Business Educators Australasia Ltd

Constitution

ACN [to be inserted]

A public company limited by guarantee under the *Corporations Act 2001* (Cth)

Draft version: 24 March 2026

DRAFT 24March2026

Table of Contents

PART A — GENERAL ***4***

1. Name of the Company 4
2. Type of Company 4
3. Purpose 5
4. Powers of the Company 5
5. Definitions 5
6. Interpretation 6

PART B — MEMBERSHIP ***7***

7. Classes of Membership 7
8. Rights and Obligations of Members 7
9. Application for Affiliated Associations 8
10. Application for Associate Members 9
11. Membership admission - general provisions 9
12. Member Representatives 9
13. Membership Fees 10
14. Register of Members 10
15. Ceasing to be a Member 10
16. Disciplining a Member 11

PART C — GENERAL MEETINGS ***12***

17. Calling a General Meeting 12
18. Notice of a General Meeting 14
19. Business at a General Meeting 15
20. Proxies at a General Meeting 15
21. Quorum at a General Meeting 16
22. Chairperson of a General Meeting 16
23. Methods of Voting at a General Meeting 17
24. Decisions at a General Meeting 18
25. Members Resolutions 19
26. Cancellation or Postponement of a General Meeting 20
27. Resolutions of Members without a General Meeting 20

PART D — BOARD OF DIRECTORS ***21***

28. Board Composition 21
29. Terms of Office for Directors 21
30. Eligibility of Directors 21
31. Appointment of Appointed Directors 22
32. Election of Elected Directors 22
33. Ceasing to be a Director 23

DRAFT 24March2026

34. Removing a Director 23
35. No Alternate Directors 23
36. Office Bearers 23
37. Powers of the Board 24
38. By-Laws 24
39. Duties of Directors 25
40. Payments to Directors 25
41. Board Meetings 25
42. Notice of a Board Meeting 26
43. Quorum at a Board Meeting 26
44. Decisions of the Board without a Board Meeting 27
45. Validity of Acts of Directors 27
PART E — ADMINISTRATIVE MATTERS 27
46. Secretary 27
47. Minutes 27
48. Service of Notices 28
49. Accounts and Audit 28
50. Inspection of Records 28
51. Indemnity of Directors 28
52. Amending the Constitution 29
53. Winding Up the Company 29
54. Transitional Arrangements 30

DRAFT 24March2026

BUSINESS EDUCATORS AUSTRALASIA LTD

CONSTITUTION

PART A — GENERAL

1. Name of the Company

1.1. The name of the Company is Business Educators Australasia Ltd.

2. Type of Company

2.1. The Company is a public company limited by guarantee incorporated under the *Corporations Act 2001* (Cth).

2.2. The assets and income of the Company must be applied solely in furtherance of the Purpose and no portion of the income or assets of the Company may be paid or transferred, directly or indirectly, to any Member.

2.3. Clause 2.2 does not prevent the Company from doing the following things, provided they are done in good faith:

a) paying a Member for goods or services they have provided to the Company at fair and reasonable rates or rates more favourable to the Company,

b) reimbursing a Member for reasonable expenses they have properly incurred on behalf of the Company,

c) making a payment to a Member in carrying out the Purpose, or

d) making a payment for any other bona fide reason related to the attainment of the Purpose.

2.4. This Constitution comprises a contract between:

a) the Company and each Member,

b) the Company and each Director,

c) the Company and the Secretary or Secretaries, and

d) a Member and each other Member.

2.5. The replaceable rules set out in the Corporations Act do not apply to the Company.

2.6. Each Member must guarantee to pay an amount not more than $1.00 to the Company if the Company is wound up while the Member is a Member, or within 12 months after they cease being a Member, and this guarantee is required to pay for the:

a) debts and liabilities of the Company that exceed the Company's assets incurred before the Member stopped being a Member, and

b) costs of winding up the Company.

DRAFT 24March2026

3. Purpose

3.1. The Purpose of the Company is to advance education in the curriculum areas of accounting, business, civics and citizenship, economics, financial literacy, legal studies, politics and work, and related subjects, at a national level.

3.2. The Company pursues the Purpose by undertaking such activities which may include but are not limited to:

a) Collaborating with its Affiliated Associations,

b) Advocating for and fostering excellence in quality education,

c) Promoting sharing of knowledge and practice, and

d) Doing anything else that may be incidental or conducive to the attainment of the Purpose.

