

## **WP4**

### **PROJECT FOR TRANSITION OF IPEd AND MEMBER SOCIETIES TO IPEd DIRECT MEMBERSHIP**

#### **Legal & Governance team:**

#### **White paper to society members – IPEd Constitution**

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## **White paper overview: IPEd Transition Constitution**

This IPEd Transition draft constitution is the primary legal document defining IPEd's nature, purposes, powers and governance structures and processes. A constitution is required by the Corporations Act.

For IPEd as a direct membership organisation, the IPEd Transition draft constitution defines branches, sub-branches and special interest groups. The rules governing these operating units of IPEd are defined in the IPEd by-laws. Those by-laws are established under this constitution and referred to where appropriate in the constitution.

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**CONSTITUTION OF  
Institute of Professional Editors Limited**

ABN: 74 129 335 217

Effective 01 July 2016

**A company limited by guarantee**

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## **SECTION A – PRELIMINARY MATTERS**

### **1 Defined terms and interpretation**

- (a) The Dictionary in Schedule 1:
  - (i) defines some of the terms used in this Constitution
  - (ii) clarifies the effect of the Corporations Act on this Constitution.
- (b) The interpretation rule in Schedule 1 (Dictionary) sets out rules of interpretation for this Constitution.

### **2 Nature of IPEd**

The Institute of Professional Editors Limited (IPEd) is a public company limited by guarantee.

### **3 Capacity**

Subject to the Corporations Act, IPEd has the legal capacity of a natural person including the capacity to exercise the powers set out in section 124 of the Corporations Act. It is the intention that this Constitution will not restrict or prohibit the exercise by IPEd of any of these powers except as expressly stated.

### **4 Not for profit**

The income and property of IPEd must be applied solely towards the promotion of the objects of IPEd as set out in this Constitution and no portion of it is to be paid or transferred directly or indirectly by way of profit to Members. This does not prevent the payment in good faith:

- (a) of remuneration to any officers or servants of IPEd in return for any services rendered to IPEd, if such payment is approved by the Council
- (b) of remuneration to any Member in return for any services rendered to IPEd, if such payment is approved by the Council
- (c) for goods supplied in the ordinary and usual course of business
- (d) of interest at a reasonable and proper rate on money borrowed from any Member
- (e) of reasonable and proper rent for premises leased or licensed by any Member to IPEd
- (f) of grants made in good faith to further the objects of IPEd to be administered by a Member, or
- (g) by IPEd of annual fees payable to the Councillors as remuneration for their services as Councillors, provided that the amount is reasonable in the circumstances and the amount has been approved by the Members of IPEd at the Annual General Meeting.

### **5 Members guarantee**

Every Member undertakes to contribute an amount not exceeding \$10.00 to the property of the Company if it is wound up while the Member is still a Member, or within one year after a former Member ceases to be a Member, for:

- (a) payment of the debts and liabilities of the Company incurred or contracted before the time when it ceased to be a Member
- (b) the costs, charges and expenses of winding up, and
- (c) an adjustment of the rights of contributories among themselves.

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## SECTION B – PURPOSE

### 6 Purpose of IPEd

The purposes for which IPEd is established are to represent professional editors and develop a high standard of professional practice through, among other things:

- (a) being the nationally recognised professional association of the editing profession in Australia and other regions in which it operates
- (b) providing professional development opportunities for editors
- (c) providing an accreditation scheme that offers editors a mechanism for demonstrating their competence, as measured against *Australian standards for editing practice*, and provides potential employers with confidence in the skills of the editors they hire
- (d) developing and maintaining standards for all aspects of editing practice
- (e) advancing the interests of Members through affiliation with international associations of editors to provide mutual recognition of membership status and accreditation
- (f) providing access to information and advice on client-editor matters, contracts and advocacy on editorial services matters
- (g) promoting legislative, administrative, economic, commercial and social frameworks that advance the interests of the editing profession
- (h) educating and informing the community about the activities and operations of the editing profession and the benefits to be derived from the use of professional editors
- (i) providing a forum for technical, commercial and social interaction, and facilitating effective research and development of solutions to issues affecting the editing profession
- (j) promoting ethical practice within the editing profession
- (k) promoting and maintaining close working relationships with and among Members and with other business and industry associations
- (l) providing a system for the resolution of disputes arising in the editing profession
- (m) doing all other lawful things that are incidental or conducive to the attainment of all or any of these objectives, or that may be calculated to advance directly or indirectly the interests of IPEd.

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## SECTION X – TRANSITIONAL MATTERS

### X1 Transitional definitions

In this Constitution, unless the context otherwise requires:

**“Participating Society”** is a Member Society of IPEd whose members in a special general meeting on its Decision Date resolved to approve the Transition Plan. Such societies and their Decision Dates are identified in Schedule 2 to this Constitution.

**“Decision Date”** is the date on which the members of a Member Society of IPEd, which was a member of IPEd on that date, voted in a special general meeting on a Special Resolution to approve the Transition Plan.

**“IPEd Confirmation Date”** is the date on which Member Societies voted in a special general meeting of IPEd on a Special Resolution to adopt this Constitution and proceed to implement IPEd as defined in the Transition Plan and in this Constitution.

**“Member Societies”** are those societies of editors that were members of IPEd under the IPEd constitution in force on the IPEd Confirmation Date.

**“Non-Participating Society”** is a Member Society of IPEd whose members, in a special general meeting on its Decision Date resolved not to approve the Transition Plan, and is not an Undecided Society. Such societies and their Decision Dates are identified in Schedule 2 to this Constitution.

“**Undecided Society**” is a Member Society of IPEd whose members, in a special general meeting on its initial Decision Date resolved not to approve the Transition Plan but, a sufficient majority of the members of other societies having approved the plan, requested a grace period to reconsider the Transition Plan and hold a second vote on a motion to approve the Transition Plan. The second vote by an Undecided Society must be held within four months of the IPEd Confirmation Date. If an Undecided Society’s members approve the Transition Plan in the second vote, the society becomes a Participating Society on the date that the IPEd Council records notice of the result.

“**Successor Branch**” is a Branch of IPEd initially formed for the Members transferred to IPEd by their Participating Society.

“**Transition Date**” is the Effective Date.

“**Transition Plan**” is the plan defining the implementation and operation of IPEd according to this Constitution, including Participating Societies transferring their members and assets to IPEd and deregistering or winding up as incorporated associations.

