a) does not contain the address of the appointer or of a proxy; or
  - (b) is not dated; or
  - (c) does not contain an indication of the manner in which the proxy is to vote in relation to any or all resolutions.

In any case where the instrument does not contain the name of a proxy, the instrument shall not for that reason be invalid and shall be taken to be given in favour of the chair of the meeting.

6. A member that is a body corporate may appoint an individual to act as its representative at meetings of members as permitted by section 250D of the Act.
7. A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a member.
8. The appointment of a proxy or attorney is not revoked by the member attending and taking part in the general meeting, but if the member votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the member's proxy or attorney on the resolution.
9. If more than one attorney or representative appointed by a member is present at a meeting of members and the company has not received notice of revocation of any of the appointments:
- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
  - (b) subject to sub-rule 31.9(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.
10. An appointment of a proxy by a member is revoked (or in the case of a standing appointment, suspended for that particular meeting) if the company receives a further appointment of a proxy from that member which would result in there being more than one proxy of that member entitled to act at a meeting. The appointment of a proxy made first in time is the first to be treated as revoked or suspended by this rule.

### **32. Lodgement of proxies**

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An instrument appointing a proxy shall not be treated as valid unless the instrument or a facsimile of the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 24 hours (or such lesser period as the directors may permit) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and, in the case of a poll, not less than 24 hours (or such lesser period as the directors may permit) before the time appointed for the taking of the poll, at the registered office of the company or at such other place within Australia as is specified for that purpose in the notice convening the meeting.

### **33. Validity of proxies**

---

A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

### **34. Application to annual general meeting**

---

All the provisions of this Constitution as to general meetings apply to any annual general meeting which may be held under the operation of this Constitution or the Corporations Act.

### **35. Appointment of an auditor**

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- (a) The annual general meeting will receive the annual audited financial statements.
- (b) The annual general meeting will appoint an independent auditor for the subsequent year.
- (c) The independent auditor will not have any affiliation or interest in the company nor any affiliation with an actual or potential supplier of goods and services, recipient of grant funds or an organisation with competing or conflicting objectives.

## **DIRECTORS**

### **36. Number of directors**

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- 1. Not counting alternate directors, the company must have at least three directors. Every director must also be a member of the organisation.
- 2. The company may, by resolution, increase or reduce the number of directors.

### **37. Appointment of directors**

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A person may, by resolution of the company or by resolution of the directors, be appointed to be a director either to fill a casual vacancy or in addition to the existing directors but so that the total number of directors does not at any time exceed the number decided in accordance with these rules.

### **38. Non- Eligibility to serve as a director**

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The auditor, or a partner, director or employee of the auditor, are not eligible to act as a director.

### **39. Retirement at each annual general meeting**

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- 1. Subject to rule 65.3:
  - (a) each director shall hold office for a term of three years, or until the third annual general meeting following the director's appointment, whichever is the longer; and
  - (b) at every annual general meeting one-third of the directors or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third (or such

number as is necessary to ensure compliance with sub-rule 39.1(a)), shall retire from office and, subject to rule 39.3, shall be eligible for re-election.

2. The directors to retire in every year shall be the directors longest in office since last being elected or re-elected. Between directors who were elected on the same day the director to retire shall be decided by lot unless they agree otherwise.
3. No director shall hold office for more than three consecutive terms (being nine years in total or until the ninth annual general meeting following the director's initial appointment to office, whichever is the longer) unless approved by the Board taking into account exceptional circumstances for the director to be granted a further term.
4. Subject to rule 39.3, a retiring director shall be eligible for re-election by providing notice in advance of a general meeting.

#### **40. Retirement of alternate directors**

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Rule 39 does not apply to alternate directors.

#### **41. Time for retirement**

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A director's retirement under rule 39 takes effect at the end of the relevant annual general meeting unless the director is re-elected at that meeting.

#### **42. Remuneration of directors**

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1. The directors shall not be paid remuneration.
2. The directors may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or otherwise in connection with the business of the company.