4. Powers of the Company

4.1. The Company has the following powers which may be used only to carry out its Purpose:

a) all the powers of a company limited by guarantee under the Corporations Act, and

b) the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its Purpose.

5. Definitions

5.1. In this Constitution, except as so far as the context or subject matter otherwise indicates or requires:

a) **ACNC** means the Australian Charities and Not-for-profits Commission,

b) **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth),

c) **Appointed Director** means a Director appointed by the Board under clause 31,

d) **Board** means some or all the Directors acting as the Board of Directors,

e) **By-laws** means the rules and regulations made by the Board in accordance with clause 38,

f) **Corporations Act** means the *Corporations Act 2001* (Cth),

g) **Constitution** means this constitution as amended from time to time,

h) **Director** means an individual elected or appointed as a Director of the Board,

i) **Elected Director** means a Director elected by the Affiliated Associations or appointed to fill a casual vacancy under clause 29.2,

j) **General Meeting** means a formal meeting of the Members and includes an Annual General Meeting,

DRAFT 24March2026

k) **Member** means an Affiliated Association or Associate Member,

l) **Office Bearer** means a Director holding the position of President or Vice President,

m) **President** means the Director holding this position,

n) **Secretary** means an individual or individuals appointed to undertake the role of Secretary as defined in the Corporations Act and this Constitution,

o) **Special Resolution** means a resolution at a General Meeting that is passed by at least 75% of the votes cast by Members entitled to vote on the resolution being in favour of the resolution,

p) **Surplus Assets** means any assets of the Company that remains after paying all debts and other liabilities of the Company, including the costs of winding up, and

q) **Vice President** means the Director holding this position.

6. Interpretation

6.1. Headings are for convenience only and do not affect the interpretation of this Constitution.

6.2. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:

a) mandatory provisions of the Corporations Act override any clause in this Constitution, which is inconsistent with that Act,

b) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations,

c) a reference to a clause or sub-clause is to a clause or sub-clause of this Constitution,

d) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning,

e) reference to a 'person' is a reference to an individual, company, any other body corporate, partnership, joint venture, association, or other body whether or not incorporated,

f) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings, or symbols in a visible or communicable form,

g) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples,

h) singular includes plural and vice versa, and

i) a notice or document required by this Constitution to be signed includes signing by electronic means or may be authenticated by any other manner permitted by law.

DRAFT 24March2026

PART B — MEMBERSHIP

7. Classes of Membership

7.1. Members comprise:

a) the person(s) included on the application for registration of the Company, and

b) the members of Business Educators Australasia Inc (registration number A00789), and

c) the persons that have been admitted to membership in accordance with this Constitution.

7.2. There are two classes of membership:

a) Affiliated Associations, and

b) Associate Members.

7.3. An Affiliated Association is a State or Territory association that:

a) supports the Company's Purpose,

b) is a legally incorporated not-for-profit entity with purpose/s similar to the Company, and

c) has been admitted as an Affiliated Association in accordance with this Constitution.

7.4. Associate Members are organisations that support the Company's Purpose:

a) but are not eligible to be an Affiliated Association, and

b) have been admitted as an Associate Member in accordance with this Constitution.

7.5. The Board may determine the categories of Members within each class and prescribe the terms and conditions applicable to each category.

7.6. The Board may determine additional requirements for admission as a Member or as a Member in a particular class or category of membership.

8. Rights and Obligations of Members

8.1. An Affiliated Association has the right to:

a) receive notices of and to attend General Meetings,

b) vote at General Meetings on resolutions put to the Members,

c) vote in the election for Elected Directors,

d) nominate an eligible candidate to stand for election as an Elected Director (see clause 32.3).

8.2. An Associate Member is entitled to receive notices of and to attend General Meetings, but does not have any voting rights at a General Meeting or in the election of Elected Directors. An Associate Member is not entitled to nominate candidates for election.

DRAFT 24March2026

8.3. A Member who has not paid any fees payable by the due date is not entitled to exercise their rights while the fee remains unpaid.

8.4. A Member is entitled to exercise their rights if their membership rights are not suspended for any other reason.

8.5. The Board may extend benefits and services to Members that may differ between classes and categories of membership and within classes and categories of membership.

8.6. Members must comply with:

a) this Constitution, and

b) any By-laws.