*Note: For clarity, the sequence of dates defined above is as follows:*

1. *Decision Date, for all societies*
2. *IPEd Confirmation Date*
3. *Transition Date.*

## **X2 Membership**

- (a) Participating Societies remain as members of IPEd from the Transition Date solely to complete the transfer of member records and funds to IPEd.
- (b) Undecided Societies remain as members of IPEd from the Transition Date solely to reconsider the Transition Plan and hold a second vote in a special general meeting on a motion to approve the Transition Plan. If the second vote does not approve the Transition Plan, an Undecided Society shall cease to be eligible for membership of IPEd on the date of the second vote.
- (c) Participating Societies and Undecided Societies do not have the right to vote in IPEd General Meetings under this Constitution.
- (d) Participating Societies cease to be members of IPEd on the dates on which they cancel their registrations or wind up as incorporated associations.
- (e) Non-Participating Societies shall cease to be eligible for membership of IPEd on the Transition Date.
- (f) The initial individual Members of IPEd are all fully paid up members of the Participating Societies, and automatically become Members of IPEd on the Transition Date.
- (g) The Classification and Categories of membership of the individual Members transferred from the Participating Societies shall be assigned according to the rules agreed by Member Societies in the Transition Plan.

## **X3 Initial General Meeting**

The initial General Meeting of IPEd shall be held within five months of the end of the first financial year of operation under this constitution. In all other respects, the holding of and procedures for the initial General Meeting shall be in accordance with Rule 9 of this Constitution.

## **X4 Initial Branches**

- (a) A Successor Branch shall be established for each Participating Society, and shall cover the same geographic area as their Participating Society.
- (b) Each Participating Society shall appoint the initial Committee members for its Successor Branch.



## **X5 Initial IPEd Council**

The Participating Societies shall each appoint one Councillor, and there shall be a minimum of four Councillors. The Councillors shall elect one of their number as Chair of the Council. In all other respects, the rules applying to the Council shall be in accordance with Section D of this Constitution.

## **X6 Branch-reserved funds**

Each Participating Society may specify an amount of the funds which it transfers to IPEd as being reserved for purposes to be determined by its Successor Branch, provided that:

- (a) The amount of Branch-reserved funds is not greater than the Participating Society's total funds after paying all its liabilities, and after deducting sufficient funds as determined by the agreed formula in the Transition Plan to cover the unexpired portions of the Participating Society's membership subscriptions.
- (b) The amount of Branch-reserved funds is determined prior to the Transition Date.
- (c) The Branch-reserved funds shall be kept in bank accounts managed by the national office but identified as being reserved for purposes determined by the Branch.
- (d) The Successor Branch Committee must authorise in writing the expenditure of any amount of its Branch-reserved funds.

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## **SECTION C – MEMBERS AND MEMBERSHIP**

### **7 Membership**

#### **7.1 Membership eligibility**

To be eligible for membership of IPEd a Person must:

- (a) have a commitment to the purposes of IPEd
- (b) agree to be bound by IPEd's Code of Ethics and IPEd Branch By-laws, including all related review and appeal policies and procedures
- (c) complete and lodge a membership application in such form as determined by the Council from time to time
- (d) ensure that all information provided when applying for membership of IPEd is true and accurate and is not misleading or deceptive
- (e) satisfy such other membership criteria as the Council may determine from time to time
- (f) pay any joining and annual fee as determined by the Council under rule 7.7
- (g) be aged 18 years or over.

#### **7.2 Members of IPEd**

- (a) The Members of IPEd are any Persons who are Members as at the Effective Date or who have been admitted as Members of IPEd by the Council since the Effective Date in accordance with rule 7.2 (b).
- (b) IPEd shall admit as a Member any Person who:
  - (i) satisfies the requirements set out in rule 7.1
  - (ii) completes and submits an application to be a Member, in the form approved by the Council from time to time, by which the applicant agrees to be bound by the terms of this Constitution
  - (iii) is approved as a Member by the Council, which shall not unnecessarily withhold such approval, and
  - (iv) is not otherwise ineligible under this Constitution or has not been previously expelled as a Member.
- (c) If a Person is admitted as a Member of IPEd, the Secretary must ensure that:
  - (i) the Person is given notice of admission as a Member of IPEd

- (ii) the name and details of the Person are entered in the Members' register in accordance with rule 7.6.
- (d) The Secretary must ensure that each Person not admitted as a Member of IPEd is informed of this decision and the reasons for it.

### **7.3 Membership Classifications**

- (a) The membership Classifications of IPEd shall be:
  - (i) Voting Member
  - (ii) Non-voting Member.
- (b) The Council may by resolution establish IPEd Membership Categories within each Classification and the criteria for each Classification and Category of membership.

### **7.4 Members' rights**

- (a) A Member of IPEd who is entitled to vote has the right:
  - (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these rules
  - (ii) to submit items of business for consideration at a General Meeting
  - (iii) to attend and be heard at General Meetings
  - (iv) to vote at a General Meeting
  - (v) to have access to the minutes of General Meetings and other documents of IPEd as provided under rule 24
  - (vi) to inspect the register of Members.
- (b) A Member is entitled to vote if:
  - (i) the Member is a financial Member in a Category of the Voting Member Classification, and
  - (ii) the Member's rights are not suspended for any reason.
- (c) A Non-voting Member cannot vote but may have other rights as determined by the Council or by resolution at a General Meeting.

### **7.5 Membership not transferable**

Membership of IPEd and the associated rights cannot be transferred or sold in any manner whatsoever.

### **7.6 Register of Members**

- (a) A register of Members must be kept in accordance with the law.
- (b) Without limiting the requirement under rule 7.6 (a), the following must be entered in the register in respect of each Member:
  - (i) the name and address of the Member
  - (ii) the date of admission to and cessation of membership
  - (iii) any other information required by the Council or the law from time to time.

### **7.7 Membership fees**

- (a) The Council shall at its absolute discretion determine before the end of each Financial Year the amount of the annual membership subscription fees and joining fees (if any) for the following Financial Year, provided that any increase greater than 15% must be approved by the Members in a General Meeting.
- (b) Annual membership subscription fees are payable in advance on the anniversary date of each Member's joining date.
- (c) The rights of a Member (including the right to vote) who has not paid the annual subscription within 30 days of the due date are suspended until the subscription is paid.

## **8 Ceasing to be a Member**

### **8.1 General overview**

- (a) There are a number of circumstances that will result in a Person ceasing to be a Member. For instance, a Person will cease to be a Member of IPEd if that Person:
- (i) resigns from membership; see rule 8.2, or
  - (ii) automatically ceases to be a Member; see rule 8.3, or
  - (iii) is subject to cessation of their membership for breaches of the Code of Ethics or the Branch By-laws under rule 8.4, or
  - (iv) is expelled from membership; see rules 8.5 and 8.6, or
  - (v) no longer complies with the membership eligibility criteria set out at rule 7.1.
- (b) The Council may adopt such other policies and procedures relating to the disciplining, suspension and expulsion of Members as they so determine from time to time so long as they are consistent with the requirements set out in this rule 8.