#### **43. Vacation of office**

---

1. In addition to the circumstances in which the office of a director becomes vacant by virtue of the Act, the office of a director becomes vacant if the director:
  - (a) 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;
  - (b) resigns the director's office by notice in writing to the company; or
  - (c) is removed from office by resolution of the company.
2. A person automatically ceases to be a director if the person fails to attend (either personally or by an alternate director) two consecutive directors' meetings (not including meetings of a committee of the board of directors) without leave of absence from the Chair or delegated Board Member.

#### **44. Removal from office**

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Whether or not a director's appointment was expressed to be for a specified period, the company by ordinary resolution, and subject to section 203D of the Act, may remove a director from office.

## POWERS AND DUTIES OF DIRECTORS

### 45. Powers of directors

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1. Subject to the Act and to any other provisions of these rules, the business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and forming the company, and may exercise all such powers, rights and capacity of the company as are not, by the Act or by these rules, required to be exercised by the company in general meeting.
2. Without limiting the generality of sub-rule 45.1, the directors may exercise all the powers, rights and capacity of the company to borrow money, to charge any property or business of the company and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.

### 46. Exercise of powers

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A power of the board of directors can be exercised only:

- (a) by resolution passed at a meeting of the board of directors or otherwise in accordance with rule 56; or
- (b) in accordance with a delegation of the power under rule 47.

### 47. Delegation of board directors' powers

---

1. The board of directors may delegate any of its powers as permitted by section 198D of the Act.
2. The board of directors may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.
3. A delegation of powers under sub-rule 47.1 may be made:
  - (a) for a specified period or without specifying a period; and
  - (b) on the terms (including power to further delegate) and subject to any restrictions the board of directors decides.
4. A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the board of directors thinks appropriate.
5. Subject to the terms on which a power of the board of directors is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the board of directors.

### 48. Power to use seals

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The directors may exercise all the powers, rights and capacity of the company in relation to any official seal, any duplicate common seal and any register.



#### **49. Appointment of attorneys**

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1. The directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the directors), for such period and subject to such conditions as they think fit.
2. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

#### **50. Negotiable instruments**

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All cheques, promissory notes, bankers' drafts, bills of exchange, and other negotiable instruments shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such persons and in such manner as the directors may decide, and unless so decided, by any two directors, or one director and one secretary.

### **PROCEEDINGS OF DIRECTORS**

#### **51. Convening meetings**

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1. The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
2. A director may at any time, and a secretary shall on the requisition of a director, convene a meeting of the directors.
3. A meeting of the directors will be convened not less than 3 times each year.
4. The convenor of each board of directors' meeting:
  - (a) must give reasonable notice of the meeting (and if it is adjourned, of its resumption) individually to each director who is in Australia and each alternate director in respect of whom the appointing director has given notice requiring notice of board of directors' meetings to be given to that alternate director or whose appointing director is not given notice due to being outside Australia; and
  - (b) may give that notice orally (including by telephone) or in writing,

but accidental failure to give notice to, or non-receipt of notice by, a director or alternate director does not result in a board of directors' meeting being invalid.

#### **52. Meetings of directors**

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The directors may hold a meeting at two or more venues using any technology that enables an effective meeting to occur. All proceedings of those directors conducted with the aid of technology shall be as valid and effectual as if conducted at a meeting at which all of them were present in the same venue.

#### **53. Quorum at meetings**

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1. At a meeting of directors, the number of directors whose presence is necessary to constitute a quorum is such number as is determined by the directors and, unless so determined, is 3.

A quorum must be present for the whole meeting. An alternate director who is also a director or a person who is an alternate director for more than one appointing director may only be counted once toward a quorum.

2. The fact that a director is in any way, directly or indirectly, interested in any matter arising for decision at a meeting of directors does not prevent that director being counted in a quorum.

#### **54. Chair of meetings**

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1. The directors shall elect one of their number as chair of their meetings and may decide the period for which that person is to hold office.
2. Where such a meeting is held and:
  - (a) a chair has not been elected as provided by sub-rule 54.1; or
  - (b) the chair is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act,

the directors present shall elect one of their number to be chair of the meeting.

#### **55. Directors' duties**

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Each director must comply with the director's duties under the Act and under the general law.