8.7. To maintain membership, Members are required to comply with any continuing membership obligations or conditions as determined by the Board and specified in the By-Laws.

8.8. Without limiting clause 8.7, an Affiliated Association must submit to the Company an annual declaration of its membership numbers in such form, at such time, and as at such reference date as the Board may prescribe.

8.9. A Member must, within a reasonable time, notify the Secretary of any change to their details as recorded in the register of Members.

8.10. A right, privilege or obligation held by reason of being a Member:

a) is not capable of being transferred or transmitted to another person, and

b) terminates upon cessation of the Member's membership.

8.11. The rights of Members are not to be taken as being varied by the admission of more Members or the addition or deletion of classes or categories of membership.

8.12. The rights of Members in any class may be varied or cancelled by the Affiliated Associations approving amendments to the Constitution by Special Resolution. For clarity, this shall be taken to be the procedure for varying or cancelling rights of Members in any class.

9. Application for Affiliated Associations

9.1. An association eligible under this Constitution may apply for admission as an Affiliated Association by submitting a written application to the Board in such form as the Board may from time to time prescribe.

9.2. The Board will consider each application to be an Affiliated Association and may:

a) recommend the application for approval by the Affiliated Associations, or

b) decline to recommend the application, in which case the Board will notify the applicant in writing of its decision. The Board is not required to provide reasons for its decision.

9.3. An applicant is only admitted as an Affiliated Association upon:

DRAFT 24March2026

a) approval by ordinary resolution passed at a General Meeting; or

b) approval by written resolution of Affiliated Associations in accordance clause 25.

9.4. Upon approval in accordance with clause 9.3, the applicant will become an Affiliated Association with effect from:

a) the date of the General Meeting at which the resolution was passed,

b) the date the written resolution takes effect, or

c) such later date as may be specified in the resolution.

10. Application for Associate Members

10.1. An organisation eligible under this Constitution may apply for admission as an Associate Member by submitting a written application to the Board in such form as the Board may from time to time prescribe.

10.2. The Board may, in its absolute discretion, approve or reject any application for Associate Membership.

10.3. The Board is not required to provide reasons for rejecting an application for Associate Membership.

10.4. Once the outcome of a membership application is determined, written notice of the decision of the Board or their delegate is to be sent to the applicant within a reasonable time.

10.5. Upon approval by the Board, the applicant will become an Associate Member with effect from:

a) the date of the Board resolution at which the application was approved, or

b) such later date as the Board may determine.

11. Membership admission - general provisions

11.1. Upon admission to membership, the Secretary will enter the Member's name in the register of Members.

11.2. No association or organisation has a right to membership of the Company, and an application for membership may be declined without reason(s) being given.

11.3. Admission to membership is conditional upon payment of any applicable joining fee and membership fee as determined by the Board.

12. Member Representatives

12.1. A Member will nominate at the time of application for membership the name of an individual, called the Representative, who will represent that Member at General Meetings and in the case of a Member entitled to vote, may vote on behalf of that Member.

12.2. A Member may by notice to the Secretary change its Representative.

DRAFT 24March2026

13. Membership Fees

13.1. The Board may set any joining fees and/or membership fees and may determine different fees:

a) for different classes or categories of membership,

b) within classes or categories of membership, or

c) for different Members.

13.2. The Board may in its discretion waive or vary the amount of any fee set.

13.3. Any fee charged to Members is payable in such manner and at such times as are determined by the Board.

13.4. A Member who fails to pay any membership fee(s) by the due date may have their membership terminated if the fee(s) remains unpaid for a period prescribed by the Board. The Board may determine the specific period, and the Member will be notified of the impending termination if payment is not received within this timeframe.

13.5. Membership that has been terminated under clause 13.4 may be reinstated at the discretion of the Board upon payment of the outstanding fee(s).

14. Register of Members

14.1. The Secretary or another person delegated by the Board must establish and maintain a register of Members, which may be in electronic form, containing:

a) the name of each Member and the date on which they became a Member,

b) the Member's address, which may be an email address, to which notices from the Company may be sent, and

c) any other information as determined by the Board or required by the Corporations Act.

15. Ceasing to be a Member

15.1. A Member may resign from membership by giving at least one month's written notice to the Company, unless the Board agrees to accept a shorter period of notice.