### **8.2 Resignation from membership**

A Member may resign from membership of IPEd at any time by providing written notice to IPEd addressed to the Executive Officer or the Secretary. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.

### **8.3 Automatic cessation of membership**

A Member's membership will automatically cease if the Member:

- (a) dies, or
- (b) fails to pay any joining fee or initial annual fee within two weeks after being notified of admission into membership of IPEd or such later time as the Council may determine, or
- (c) fails to pay any required annual membership subscription fee within ninety days after the date on which that membership fee becomes due or such later time as the Council may determine.

### **8.4 Breach of the Code of Ethics or Branch By-laws**

- (a) A breach of the Code of Ethics or the Branch By-laws may, in certain circumstances, result in corrective, remedial or disciplinary action (including the suspension or cessation of membership).
- (b) The Council may implement policies and procedures in relation to the operation and enforcement of the Code of Ethics and the Branch By-laws including in relation to:
- (i) what types of breaches are considered material
  - (ii) what happens if a non-material breach occurs
  - (iii) what happens if a material breach occurs
  - (iv) the establishment of one or more review committees (including determining the composition and terms of reference of any such committees).

### **8.5 Expulsion of a Member**

- (a) This rule, together with rule 8.6, describes what needs to happen when considering whether or not to expel a Member from IPEd (excluding situations relating to compliance with the Code of Ethics or the Branch By-laws, which are to be dealt with in accordance with rule 8.4). In summary the process involves, following advice from and consultation with a Branch Committee:
- (i) putting the Member in question on notice, and notifying the Member's Branch Committee
  - (ii) passing a Councillors' resolution to expel that Member
  - (iii) if requested by that Member, letting the Members decide whether or not to confirm the Councillors' decision.

- (b) So long as the steps set out in this rule 8.5 and rule 8.6 are followed, the Council may resolve to expel a Member from IPEd if that Member:
  - (i) has refused or neglected to comply with the provisions of this Constitution, or
  - (ii) has acted in a way that, in the opinion of the Councillors, is prejudicial to the interests or reputation of IPEd.
- (c) The Council must give the Member in question at least 14 days' notice of the date that the Council will consider the Member Expulsion Resolution. This notice must be in writing and let the Member know:
  - (i) that the Councillors are to consider expelling the Member from membership of IPEd
  - (ii) the reasons why the Councillors are to consider expelling the Member
  - (iii) of the right of the Member to give the Council, either orally or in writing, any explanation or defence relevant to a decision to expel that Member. A Councillor who is subject to a Member Expulsion Resolution is not entitled to vote on that resolution.
- (d) Council has 14 days from the date a Member Expulsion Resolution is passed to notify the relevant Member about the Councillors' decision. This notice must be in writing and let the Member know:
  - (i) that the Councillors have resolved to expel the Member
  - (ii) the process to be followed if the Member wishes to appeal the decision as described at rule 8.6.

## **8.6 Appeal of a Member Expulsion Resolution**

- (a) A Member to be expelled in accordance with a Member Expulsion Resolution may appeal against that resolution. Such an appeal must be made to IPEd in writing addressed to the Executive Officer or the Secretary and must be received within 14 days after the date of the expulsion notice described at rule 8.5(d) or such later time as the Councillors may decide in their complete discretion.
- (b) If an appeal notice is received by the Council within the required timeframe, the Council must ensure that a resolution confirming the expulsion is considered by the Members at the next General Meeting. If the Member Expulsion Resolution is confirmed by the Members, the Member's expulsion takes effect from the date of that Members' resolution.
- (c) If an appeal notice is not received by IPEd within the required timeframe then:
  - (i) the Councillors are not required to ensure that a resolution confirming the expulsion is considered by the Members
  - (ii) the Member's expulsion takes effect from the date of the Member Expulsion Resolution.
- (d) A Member who has been expelled from membership of IPEd is not permitted to reapply for membership.

## **9 General meetings**

### **9.1 Annual General Meeting**

An Annual General Meeting of IPEd must be held in accordance with the Corporations Act. The meeting may be convened by teleconference or by any technology that allows instantaneous communication by participants present at multiple locations. The meeting must propose a resolution appointing the list of Councillor nominees circulated pursuant to rule 11.4.

### **9.2 Holding of General Meetings**

General Meetings are to be held at the times and places prescribed by IPEd in General Meeting, or if no time or place is prescribed, then at the times and places as determined by the Council. IPEd may hold a General Meeting of its members at two or more venues using any technology that gives the membership as a whole a reasonable opportunity to participate.

### **9.3 Convening of General Meetings at a Member's request**

The Councillors may whenever they think fit, and must upon a request made by any Member in accordance with section 249D of the Corporations Act, convene a General Meeting of IPEd.

### **9.4 Notice of meetings**

The Secretary shall ensure that at least twenty-one days' notice is given to Members of a meeting of Members (unless the Corporations Act otherwise provides). The notice may be given by electronic means, and must specify the place and method, day and hour of meeting, all agenda items for the meeting, together with a description of the general nature of the agenda items.

### **9.5 Business of the Annual General Meeting**

The ordinary business of the Annual General Meeting is as follows:

- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then
- (b) to receive and consider
  - (i) the annual report of the Council on the activities of IPEd during the preceding Financial Year, and
  - (ii) the auditor's report and audited financial statements of IPEd for the preceding Financial Year submitted by the Council
- (c) to confirm the appointment of Councillors.

### **9.6 Members' business**

A Member who wishes to bring business before a General Meeting of IPEd shall give written notice to the Secretary for inclusion in the agenda of the notice of meeting. The Secretary shall include that business in the next available General Meeting.

### **9.7 Failure to receive notice**

Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because a person entitled to receive notice does not receive notice of the meeting and/or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.

### **9.8 Discussion items in General Meetings**

No other business except that set out in the agenda attached to the notice of General Meeting shall be conducted at the meeting.

## **10 PROCEEDINGS AT GENERAL MEETINGS**

### **10.1 Quorum**

- (a) The quorum for all General Meetings is 25 Members present in person or by proxy (including being present by technological means) and entitled under these rules to vote at a General Meeting.
- (b) No business is to be transacted at any General Meeting unless a quorum is present at the time the meeting proceeds to business.
- (c) If within thirty minutes after the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time, place and method, or to such other day, time, place and method as the Chair determines. At the adjourned meeting a quorum is 10 present in person or by proxy.
- (d) If such reduced quorum is not then present at the adjourned meeting, the meeting must be dissolved.