#### **56. Proceedings at meetings**

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Subject to these rules, questions arising at a meeting of directors shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be taken to be a decision of the directors.

#### **57. Chair's casting vote**

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In case of an equality of votes, the chair of the meeting, in addition to a deliberative vote, has a casting vote.

#### **58. Disclosure of interests**

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1. Each director must comply with the general law in respect of disclosure of conflicts of interest or duty and with section 191 of the Act in respect of disclosure of material personal interests.
2. Each director must comply with section 195 of the Act in relation to being present, and voting, at a board of directors' meeting that considers a matter in which the director has a material personal interest. Subject to section 195:
  - (a) a director may be counted in a quorum at a board of directors' meeting that considers, and may vote on, any matter in relation to which that director has a conflict of interest or duty;
  - (b) the company may proceed with any transaction in relation to which a director has an interest or conflict of duty and the director may participate in the execution of any relevant document by or on behalf of the company;
  - (c) the director may retain any benefits accruing to the director under the transaction; and

- (d) the company cannot avoid the transaction merely because of the existence of the director's interest or conflict of duty.

If the interest is required to be disclosed under section 191 of the Act, sub-rule 58.2(c) applies only if it is disclosed before the transaction is entered into.

3. The company cannot avoid an agreement with a third party merely because a director fails to make a disclosure of a conflict of interest or duty; or is present at, or counted in the quorum for, a board of directors' meeting that considers or votes on that agreement.
4. A director may:
  - (a) hold any office or place of profit or employment other than that of the company's auditor or any partner, director or employee of the auditor;
  - (b) be a member of any corporation (including the company) or partnership other than the company's auditor;
  - (c) be a creditor of any corporation (including the company) or partnership; or
  - (d) enter into any agreement with the company.

## **59. Alternate directors**

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1. A director may, with the approval of a majority of the other directors, appoint a person (whether a member of the company or not) to be an alternate director in the appointer's place during such period as the appointer thinks fit.
2. An alternate director is entitled to notice of meetings of the directors and, if the appointer is not present at such a meeting, is entitled to attend and vote in the appointer's stead.
3. An alternate director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate director shall be taken to be the exercise of the power by an appointer.
4. The appointment of an alternate director may be terminated at any time by the appointer notwithstanding that the period of the appointment of the alternate director has not expired and terminates in any event if the appointer vacates office as a director.
5. An appointment, or the termination of an appointment, of an alternate director shall be effected by service on the company of a notice in writing signed by the director who makes or made the appointment.
6. An alternate director:
  - (a) if also a director, has a separate right to vote as an alternate director;
  - (b) if alternate director for more than one director, has a separate right to vote in place of each appointing director; and
  - (c) when acting as alternate director, is an officer of the company and subject to all the duties, and entitled to exercise all the powers and rights, of the appointing director as a director.
7. Any appointment of an alternate director immediately ceases if an event occurs which would cause the alternate director to cease to be a director if the alternate director were a director.

## 60. Vacancies

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In the event of a vacancy or vacancies in the office of a director or offices of directors, the remaining directors may act but, if the number of remaining directors is not sufficient to constitute a quorum at a meeting of directors, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute such a quorum.

## 61. Board committees

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1. The directors may delegate any of their powers to committees consisting of one or more directors (or non directors) as they think fit and may revoke the delegation.
2. A committee must, in the exercise of the powers delegated to it, conform to any regulations or guidelines imposed by the directors.
3. Subject to any such regulations or guidelines, the meetings and proceedings of a committee are governed by the provisions of this Constitution as to the meetings and proceedings of the directors so far as they are applicable.

## 62. Other committees

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1. The directors may also create **other committees** (whether or not they include non-directors and irrespective of the name given to the committee).
2. The functions of each of these committees will be decided by the directors and, subject to any such decision, will inform the directors on matters within the remit of the committee and the experience of its members and will recommend appropriate actions to the board arising therefrom.
3. The directors may appoint and remove, or make provision for the appointment and removal of, members of these committees.
4. Such a committee may consist of a single individual or such number of individuals that the directors decide.
5. A director may be a member of one or more of these committees but it is not necessary that such a committee includes a director.
6. The directors may terminate these committees at any time.
7. The directors may specify:
  - (a) the manner in which proceedings of these committees are to be conducted;
  - (b) the matters which these committees must consider in carrying out their functions; and
  - (c) any other matters concerning these committees or their functions that the directors decide.
8. In the absence of any decision by the directors to the contrary, the meetings and proceedings of these committees are governed by the provisions of this Constitution as to the meetings and proceedings of the directors so far as they are applicable.