15.2. A Member ceases to be a Member if they:

a) resign under 15.1,

b) are dissolved or wound up,

c) have their membership terminated or are expelled under this Constitution,

d) no longer satisfy the criteria for their respective class of membership (unless transferred to another class of membership by the Board),

e) are convicted of an indictable offence,

DRAFT 24March2026

f) fail to comply with clauses 8.7 or 8.8 or fail to provide any information required by the Board as part of the renewal process, unless the Board resolves otherwise,

g) fail to satisfy any undertaking given by the Member upon them being admitted as a Member, unless the Board resolves otherwise, or

h) have their membership terminated in any other circumstances prescribed in the terms of membership that are applicable to the Member, unless the Board resolves otherwise.

15.3. Any Member ceasing to be a Member:

a) is not entitled to any refund, in full or part, of any membership fees paid, and

b) will not be readmitted as a Member until all unpaid fees outstanding at the time they ceased to be a Member are paid, including any interest or other charges levied on any outstanding fees.

15.4. Upon ceasing to be a Member, the date on which the Member ceased to be a Member will be recorded in the register of Members.

15.5. Any Member ceasing to be a Member remains liable for any fees owing by that Member to the Company and, if the Company is wound up within 12 months of the date the Member ceases to be a Member, the guarantee under this Constitution.

16. Disciplining a Member

16.1. The Board may take disciplinary action against a Member if the Board considers that the Member has:

a) has failed to comply with this Constitution or any By-laws,

b) has failed to comply with any Code of Conduct,

c) refuses to support the Purpose,

d) acts in a manner prejudicial to the interests of the Company, or

e) acts in a manner that the Board considers it as undesirable for the Member to continue to be a Member.

16.2. Written notice must be provided to the Member of the proposed disciplinary action at least 14 days before the Board meeting at which the matter is to be considered by the Board.

16.3. The written notice must state:

a) that the Board is considering disciplinary action against the Member,

b) that the matter will be considered at a Board meeting and the date of the meeting,

c) the specific allegations made against the Member and the grounds upon which the proposed disciplinary action is based,

d) the range of disciplinary actions that may be imposed, and

DRAFT 24March2026

e) that the Member may provide an explanation or response to the Board and the process and deadline for providing such explanation or response.

16.4. The Member must be given opportunity to explain or defend themselves by:

a) sending the Board a written explanation prior to the Board meeting,

b) speaking at the Board meeting, or

c) both.

16.5. After considering any explanation provided by the Member, the Board may decide to:

a) take no further action,

b) warn the Member,

c) impose such undertakings upon the Member as it deems appropriate, including but not limited to commitments to cease specified conduct, undertake remedial actions or training, or comply with ongoing conditions,

d) suspend the Member's rights as a Member for a period of not more than 12 months,

e) expel the Member,

f) require the matter to be determined at a General Meeting, or

g) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate. This independent person can only make a decision that the directors themselves can make under this clause.

16.6. The Secretary must give the Member written notice of the Board's decision, and the reasons for the decision, within 14 days after the Board meeting at which the decision is made.

16.7. A Member who is suspended is unable to exercise their rights as a Member but must still comply with their duties and obligations as a Member.

16.8. There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

PART C — GENERAL MEETINGS

17. Calling a General Meeting

17.1. The Board may, whenever it thinks fit, call a General Meeting (including an Annual General Meeting or Special General Meeting).

17.2. A General Meeting, called the Annual General Meeting, must be held:

a) within 18 months after registration of the Company, and

DRAFT 24March2026

b) after the first Annual General Meeting, at least once in every calendar year.

17.3. A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any virtual meeting technology that provides the Members as a whole with a reasonable opportunity to participate, including the ability to hear and be heard.

17.4. A Member who participates in a General Meeting using the virtual meeting technology prescribed by the Board is taken to be present in person at the General Meeting and, if the Member votes at the meeting using the virtual meeting technology prescribed, is taken to have voted in person.

17.5. A virtual General Meeting and a General Meeting that is partly held using technology, and partly held at a physical venue or venues, is deemed to have been held at the main physical venue of the meeting as set out in the notice of the meeting.

17.6. If a General Meeting is held:

a) at only one physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at that physical venue,

b) at more than one physical venue (whether or not it is also held using virtual meeting technology), it must be reasonable to hold the meeting at its main physical venue as set out in the notice of the meeting,

c) using virtual meeting technology, it must be held in such a way as to give the persons entitled to attend the General Meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.