## 10.2 Chair of General Meetings

The Chair of Council may chair every General Meeting. If there is no Chair, or if the Chair is not present within fifteen minutes after the time appointed for the meeting or is unable or unwilling or refuses to act, the Councillors must choose another Councillor as chair for that meeting only.

## 10.3 Adjournment

- (a) The chair of a General Meeting may, with the consent of a meeting at which a quorum is present (and must if directed by the meeting), adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, unless the meeting is adjourned for fourteen days or more, in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

## 10.4 Special Resolutions

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy), or voting by electronic or postal ballot, vote in favour of the resolution.

## 10.5 Voting rights

Each financial Voting Member present at a General Meeting or by proxy or voting by ballot has the right to exercise one vote on any motion.

## 10.6 Representation at General Meetings

- (a) Subject to this Constitution, each Member entitled to vote at a meeting of Members may vote:
  - (i) in person, or
  - (ii) by electronic or postal ballot, or
  - (iii) by proxy in a form as the Council may prescribe or accept, or
  - (iv) by attorney in a form as the Council may prescribe or accept.
- (b) A proxy or attorney must be a Member of IPEd.
- (c) The chair of a meeting may require any Person purporting to act as a proxy or attorney to establish to the satisfaction of the chair that the Person has been validly appointed as a proxy or attorney and is the person named in the relevant instrument of appointment, failing which the person may be excluded from attending or voting at the meeting.
- (d) If IPEd receives a proxy form without the name of the proxy filled in, then the proxy is:
  - (i) the person specified by IPEd in the proxy form; or
  - (ii) if no person is specified in the proxy form, the chair of the meeting for which that proxy applies.
- (e) A proxy or attorney may not vote at a General Meeting or adjourned meeting unless the instrument appointing the proxy or attorney is received:
  - (i) at the registered office of IPEd, at the facsimile number at its registered office or at another place, facsimile number or electronic address specified for that purpose in the notice convening the meeting
  - (ii) at least three business days before the time scheduled for the commencement of the meeting, as specified in the notice of meeting.
- (f) The authority of a proxy or attorney to speak and vote for a Member at a General Meeting is suspended while that Member is present at the meeting unless the Members present at the meeting resolve otherwise.
- (g) The chair may hold as many proxies as are given to the chair.
- (h) A proxy may be a general or a specific proxy. A general proxy gives the holder the right to vote on any matter based on the discussion at the meeting. A specific proxy stipulates how the holder is to vote on specific issues.

## 10.7 Decisions at General Meetings

- (a) The Council may at any time resolve that in lieu of submitting a resolution, including a Special Resolution, to a General Meeting, it shall submit a resolution or resolutions to Members by means of an electronic or postal ballot, which ballot shall be conducted as nearly as practicable in the manner set forth herein, and the result of such ballot shall have the same force and effect as a resolution passed at the General Meeting of Members.
- (b) Except in the case of any resolution which as a matter of law requires a Special Resolution, questions arising at a General Meeting are to be decided by a majority of votes cast by the Members present at the meeting in person or by proxy and that decision is for all purposes a decision of the Members.
- (c) In the case of an equality of votes upon any proposed resolution at a meeting of Members, the chair has a second or casting vote in addition to any vote the chair may have in his or her capacity as a Member.
- (d) A resolution put to the vote of a General Meeting must be decided on a show of hands or on the voices or by electronic means unless a poll is demanded.
- (e) Before a vote to be decided is taken or before or immediately after the declaration of the result of the vote, a poll may be demanded:
  - (i) by the chair of the meeting, or
  - (ii) by at least five Members present and entitled to vote on the relevant resolution, or
  - (iii) by a Member or Members present at the meeting and representing at least 5% of the votes that may be cast on the resolution on a poll.
- (f) Unless a poll is demanded, a declaration by the chair of a General Meeting that a resolution has been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of IPEd, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (g) If a poll is demanded at a General Meeting, it will be taken when and in the manner that the chair directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (h) A poll cannot be demanded at a General Meeting on the election of a chair of the meeting.
- (i) The demand for a poll may be withdrawn.

## 10.8 Minutes of General Meeting

- (a) The Council must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken, the mover and seconder of that resolution and the result of the vote.
- (c) In addition, the minutes of each Annual General Meeting must include:
  - (i) the names of the Members attending the meeting
  - (ii) proxy forms received by IPEd under rule 10.6(e)
  - (iii) the financial statements submitted to the Members in accordance with rule 9.5(b)(ii)
  - (iv) the certificate signed by two Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association
  - (vi) any audited accounts and auditor's report or report of a review accompanying the financial statements.

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## SECTION D – COUNCILLORS AND OFFICERS

### 11 Councillors

#### 11.1 Council composition

- (a) The Council will comprise one natural person as Councillor appointed by each Branch of IPEd.

- (b) At the first Council meeting following an Annual General Meeting, the appointed Councillors will elect one of their number to be the Council Chair by a majority vote on the voices. The retiring Chair may be re-elected.
- (c) The Council may change the maximum number of permitted Councillor positions in accordance with the law.
- (d) The Council may also appoint Non-Executive Councillors.

## 11.2 Appointment of Councillors

- (a) The Councillors holding office on the date that this Constitution was adopted by IPEd continue in office until the next Annual General Meeting and retire at that meeting, but otherwise continue on the terms and conditions set out in this Constitution.
- (b) At the first Annual General Meeting held under this Constitution, the appointment of half the Councillors, rounded down to the next whole number if necessary, shall be for a term of one year and the remainder for a term of two years. In the absence of agreement among the Council, the allocation of terms shall be decided by the drawing of lots.
- (c) Apart from the initial Councillors covered in sub-rule (a), a person may become a Councillor in three ways:
  - (i) appointment by their Branch committee (**Councillors**), such appointment to be for a term of two years), subject to sub-rule (b), or
  - (ii) appointment by the Council (**Non-Executive Councillors**), such appointment to be for a term of up to two years with the precise period determined by the Council at the time of appointment; or
  - (iii) appointment by a Branch to fill any casual vacancy in the number of elected Councillors caused by the retirement of that Branch's elected Councillor, such appointment, if made, to be for the remainder of the term of the Councillor whose retirement caused the casual vacancy.

## 11.3 Councillors' duty

In accordance with Corporations Act, each Councillor and Non-Executive Councillor shall be bound to act in the interests of IPEd as a whole, and not in their own personal interests or in the interests of any one or more Branches or Members or stakeholders who might have assisted or nominated their appointment to the Council.