### **63. Written resolutions**

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1. A resolution in writing signed by all directors or a resolution in writing of which notice has been given to all directors and which is signed by a majority of the directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of directors) is a valid resolution of the directors and is effective when signed by the last of all directors or the last of the directors constituting the majority, as required.
2. For the purposes of this rule 63, the references to directors include any alternate director appointed by a director who is not available to sign the document or is otherwise unable to sign the document within a reasonable time but do not include any other alternate director.
3. The resolution may consist of several documents in the same form each signed by one or more of the directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of a director with the director's authority (including an email) is considered a document in writing signed by the director and is deemed to be signed when received in legible form.

### **64. Defects in appointments**

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Notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a director, or a member of a committee, or to act as a director, or that a person so appointed was disqualified, all acts done by any meeting of the directors or of a committee of directors or by any person acting as a director are as valid as if the person had been duly appointed and was qualified to be a director or to be a member of the committee.

## **EXECUTIVE DIRECTOR**

### **65. Power to appoint executive director**

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1. The directors may from time to time appoint one or more of their number to the office of executive director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
2. Any executive director's appointment shall automatically terminate if the executive director ceases for any reason to be a director.
3. The provisions of rule 44 do not apply to an executive director but the executive director is otherwise subject to the same rules regarding removal as the other directors.
4. The appointment of an executive director terminates if the board of directors removes the executive director from the office of executive director (which, without affecting the rights of the executive director under any contract between the company and the executive director, the board of directors has power to do).

### **66. Remuneration**

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An executive director shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration as the directors decide.

### **67. Delegation of powers to executive director**

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1. The directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon an executive director any of the powers exercisable by them.

2. Subject to sub-rule 67.3, any powers so conferred upon may be concurrent with the powers of the directors.
3. The directors may at any time withdraw or vary any of the powers so conferred on a executive director.

## **SECRETARY AND OTHER OFFICERS**

### **68. Secretary**

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A secretary of the company holds office on such terms and conditions, as to remuneration and otherwise, as the directors decide. The directors may at any time terminate the appointment of a secretary.

### **69. Other officers**

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The directors may from time to time create any other position or positions in the company with such powers and responsibilities as the directors may from time to time confer and the directors may appoint any person, whether or not a director, to any such position or positions. The directors may at any time terminate the appointment of a person holding such a position and may abolish the position.

### **70. Secrecy**

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Each director and secretary must keep the transactions and affairs of the company and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an officer of the company;
- (b) by the board of directors or the company in general meeting; or
- (c) by law.

The company may require a director, secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A director or secretary must do so if required by the company.

## **SEALS**

### **71. Safe custody**

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The directors shall provide for the safe custody of the seals.

### **72. Other seals**

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The company may have for use in place of its common seal outside the jurisdiction in which its common seal is kept one or more official seals, each of which shall be a facsimile of the common seal with the addition on its face of the name of every place where it is to be used.

### **73. Use of seals**

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1. The common seal shall be used only by the authority of the directors, or of a committee of the directors authorised by the directors to authorise the use of the common seal, and every document to which the common seal is affixed shall be signed by a director and be

- countersigned by another director, a secretary or another person appointed by the directors to countersign that document or a class of documents in which that document is included.
2. Any seal that the company has in conformity with rule 72 shall be used only in the manner prescribed by sub-rule 73.1 in relation to the common seal or in accordance with such regulations as the directors may from time to time by resolution prescribe in relation to the seal in question.
  3. Regulations prescribed by the directors in relation to a particular seal that the company has in conformity with rule 72 may:
    - (a) specify the person or persons who may affix and attest the affixing of that seal; and
    - (b) provide that any impression of that seal or any signature attesting the affixing of it may be a facsimile impression or signature which is printed by some mechanical or electronic means.
  4. A certificate signed by any director or the secretary which sets out the terms of any regulations so prescribed by the directors shall be, as against the company, conclusive evidence of those regulations.
  5. Any seal that the company has in conformity with rule 72 shall be taken to be duly affixed if it is affixed and attested in the manner prescribed by sub-rule 73.1 in relation to the common seal or in accordance with regulations prescribed by the directors in relation to that seal.