17.7. A General Meeting must be held at a reasonable time. A General Meeting is taken to be held at a reasonable time if any of the following applies:

a) if there is only one physical venue (whether or not it is also held using virtual meeting technology), the meeting is held at a time that is reasonable at the venue,

b) if there are two or more physical venues (whether or not it is also held using virtual meeting technology), the meeting is held at a time that is reasonable at the main physical venue for the General Meeting as set out in the notice of the meeting,

c) if the General Meeting is held using virtual meeting technology only, the meeting is held at a time that is reasonable in the timezone of the Company's registered office.

17.8. A General Meeting must also be convened by the Board upon the requisition of any one or more Affiliated Association(s).

17.9. A requisition for a General Meeting called by Affiliated Associations:

a) must state the purpose or purposes of the General Meeting,

DRAFT 24March2026

b) must be signed by the Affiliated Association(s) making the request, which may include electronic signatures,

c) must be lodged with the Secretary, and

d) may be in electronic form or may consist of several documents in a similar form, each signed by one or more of the Affiliated Association(s) making the request.

17.10. A requisition for a General Meeting called by Affiliated Associations:

a) may be in electronic form, and

b) may include one or more signatures transmitted by electronic means.

17.11. If the Board fails to give notice of a General Meeting called by Affiliated Associations within 21 days after the date on which the request for the General Meeting is lodged, any one or more of the Affiliated Association(s) making the request may convene a General Meeting which must be held not later than three months after that date.

17.12. A General Meeting called by Affiliated Associations must be convened as nearly as is practicable in the same manner as a General Meeting convened by the Board.

18. Notice of a General Meeting

18.1. Notice of a General Meeting must be given to:

a) each Member,

b) each Director, and

c) the auditor, if any.

18.2. Notice of a General Meeting must include:

a) the time, date, place of, and, if any, the virtual meeting technology to be used to facilitate the General Meeting, including sufficient information to allow the Members to participate in the General Meeting by means of the virtual meeting technology,

b) state the general nature of the meeting's business, and

c) if applicable, that a Special Resolution is to be proposed at the General Meeting and the words of the proposed Special Resolution.

18.3. Notice of a General Meeting shall be given at least 21 days before the date fixed for the holding of the General Meeting.

18.4. Notice of a General Meeting may be given less than 21 days before the meeting if:

a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand, or

b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

DRAFT 24March2026

18.5. Notice of a General Meeting must not be provided less than 21 days before the General Meeting if it is proposed that a resolution is to be moved to:

a) remove a Director

b) appoint a Director to replace a Director who has been removed, or

c) remove an auditor.

18.6. The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.

18.7. A Member's attendance at a General Meeting waives any objection that the Member may have regarding a failure to give notice, or the giving of defective notice, of the General Meeting.

19. Business at a General Meeting

19.1. Subject to clause 19.2, no business other than that specified in the notice convening a General Meeting is to be transacted at the General Meeting.

19.2. The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of the meeting:

a) the consideration of the annual financial report, the Board report and the auditor's report (if any),

b) the election or announcement of Directors, and

c) if applicable, the appointment of the auditor.

20. Proxies at a General Meeting

20.1. A Member is entitled to appoint a proxy by notice given to the Company at the address stated in the notice of General Meeting, which may be an electronic address, at least 48 hours before the time of the General Meeting in respect of which the proxy is appointed.

20.2. The Board may prescribe a form of proxy however a proxy will be valid provided the instrument purporting to appoint a proxy:

a) is in writing,

b) contains the Member's name and address, the Company's name and the proxy holder's name or the office held by the proxy holder,

c) contains the details of the meeting at which the appointment may be used, and

d) contains the details as to how the proxy holder is to vote on the matters before the General Meeting.

20.3. In the event of a Member not nominating a particular person as proxy holder on the proxy form, the proxy is to be exercised by the chairperson of the General Meeting.

DRAFT 24March2026

20.4. Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy holder votes, a vote cast by the proxy holder is valid even if, before the proxy holder votes, the appointing Member:

a) revokes the proxy holder's appointment, or

b) revokes the authority of a representative or agent who appointed the proxy holder.