## 11.4 Branch nomination of Councillors

Each Branch is entitled to nominate one person to be appointed to the Council, provided in each case that:

- (a) the nominating Branch supplies a brief résumé of the nominated person, outlining their skills and experience relevant to the position
- (b) the nomination is in the form of a written resolution from the nominating Branch
- (c) the nominated person signs a consent to act as Councillor in writing, undertaking to IPEd to act in the best interests of IPEd as a whole and not in the interests of any particular Branch, Member or group of Members
- (d) the appointment, the résumé and the consent referred to in this rule are each delivered to the Secretary not less than six weeks before the holding of the Annual General Meeting.

## 11.5 Process for appointment

- (a) The Council shall by written notice cause to be circulated a list of the nominated Councillors with the notice convening the Annual General Meeting.
- (b) At the Annual General Meeting, any person duly nominated by a Branch in accordance with rule 11.4 shall be duly appointed as a Councillor.

## 11.6 Vacancies

- (a) If any casual Councillor vacancy occurs in the Council for any reason, that vacancy must be



filled within three calendar months (or such period as the Council may otherwise resolve) by an appointee of the Branch which appointed the Councillor whose position is now vacant. The person filling the vacancy shall hold office until the end of the term of the Councillor whose position was vacant.

- (b) All such appointments must be made by an instrument signed by the Branch that appointed the replacement Councillor.
- (c) The continuing Councillors may act despite any vacancy in the Council. However, if the number of Councillors falls below a number equating to less than or equal to 50% of the total number of elected Council positions the Councillors may act only:
  - (i) for the purpose of increasing the number of Councillors to the minimum by summoning a General Meeting of IPEd, or
  - (ii) in emergencies
 but for no other purpose.

## **11.7 Retirement**

After the first Council is appointed under this Constitution, Councillors will retire at the end of their terms, and each retired Councillor can be presented for re-appointment.

## **12 Term and removal of Councillors**

### **12.1 Term of appointment**

- (a) Subject to sub-rule 12.1(b) of this rule and rule 11.2, each Councillor holds office for two years, after which time each Councillor's position becomes vacant.
- (b) A retiring Councillor is eligible for re-appointment, but no Councillor should normally retain office for more than three consecutive terms.
- (c) Any Councillor who has held office for three consecutive terms shall not be eligible to be re-appointed until a minimum of two years has elapsed since they last held that office, unless a suitable replacement cannot be found at the end of the final term, in which case they can remain in office until the appointing Branch can find a replacement.

### **12.2 Removal of Councillors**

- (a) Subject to the Corporations Act, the Members in General Meeting may by resolution remove any Councillor from office subject to sub-rule 12.2(b) and 12.2(c) below.
- (b) No resolution for the removal of a Councillor from office is to be put to a General Meeting unless a notice (signed by a Member duly qualified to vote at that meeting and signifying the intention of that Member to propose that resolution and briefly stating the reasons for the proposed resolution) is received by IPEd not less than six weeks before the date appointed for holding the meeting.
- (c) Should a Councillor facing removal wish to make representations concerning their proposed removal, they may do so:
  - (i) in writing to the Secretary (who shall ensure a copy of such representations is sent to each Member before the General Meeting); or
  - (ii) by reading the content of the representations to the Members at the General Meeting; or
  - (iii) by making oral submissions on his/her own behalf at a duly convened General Meeting.

## **13 Disqualification of Councillors**

The office of a Councillor must ipso facto be vacated if:

- (a) the Councillor ceases to be or is removed as a Councillor pursuant to the Corporations Act, or pursuant to a removal resolution of Members in accordance with rule 12.2
- (b) the Councillor becomes an insolvent under administration, or makes any composition or

- arrangement with their creditors or any class of them
- (c) the Councillor becomes of unsound mind or their person or estate becomes liable to be dealt with in any way under the law relating to mental health
- (d) the Councillor resigns from office by notice in writing to IPEd
- (e) the period for which the Councillor is appointed expires
- (f) the Councillor, without the permission of the other Councillors, is absent from more than two consecutive meetings of the Council
- (g) the Councillor is directly or indirectly interested in any contract or proposed contract with IPEd and fails to declare the nature of that interest as required by the Corporations Act.

## **14 Powers and duties of Councillors**

### **14.1 Management of IPEd**

- (a) The management of the business and affairs of IPEd, including delegation to Committees according to rule 16.7, is vested in the Council. In addition to the powers and authorities conferred on the Council by this Constitution or otherwise, the Council may exercise all the powers and do everything that IPEd may exercise or do and that is not required to be exercised or done by IPEd in General Meeting.
- (b) The powers of the Council are subject to the Corporations Act, this Constitution, and any regulations (not being inconsistent with this Constitution) from time to time made by IPEd in General Meeting. No regulation made by IPEd in General Meeting shall invalidate any prior act of the Council that would have been valid if that regulation had not been made.

### **14.2 Bank accounts and financial transactions**

- (a) The Council must approve and minute:
  - (i) the opening and closing of all bank and other financial accounts
  - (ii) the appointment of authorised account signatories and electronic account authorisers.
- (b) All contracts, commitments and financial transactions must be approved according to the policies established by the Council from time to time.
- (c) All financial transactions processed must be signed or otherwise authorised by authorised account signatories or electronic authorisers according to the policies established by the Council from time to time.

### **14.3 Leave of absence and Alternate Councillors**

- (a) A Councillor may not be absent for more than two consecutive Council meetings unless the Council has approved leave of absence.
- (b) The Council may appoint a Member nominated by a Branch Committee as an Alternate Councillor for the Branch's Councillor.
- (c) At the time of appointment, the Alternate Councillor must sign a consent to act and the Branch nomination must be in writing stating the term of the appointment.
- (d) An Alternate Councillor shall have all the rights and duties of a Councillor for the duration of his or her appointment and is not an agent of the Councillor.
- (e) An Alternate Councillor may act only in the absence of their primary Councillor.
- (f) The term of the Alternate Councillor shall cease with the Councillor's term.

## **15 Councillors' and Committee members' interests**

### **15.1 Councillors' and Committee members' contracts**

Subject to the Corporations Act:

- (a) no Councillor or proposed Councillor or Committee member is disqualified by that office, subject to rule 19, from:
  - (i) entering into a contract, agreement or arrangement with IPEd, or

- (ii) becoming or remaining a director of any company in which IPEd is in any way interested or which is in any way interested in IPEd
- (b) no contract, agreement or arrangement in which a Councillor or Committee member is in any way interested, entered into by or on behalf of IPEd can be avoided merely because of that Councillor's or Committee member's interest, and
- (c) no Councillor or Committee member who:
  - (i) enters into a contract, agreement or arrangement in which the Councillor or Committee member has an interest, or
  - (ii) is a director of the other company with which IPEd has entered into the contract, agreement or arrangement

is liable to account to IPEd for any profits or remuneration realised by that Councillor or Committee member as a result of their interest in or directorship of the other company.