## **INSPECTION OF RECORDS**

### **74. Inspection of records**

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The directors shall decide whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the company or any of them will be open to the inspection of members (other than those who are also directors).

### **75. Rights of members**

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A member other than a director does not have the right to inspect any document of the company except as provided by law or authorised by the directors or by the company in general meeting.

### **76. Minutes and records**

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1. The company must, within one month, make and keep the following records:
  - (a) a copy of a notice of each general meeting; and
  - (b) a copy of any statement distributed to members with a notice of general meeting.
  - (c) minutes of proceedings and resolutions of general meetings; and
  - (d) minutes of circular resolutions of members;
2. To allow members to inspect the company's records, the company must give a member access to the records set out in sub-rule 76.1.
3. The company must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees); and
  - (b) minutes of circular resolutions of directors.
- 4. The directors may at their discretion, but are not obliged to, authorise a member to inspect records of the company other than records referred to in rule 76.2, including records referred to in rule 76.3.
- 5. The directors must ensure that minutes of a general meeting or a board of directors' meeting are duly signed after the meeting by:
  - (a) the chair of the meeting, or
  - (b) the chair at the next meeting.
- 6. The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

## **77. Financial and related records**

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- 1. The company must make and keep written financial records that:
  - (a) correctly record and explain its transactions and financial position and performance; and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 2. The company must also keep written records that correctly record its operations.
- 3. The company must retain its records for at least 7 years.
- 4. The directors must take reasonable steps to ensure that the company's records are kept safe.

## **NOTICES**

### **78. Notices generally**

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- 1. A notice may be given by the company to any member either by serving it on the member personally or by sending it by post or electronically to the member at the member's address as shown in the register of members or the address supplied by the member to the company for the giving of notices to the member.
- 2. Where a notice is sent by:
  - (a) post, service of the notice shall be taken to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post; and
  - (b) electronically, the notice shall be taken to have been effected when the transmission enters the recipient's electronic mail system.



## **79. Notices of general meeting**

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1. Notice of every general meeting shall be given in the manner authorised by rule 78 to:
  - (a) every member; and
  - (b) the auditor for the time being of the company.
2. No other person is entitled to receive notices of general meetings.
3. Subject to rule 79.4, at least 21 days' written notice of a meeting of members must be given individually to:
  - (a) each member (whether or not the member is entitled to vote at the meeting);
  - (b) each director (other than an alternate director); and
  - (c) to the auditor.

Subject to any regulation made under section 249LA, the notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

4. Subject to sections 249H(3) and (4):
  - (a) if the company has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or
  - (b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.
5. The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

## **WINDING UP**

### **80. Distribution of surplus assets**

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1. Subject to the Act and any other applicable law, and any court order, any surplus assets (including 'gift funds' defined in sub-rule 80.4) that remain after the company is wound up must be distributed to one or more charities:
  - (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in rule 2;
  - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company; and
  - (c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
2. The decision as to the charity or charities 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 decision, the company may apply to the Supreme Court to make this decision.

3. If the company obtains deductible gift recipient endorsement and it is subsequently revoked (whether or not the company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of sub-rule 80.1(a), (b) or (c), as decided by the directors.
4. For the purpose of this rule:
  - (a) 'gift funds' means:
    - (i) gifts of money or property for the principal purpose of the company;
    - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the company; and
    - (iii) money received by the company because of such gifts and contributions.
  - (b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