20.5. A proxy holder need not be a Member.

20.6. A proxy holder does not have the authority to speak and vote for the Member who appointed that proxy at a General Meeting while that Member is at the General Meeting

21. Quorum at a General Meeting

21.1. The quorum for a General Meeting is a majority of Affiliated Associations present in person by their Representative.

21.2. No business may be conducted at a General Meeting if a quorum is not present.

21.3. If a quorum is not present within 30 minutes after the time appointed for a General Meeting:

a) if convened by or on the requisition of Members, the General Meeting is dissolved, and

b) in any other case, the General Meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the General Meeting.

21.4. If at the adjourned General Meeting a quorum is not present within 30 minutes from the time appointed for the General Meeting, the General Meeting will lapse.

22. Chairperson of a General Meeting

22.1. The President will preside as chairperson of each General Meeting.

22.2. If there is no President, or the President is not present within 15 minutes after the time appointed for the commencement of the General Meeting, or the President is unable or unwilling to act as chairperson of the General Meeting or of part of the General Meeting, then the following persons will preside as chairperson of the General Meeting in the order of precedence:

a) the Vice President,

b) any other Director present who has been appointed as chairperson by the other Directors present, or

c) a Representative present chosen by a majority of the Affiliated Associations present.

22.3. The chairperson of a General Meeting is responsible for the conduct of the General Meeting and any question arising at a General Meeting relating to

DRAFT 24March2026

the order of business, procedure or conduct of the General Meeting must be referred to the chairperson whose decision is final.

22.4. The chairperson of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the General Meeting:

a) impose a limit on the time that a person may speak on a motion or other item of business, question or resolution being considered by the General Meeting,

b) terminate debate or discussion at the General Meeting, and

c) adopt any procedures for casting or recording votes at the General Meeting whether on a show of hands or a poll.

22.5. The chairperson of a General Meeting may at any time during a General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

22.6. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.

22.7. The chairperson of an Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.

23. Methods of Voting at a General Meeting

23.1. An Affiliated Association is entitled to vote at a General Meeting provided all fees due and payable by them to the Company have been paid.

23.2. Associate Members are not entitled to vote at a General Meeting.

23.3. Upon any motion arising at a General Meeting, an Affiliated Association entitled to vote has one vote.

23.4. Votes must be given in person by the Representative or by proxy, or when applicable by direct vote.

23.5. Proxies must not be counted on a vote by a show of hands.

23.6. A Member entitled to vote at a General Meeting may vote by direct vote where such an option is offered by the Board. A direct vote includes a vote delivered to the Company by any means approved by the Board, which may include postal or electronic means.

23.7. The Board may prescribe By-laws in relation to direct voting, including specifying the form, method, and timing of giving a direct vote at a General Meeting in order for the vote to be valid.

23.8. An objection to the qualification of a Member to vote at a General Meeting:

a) must be raised before or at the General Meeting at which the vote objected to is given or tendered, and

DRAFT 24March2026

b) must be referred to the chairperson of the General Meeting whose decision on the qualification to vote is final.

23.9. If virtual meeting technology is used to hold a General Meeting and a document is required or permitted to be tabled at the General Meeting, the document is taken to have been tabled at the General Meeting if the document is:

a) given to the persons entitled to attend the General Meeting, whether physically or by using virtual meeting technology, before the General Meeting, or

b) made accessible to the persons attending the General Meeting, whether physically or by using virtual meeting technology, during the General Meeting.

24. Decisions at a General Meeting

24.1. Motions at a General Meeting are to be decided by ordinary resolution unless otherwise required by this Constitution or the Corporations Act.

24.2. An ordinary resolution is a resolution passed by a simple majority of the votes cast.

24.3. In the case of an equality of votes upon any proposed resolution, the chairperson of the General Meeting, in addition to any deliberative vote, does not have a casting vote, and the proposed resolution is not passed.

24.4. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is demanded in accordance with this Constitution. On a show of hands, the declaration by the chairperson of the General Meeting is conclusive evidence of the result.

24.5. A poll may be demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands by:

a) the chairperson of the General Meeting, or

b) at least one Affiliated Association entitled to vote on the resolution present in person by their Representative or by proxy at the General Meeting.

24.6. Neither the chairperson of the General Meeting nor the minutes of the General Meeting need to state the number or proportion of the votes recorded in favour or against.

24.7. The demand for a poll at a General Meeting may be withdrawn.

24.8. A demand for a poll at a General Meeting does not prevent the continuation of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.