## **15.2 Declaration of interest**

The nature of a Councillor's or Committee member's interest in any contract, agreement or arrangement must be declared by that Councillor or Committee member at a meeting of the Councillors or of a Committee in accordance with the Corporations Act as soon as practicable after the relevant facts have come to their knowledge. A general notice that a Councillor or Committee member is a member of any specified firm, organisation or corporation and is to be regarded as interested in all transactions with that firm, organisation or corporation is a sufficient declaration under this rule as regards the Councillor or Committee member and the transactions. After giving the general notice it is not necessary for the Councillor or Committee member to give any Special Notice relating to any particular transaction with that firm, organisation or corporation. The Secretary must record in the minutes any declaration made or any general notice given by a Councillor under this rule.

## **15.3 Votes by interested Councillors or Committee members**

Subject to the Corporations Act, a Councillor or Committee member who has a material personal interest in a matter that is being considered at a meeting of Councillors or of a Committee:

- (a) may be counted in determining whether a quorum exists
- (b) must not vote on the matter (or in relation to a proposed resolution under sub-rule 15.3(c)(ii) in relation to the matter, whether in relation to that or a different Councillor), and
- (c) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting, unless:
  - (i) the matter applies to an interest that the Councillor or Committee member has as a Member in common with other Members, or
  - (ii) the Councillors or the Committee members have passed a resolution that specifies the Councillor or Committee member, the interest and the matter, and states that the Councillors or Committee members voting for the resolution are satisfied that the interest does not disqualify the Councillor or Committee member from considering or voting on the matter.

## **16 Proceedings of Council**

### **16.1 Procedure generally**

The Councillors may meet for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. The Council may meet by any combination of means that allows simultaneous communication among those Councillors attending the meeting.

### **16.2 Quorum**

The quorum for a meeting of the Council is the next whole number after one-half of the number of Councillors in office, or such higher number as determined by the Council from time to time. No business may be conducted unless a quorum is present.

### **16.3 Calling of meetings**

A Councillor may at any time convene a meeting of the Council by giving notice and agenda items to the Secretary. The Secretary must then give notice and the agenda items to Councillors either personally, by email, or by posting the notice and agenda items in a prepaid envelope or wrapper addressed to the Councillor at the address shown in the Register for that purpose.

### **16.4 Notice of meetings**

Fourteen days' notice of a meeting of the Council, or such period of notice as Council decides, is to be given to all Councillors.

### **16.5 Chair of meetings**

The Council Chair will manage Council meetings. If the Chair is not present within fifteen minutes of the time appointed for the holding of the meeting without explanation, or is unable or unwilling or refuses to act, the Councillors present must appoint a chair of their meeting from among themselves.

### **16.6 Determinations**

- (a) Subject to sub-rule 16.6(b) and rule 16.9, questions arising at a meeting of the Council are to be decided by a majority of votes, taken on the voices. Non-Executive Councillors do not have a vote. Each Councillor has one vote, and a determination by a majority of Councillors will for all purposes be deemed a determination of the Council. If there is equality of votes at a meeting at which a quorum is present, the Chair has a second or casting vote in addition to a deliberative vote.
- (b) If a majority of Councillors (voting on a parity basis on the voices) agree that it is in the best interests of IPEd that a matter should be decided by the Members in General Meeting, then Council may refer the matter for determination by the Members in accordance with rule 9 of this Constitution.

### **16.7 Delegation to Committees**

The Council may delegate any of its powers to Committees consisting of Councillors or other persons as the Council thinks fit, subject to the following limitations:

- (a) members of any Committee must be current Members of IPEd but a Committee may also co-opt non-member experts
- (b) the authority of the Committee is subordinate to that of the Council
- (c) any Committee formed must comply with any regulations that may be imposed on it by the Council in exercising the Council's delegated power (subject to sub-rules 16.7(d) and 16.7(e))
- (d) the meetings of Committee consisting of more than one person are governed by the rules of this Constitution regulating the meetings of the Councillors so far as they are applicable, and are not superseded by any regulations made by the Councillors under this Constitution, and
- (e) the record- and minute-keeping requirements of the Committee are governed by rules 23 and 24 of this Constitution so far as they are applicable, and are not superseded by any regulations made by the Councillors under this Constitution.

### **16.8 Validation of irregular acts**

Any act done by any meeting of the Council, or by a Committee, or by any person acting as a Councillor, will be valid even if it is later discovered:

- (a) that there was some defect in the appointment or continuance in office of a Councillor or such other person, or
- (b) that any of them were disqualified or had vacated office or were not entitled to vote.

### **16.9 Written resolutions**

A resolution in writing signed by all the Councillors (not being less than a quorum) is as valid and effectual as if it had been passed at a duly convened meeting of Councillors. Such resolution may consist of one document or several copies.

## 16.10 Voting authority

A Councillor who is unable to attend a meeting of the Council may authorise another Councillor to vote at that meeting, and the Councillor authorised will have the voting rights for each Councillor by whom they are so authorised as set out in rules 15.6 and 15.8 of this Constitution in addition to their own vote. Any such authority must be in writing (including by fax or email) and must be produced at the meeting at which it is to be used and be left with the Secretary for retention with IPEd's records.

## 17 Borrowing powers

- (a) Subject to sub-rule 17(b), the Councillors may exercise all the powers of IPEd to:
  - (i) borrow money
  - (ii) mortgage or charge all or part of its undertakings and assets, and
  - (iii) issue debentures, debenture stock and other securities outright or as security for any debt, contract, guarantee, engagement, obligation or liability of IPEd, on the terms and conditions the Councillors think fit.
- (b) Borrowing in accordance with sub-rule 17(a) is permitted only if the total repayments (on the principal borrowed plus interest on all borrowings) do not exceed 25% of the total funds received by IPEd by way of membership fees in any one year.
- (c) Exceptions to the borrowing restrictions set out in sub-rule 17(b) can be made by means of Special Resolution of the Members in General Meeting.

## 18 Secretary

- (a) The Councillors must appoint at least one Secretary in accordance with the Corporations Act, at the remuneration and on the terms and conditions as the Councillors think fit. Any Secretary so appointed may be removed by the Councillors.
- (b) The Secretary need not be a Member.
- (c) The Secretary is to be the custodian of all legal contracts, securities and other negotiable instruments and records of agreement.

## 19 Executive Officer

- (a) The Council may engage the services of any person (not being a Councillor) as Executive Officer to manage the operations and administration of IPEd.
- (b) The Council shall define the delegated authorities, powers and duties of the Executive Officer.
- (c) The appointment of an Executive Officer may be for such period, at such remuneration and upon such conditions as the Council thinks fit.