## INDEMNITY

### 81. Indemnity

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1. To the extent permitted by law and without limiting the powers of the company, the company must indemnify each person who is, or has been, a director, executive director, secretary or other officer of the company against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity:
  - (a) to any person (other than the company or a related body corporate), which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
  - (b) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under the Act.
2. The company need not indemnify a person as provided for in sub-rule 81.1 in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
3. To the extent permitted by law and without limiting the powers of the company, the board of directors may authorise the company to, and the company may enter into any:
  - (a) documentary indemnity in favour of; or
  - (b) insurance policy for the benefit of,a person who is, or has been, a director, executive director, secretary, auditor, employee or other officer of the company.
4. The benefit of each indemnity given in sub-rule 81.1 continues, even after its terms or the terms of this sub-rule 81.4 are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

5. Subject to applicable law, the company may, without limiting a person's rights under this rule 81, enter into an agreement with or execute a deed in favour of a person who is or has been an officer of the company to give effect to the rights of the person under this rule 81, on any terms and conditions that the board of directors thinks fit.
6. A director has a right of access to the financial records of the company at all reasonable times. If the directors agree, the company must give a director or former director access to:
  - (a) certain documents, including documents such as board papers provided for or available to the directors; and
  - (b) any other documents referred to in those documents.

## **82. Financial Year**

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The company's financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

## **83. Anti-corruption statement**

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The company is committed to:

- (a) conducting its operations in an ethical, honest and transparent manner, consistent with its core values of transparency, accountability, integrity, solidarity, courage, justice and democracy; and
- (b) preventing, deterring and detecting bribery and corruption in recognition of the adverse impact which corruption and bribery has on communities, the natural environment and the economic prosperity of all citizens.

The company does not tolerate the giving or receiving of bribes or corrupt practices in any form. The company requires all officers, employees, and third parties with whom the company deals to comply with anti-bribery and anti-corruption laws in all jurisdictions in which the company operates.

The company maintains clear policies and processes to ensure compliance with its anti-bribery and anti-corruption framework and is committed to undertaking continuous review and improvement to ensure that its anti-bribery and anti-corruption framework remains robust and is being properly implemented.

## **84. Public fund**

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1. The purpose of the Transparency International Australia Deductible Gift Recipient Fund is to solicit and receive gifts towards the carrying out of the objectives of the fund, which are to tackle corruption and promote transparency, integrity and accountability at all levels and across all sectors of society, including in the private sector and in government.
2. All other Rules are subject to this Rule.
3. The Company must maintain, for the promotion and pursuit of the Objects, a public fund in a separate bank account (**Public Fund**):
  - (a) to which gifts of money or property for that purpose are to be made; and

- (b) to which contributions described in item 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fund-raising event held for that purpose are to be made; and
  - (c) to which any money received because of such gifts or contributions is to be credited, and interest received on any such money;
  - (d) that does not receive any other money or property;
  - (e) which operates on a non-profit basis as required by the Tax Act; and
  - (f) which complies with any other requirements specified in Subdivision 30-BA of the Tax Act.
4. The Public Fund is to be managed by a **Public Fund Committee** of not less than 3 persons, as appointed by the Board. The Board must ensure that the majority of the Public Fund Committee are persons who have a degree of responsibility to the general community. The Board can appoint persons from the community at large to the Public Fund Committee.
  5. The Public Fund Committee controls and is responsible for the Public Fund and will establish clear accounting procedures for the Public Fund.
  6. The Company must seek gifts, contributions or donations of money or property from the public.
  7. If the Company accepts a gift, contribution or donation of money or property, the Company must give the donor a receipt in the name of the Fund, and otherwise comply with all applicable laws in relation to any such gift, contribution or donation, including without limitation (if and to the extent applicable) the Applicable Not-for-Profit Laws.
  8. In the event of the winding up of the Public Fund or revocation of endorsement as a deductible gift recipient, any surplus assets remaining after the payment of liabilities of the Public Fund must be transferred to another organisation or fund with similar purposes to which income tax deductible gifts can be made, or otherwise dealt with in accordance with Rule 80.
  9. The Australian Tax Office will be advised if there are any changes to the Public Fund rules.

As adopted by Special Resolution 01/08/2023 (GM)

*Transparency International Australia Limited*

*a Company Limited by Guarantee, Incorporated in NSW on 1 March 1995*

*changed its name to Transparency International Australia on 24 March 1995.*

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