24.9. A poll demanded at a General Meeting must be taken when and in the manner the chairperson of the General Meeting directs including in relation to how votes of Members attending by technology are to be collected.

DRAFT 24March2026

24.10. A poll on the election of a chairperson of a General Meeting or on the question of an adjournment of a General Meeting must be taken immediately.

25. Members Resolutions

25.1. Any one or more Affiliated Association(s) entitled to vote at a General Meeting may give:

a) written notice to the Company of a resolution, to be called a Members Resolution, which they propose to move at a General Meeting, such resolution being one that may be properly considered at a General Meeting, and

b) a written request to the Company that the Company give Members a statement, to be called a Members Statement, about a proposed resolution or any other matter that may properly be considered at a General Meeting.

25.2. A notice of a Members Resolution must set out the wording of the proposed resolution and be signed by the Affiliated Association(s) proposing the resolution.

25.3. A request to distribute a Members Statement must set out the statement to be distributed and be signed by the Affiliated Association(s) making the request.

25.4. Separate copies of a document setting out the notice or request may be signed by Affiliated Association(s) if the wording is identical in each copy.

25.5. If the Company has been given notice of a Members Resolution, the resolution must be considered at the next General Meeting held more than two months after the notice is given.

25.6. The Company must give Members notice of the Members Resolution or a copy of the Members Statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a General Meeting.

25.7. The Company is responsible for the cost of giving Members notice of the Members Resolution or a copy of the Members Statement if the Company receives the notice in time to send it out to Members with the notice of General Meeting.

25.8. The Affiliated Association(s) proposing the Members Resolution are jointly and individually liable for the expenses reasonably incurred by the Company in giving Members notice of the Members Resolution or a copy of the Members Statement if the Company does not receive the Members' notice in time to send it out with the notice of General Meeting. At a General Meeting, the Company may resolve to meet the expenses itself.

25.9. The Company does not need to send the notice of proposed Members Resolution or a copy of the Members Statement to Members if:

a) it is more than 1,000 words long,

DRAFT 24March2026

b) the Board considers it may be defamatory,

c) clause 25.8 applies and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members Resolution or a copy of the Members Statement to Members, or

d) the proposed Members Resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

25.10. The matters upon which Members can vote and properly consider at a General Meeting are limited to those matters expressly provided for in the Corporations Act, this Constitution and the general law which are usually matters outside the scope of the management and daily operations of the Company. Members may vote on certain decisions relating to the governance and Constitution of the Company, including:

a) amendments to the Constitution,

b) changes to the name and type of the Company,

c) the removal of Directors pursuant to the Corporations Act,

d) the appointment and removal of the Company's auditors,

e) approval of Directors' remuneration, and

f) the voluntary winding up or deregistration of the Company.

26. Cancellation or Postponement of a General Meeting

26.1. The Board may cancel, postpone, or change the venue of a General Meeting at any time prior to the meeting except in the case of a General Meeting called upon by the requisition of Affiliated Association(s).

26.2. The Board must give notice of the postponement, cancellation or change of venue of a General Meeting to all persons entitled to receive notices of a General Meeting.

27. Resolutions of Members without a General Meeting

27.1. The Board may put a resolution to the Members to be passed without a General Meeting being held. However, the Company cannot pass resolutions for the following without holding a meeting:

a) a resolution to remove an auditor or remove a Director, or

b) where the Act or this Constitution requires a General Meeting to be held.

27.2. A resolution is passed if a majority of the Members entitled to vote on the resolution sign or agree to the resolution.

27.3. The Members may sign in the way set out in clause 6.2.i). Alternatively, the Company may send a resolution by email to Members, and Members may agree to it by sending a reply email to that effect and including the text of the resolution in their reply.

DRAFT 24March2026

PART D — BOARD OF DIRECTORS

28. Board Composition

28.1. The Board will comprise the following Directors:

a) five **Elected Directors** elected by the Affiliated Associations or appointed to fill a casual vacancy under clause 29.2, and

b) up to two **Appointed Directors** appointed by the Board under clause 31.

28.2. No Affiliated Association may have more than one nominee or representative on the Board serving as an Elected Director.