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## SECTION E – BRANCHES AND SPECIAL INTEREST GROUPS

### 20 Branch formation

- (a) Branches of IPEd cover geographic regions where there are sufficient members to justify the creation of a Branch. Council, with input from existing Branches as appropriate, may decide to create additional branches, or to merge or terminate branches.
- (b) The choice of geographic regions in which Branches are maintained is at the discretion of Council. Any proposal to establish a Branch outside Australia shall be decided by a Special Resolution in a General Meeting.
- (c) The Council may form sub-branches, in consultation with a Branch, within the region of that Branch. The terms and conditions governing the formation, merger or termination and operation of sub-branches are defined in the Branch By-laws.
- (d) For the sake of Members who join from regions not served by a current Branch and do not wish to join any of the existing branches, temporary regional Holding Branches will be maintained in the membership system and register of members. This will allow such Members to wait to see if a Branch or Sub-branch will be formed in their region.

## 21 Branch membership

- (a) Each Member of IPEd shall be assigned in the Register to a Branch.
- (b) Each Member will become a Member of only one Branch.
- (c) New Members will by default be assigned to the Branch covering the geographic location of the Member's residence, unless such a branch does not exist, in which case the Member may choose to be assigned to another existing Branch or to a temporary Holding Branch for their residential region.
- (d) Members may choose to transfer their membership to a Branch that is more effective for them.
- (e) If one or more sub-branches are established within a Branch region, Members may choose whether to be assigned to a sub-branch.

## 22 Branch Committee

The rules governing Branch operations and management are defined in the Branch By-laws. In overview:

- (a) Each Branch is managed by a Branch Committee, which is an IPEd Committee delegated by Council to manage Branch operations.
- (b) Branch Committees shall be elected by the Members of the Branch, in accordance with the Branch By-laws.
- (c) In accordance with rules 11.4 and 13.3 each Branch Committee shall be entitled to appoint a Councillor and an Alternate Councillor.
- (d) Each Branch shall also be entitled to appoint an Accreditation Board delegate.
- (e) Branch Committees shall report regularly to the Council according to the Branch By-laws.
- (f) If the Council decides to establish sub-branches, the rules and policy governing sub-branch management and operation shall be defined in the Branch By-laws.

## 23 Branch operations

- (a) Branches operate local activities, including networking and training events, membership meetings, representation of IPEd locally and participation in the organisation of national editors conferences run in the Branches' regions.
- (b) Except as provided in rule 23(c), Branches may not hold or operate bank accounts.
- (c) If, on initial formation of a Branch, by agreement with the society from which the Branch was formed, IPEd set up a reserved funds account for the Branch, then the Branch Committee may approve the spending of funds in such an account for a purpose that is appropriate under this constitution. Such approval would be given to the IPEd national office for it to process the transaction.
- (d) All Branch procedures and documents are subject to audit.

## 24 Special Interest Groups

The council may form Special Interest Groups, open to members of any Branch, to pursue interests such as particular editing specialisations. The terms and conditions governing the formation and operation of special interest groups shall be defined in the IPEd By-laws.

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## SECTION F – ADMINISTRATIVE MATTERS

### 25 Minutes

The Councillors must cause minutes to be kept in accordance with the Corporations Act:

- (a) of the names of the Councillors present at each meeting of the Council and of any of its Committees, and
- (b) of all resolutions and proceedings of General Meetings and of meetings of the Council and of Committees.

The minutes must be signed by the chair of the meeting at which the proceedings were held, or by the chair of the next meeting.

## **26 Financial and other records**

The Councillors must cause proper financial and other records to be kept, and provide annual financial reports to Members as required by the Corporations Act. The Councillors must from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations any financial or other records of IPEd are to be open to the inspection of Members who are not Councillors.

The interval between the end of a Financial Year of IPEd and the annual financial reporting to Members must not exceed the period (if any) prescribed by the Corporations Act.

## **27 Seal**

The Councillors may decide that IPEd shall have a common seal or a duplicate common seal. If they do, they must provide for the safe custody of any seal. The seal may be used only by the authority of the Council. The Councillors need not affix the common seal to every deed, but each deed must be signed by two Councillors and countersigned by the Secretary or by some other person appointed by the Councillors for that purpose. The Councillors may determine from time to time the manner by which other instruments are executed by IPEd.

## **28 Notices**

### **28.1 Notices to Members**

IPEd may give notice to a Member:

- (a) personally
- (b) by sending it by post to the Member at their registered address as recorded in the register
- (c) by sending it to the fax number or email address (if any) nominated by the Member and recorded in the register,
- (d) by publishing the notice in a newsletter distributed to all Members, or
- (e) in any other way allowed under the Corporations Act.

### **28.2 Deemed service**

- (a) If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- (b) A notice sent by fax is deemed to be received on production of a transmission report by the machine from which the fax was sent which indicates that the fax was sent in its entirety to the fax number of the recipient, if produced before 5 pm on a business day, otherwise on the next business day.
- (c) A notice sent by email, subject to state, territory and federal Electronic Transactions Acts, is deemed to be received on the day of transmission, if transmitted before 5 pm on a business day, otherwise on the next business day.
- (d) A notice sent by email is deemed not to be served only if the computer system used to send it reports that delivery failed or if the email was incorrectly addressed.

### **28.3 Persons entitled to notice of a General Meeting**

Notice of every General Meeting must be given in the manner authorised to:

- (a) every Member, and
- (b) the auditor for the time being (if any) of IPEd.

No other person is entitled to receive notices of General Meetings.

## 29 Winding up

If IPEd is wound up or dissolved and, after the satisfaction of all its debts and liabilities, any assets whatsoever remain, the remaining assets must not be paid or distributed to the Members but must be given or distributed to:

- (a) some other fund, authority or institution determined in General Meeting (or, failing which, by a Judge of the Supreme Court of the Australian Capital Territory) having objects or purposes similar to the purposes of IPEd and which is a named fund, authority or institution known to have been approved under subdivision 30-B of the *Income Tax Assessment Act 1997*, or
- (b) any fund, authority or institution falling under one or more of the items listed in the tables in subdivision 30-B of the *Income Tax Assessment Act 1997*.

## 30 Indemnity and insurance

### 30.1 Indemnity

Subject to section 199A of the Corporations Act, a person who is or has been an officer (as defined in the Corporations Act) or auditor of IPEd is indemnified (to the maximum extent permitted by law) out of the assets of IPEd against any liability incurred by the person as such an officer or auditor:

- (a) to another person (other than IPEd or a related body corporate) unless the liability:
  - (i) is for a pecuniary penalty order under section 1317G of the Corporations Act or a compensation order under section 1317H of the Corporations 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 Corporations Act, or
  - (ii) in defending or resisting criminal proceedings in which the person is found guilty, or
  - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission 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 Corporations Act in which the court denies the relief.

### 30.2 Insurance

Except to the extent precluded by the Corporations Act including section 199B, IPEd may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer (as defined in the Corporations Act) or auditor of IPEd or of a related body corporate of IPEd 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 IPEd or a contravention of section 182 or 183 of the Corporations 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.

## 31 Alteration of Constitution

This Constitution may be amended by the Members pursuant to a Special Resolution of which Special Notice has been given by the Secretary, provided that the Special Resolution is carried at the meeting by not less than three-quarters (75%) of the votes cast by the Members at the meeting, or as instructed by a Member's proxy, or by ballot.



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## SCHEDULE 1 – INTERPRETATION

### 1 Replaceable Rules inapplicable

The Replaceable Rules in the Corporations Act do not apply to IPEd unless repeated in this Constitution or specifically made applicable to this Company by a provision of this Constitution.

### 2 Definitions

In this Constitution, unless the context otherwise requires:

“**Business Day**” means a day that is not a Saturday, Sunday or public holiday in a state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

“**Branch**” means a duly formed branch of IPEd, formed according to this Constitution.

“**Branch Committee**” is an IPEd Committee elected by the members of a Branch and delegated by the Council to manage that Branch.

“**Committee**” means an IPEd committee duly formed pursuant to rule 16.7.

“**Company**” means Institute of Professional Editors Limited.

“**Constitution**” means this constitution and all supplementary constituted or amending Constitutions for the time being in force.

“**Corporations Act**” means the Corporations Act 2001.

“**Council**” means the board of directors of IPEd Limited.

“**Councillor**” means a person appointed as a Councillor by a Branch Committee according to rules 10.2 (b) (i) and 21 (c)

“**Councillors**” means the Councillors for the time being or such number of them as have authority to act for IPEd.

“**document**” includes a document in electronic form.

“**editing profession**” includes students of editing and professional editors.

“**Effective Date**” means 01 July 2016, the date on which this Constitution becomes effective.

“**Executive Officer**” is a staff officer contracted by the Council to manage IPEd’s operations.

“**Financial Year**” means the period of twelve months commencing on 1 July in any year and ending on 30 June in the following year.

“**General Meeting**” means an IPEd meeting of Members with an agenda of formal business requiring approval or decisions by Members.

“**Holding Branch**” means a virtual branch, not formed as a Branch by the Council, for holding the records of Members residing in a region that is not covered by an existing Branch.

“**Member**” means a Person admitted as a Member of IPEd pursuant to rule 7.

“**membership Category**” means a category of membership defined in the IPEd Membership Policy with criteria for admission and rights defined in that Policy.

“**membership fee**” means the annual membership subscription fee payable by Members according to their Category.

“**Member Expulsion Resolution**” is a resolution passed by the Council to expel a Member.

“**Non-Executive Councillor**” means a person appointed as a Councillor by the Council according to rule 11.2 (c) (ii)

“**Office**” means the registered office for the time being of IPEd.

“**Officer**” has the meaning defined in section 9 of the *Corporations Act 2001*.

“**Person**” includes a firm, corporation or association or a natural person of either gender.

“**Replaceable Rules**” means the sections of the *Corporations Act 2001* referred to as replaceable rules in that Act.

“**Register**” means the register of Members kept pursuant to the Corporations Act.

“**Special resolution**” means a resolution proposed for a purpose that by this Constitution or the Corporations Act is required to be treated as a Special Resolution. A Special Resolution must be carried by not less than three-quarters of the votes cast.

“**Special Notice**” means notice of not less than twenty-one days of the time and place of the relevant meeting, and notice of not less than twenty-one days of the resolutions in respect of which notice is given.

“**Seal**” means the common seal (if any) of IPEd.

“**Secretary**” means any person appointed to perform the duties of secretary of IPEd, or any person appointed to act temporarily as such.

“**Sub-branch**” means a group of Members within a Branch, residing in a particular geographic area.

### 3 Construction

In this Constitution, unless the context otherwise requires:

- (a) words in the singular include the plural and vice versa
- (b) any gender includes the other genders
- (c) if a word or phrase is defined, its other grammatical forms have corresponding meanings
- (d) “includes” means includes without limitation
- (e) a reference to:
  - (i) a **person** includes a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority
  - (ii) any legislation or subordinate legislation includes any corresponding later legislation or subordinate legislation
  - (iii) **present** in the context of being present at a meeting of any kind includes being present by means of any technology that allows instantaneous communication with other meeting attendees.
  - (iv) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes facsimile and electronic transmission
  - (v) month means a period commencing on any day of a calendar month and ending on:
    - (A) the corresponding day in the next succeeding calendar month, or
    - (B) (if a corresponding day does not occur in the next succeeding calendar month), the last day of the next succeeding calendar month
  - (vi) “signature” and “signed” include any accepted form of electronic signature
  - (vii) “vote” or “voting” include any means of voting, including electronic
  - (viii) this Constitution includes its schedules and annexures.

## SCHEDULE 2 – PARTICIPATION OF SOCIETIES

### Background

On dd mmm yyyy, the Institute of Professional Editors (IPEd) presented to each of the then seven Australia societies of editors, being members of IPEd, a **Transition Plan** to restructure IPEd as the single national body representing professional editors, with direct membership by all the members of those societies whose Members in general meetings approved the Proposal. The process of restructuring IPEd would include each society transferring its members and assets to IPEd, and then winding up or cancelling its registration.

### Participating Societies

The members of the following societies, in general meetings, approved Special Resolutions for their societies to approve and implement the Transition Plan.

<b>Society</b>	<b>Date of society general meeting at which the Special Resolution was approved</b>
Canberra Society of Editors Inc.	
Editors Victoria Inc.	
Society of Editors (NSW) Inc.	
Society of Editors (Queensland) Inc.	
Society of Editors (SA) Inc.	
Society of Editors (Tasmania) Inc.	
Society of Editors (WA) Inc.	

### Undecided Societies

The members of the following societies, having initially not approved Special Resolutions to approve and implement the Transition Plan, requested a grace period in which to reconsider and hold a second vote on the motion to approve the plan.

<b>Society</b>	<b>Date of SGM at which the Special Resolution was not approved</b>	<b>Date of the second SGM to vote on approval of the Plan</b>	<b>Result of the second vote</b>	<b>Date of IPEd Council meeting at which the result was recorded</b>

## Non-Participating Societies

The members of the following societies, in general meetings, did not approve Special Resolutions for their societies to approve and implement the Transition Plan.

<b>Society</b>	<b>Date of society general meeting at which the Special Resolution was not approved</b>