28.3. The Company must have at least three Directors. Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors in office is reduced to fewer than three Directors, in which case the continuing Directors may act only:

a) to appoint Directors for the purpose of increasing the number of Directors to three or higher,

b) to convene a General Meeting, or

c) in an emergency.

29. Terms of Office for Directors

29.1. A term of office of an Elected Director is approximately two years commencing from the close of the Annual General Meeting at which they are elected and concluding at the close of the second following Annual General Meeting. A retiring Elected Director may stand for re-election if nominated and otherwise eligible.

29.2. If a casual vacancy in the position of an Elected Director occurs, the Board may appoint an eligible individual to fill the vacancy until the close of the next Annual General Meeting.

29.3. An Appointed Director is to serve a term of up to two years as determined by the Board and may, if eligible, be reappointed as Appointed Director at the discretion of the Board.

29.4. If a casual vacancy in the position of an Appointed Director occurs, the Board may appoint a new Appointed Director for a term of up to two years as determined by the Board.

29.5. For clarity, there is no limit on the number of consecutive terms that a Director may serve.

30. Eligibility of Directors

30.1. A person is eligible for election or appointment as a Director if they:

a) are over the age of 18 years,

b) provide their signed consent to act as a Director,

DRAFT 24March2026

c) are not ineligible to be a Director under law, including under the Corporations Act and the ACNC Act,

d) have a Director Identification Number at the time they commence their term, and

e) are not an employee of the Company.

30.2. An Elected Director must also be the duly nominated candidate of an Affiliated Association pursuant to clauses 32.3 and 32.4.b).

31. Appointment of Appointed Directors

31.1. For the purposes of complementing or adding to the mix of skills, experience, capabilities and perspectives that the Board requires to effectively govern the Company, the Board may appoint up to two eligible individuals as Appointed Directors.

31.2. An Appointed Director may be, but does not have to be, a Member.

32. Election of Elected Directors

32.1. Elections are to be held in accordance with this Constitution and any By-laws.

32.2. Prior to an Annual General Meeting, the Board or delegated person will:

a) give notice to the Affiliated Associations of the number of vacancies that may be filled, and

b) invite nomination of candidates for election as Elected Directors from the eligible Affiliated Associations.

32.3. Each eligible Affiliated Association may nominate up to one candidate.

32.4. Nominations must be:

a) in writing on the form prescribed by the Board,

b) signed or authorised by the Affiliated Association that is nominating the candidate,

c) signed by the candidate expressing their consent to serve as an Elected Director, and

d) lodged with the Secretary by the prescribed time.

32.5. Only those candidates who satisfy the requirements in clauses 30 and 32.3 are eligible to stand for election as an Elected Director.

32.6. If the number of eligible candidates is greater than the number of vacancies to be filled, a ballot will be held at the Annual General Meeting using a preferential system of voting where each eligible Affiliated Association must rank the same number of candidates as there are positions to fill.

32.7. Results of the ballot for election of Elected Directors are to be declared at the Annual General Meeting.

DRAFT 24March2026

32.8. If the number of eligible candidates is equal to or less than the number of vacancies to be filled, then the candidates nominated are to be declared elected at the Annual General Meeting without the need for a ballot.

32.9. Any unfilled positions for election as Elected Directors because of insufficient candidates are to be deemed as casual vacancies.

33. Ceasing to be a Director

33.1. In addition to any other way a Director vacates office under this Constitution, a Director ceases to be a Director if:

a) they resign by written notice to the President or the Secretary,

b) the Affiliated Association that nominated them has their membership suspended or is expelled from membership,

c) they die,

d) they are absent from three consecutive Board meetings without leave of absence approved by the Board,

e) they are removed from the position of Director by the Members in accordance with clause 34,

f) they become an employee of the Company, or

g) they are disqualified from being a director under the ACNC Act or the Corporations Act.

34. Removing a Director

34.1. The Affiliated Associations may by ordinary resolution at a General Meeting remove a Director from their position as Director before the expiration of the Director's term of office.

34.2. Clause 25 applies to a resolution of Members to remove a Director, with the following additional requirements:

a) The Company must provide the Director a copy of the notice of intention to move the resolution to remove the Director as soon as practicable after it is received.

b) The Director can give the Company a written statement to circulate to the Affiliated Associations and speak to the motion at the General Meeting. The Director's statement does not have to be circulated if it is more than 1,000 words long or defamatory.

c) The Affiliated Associations must pass an ordinary resolution to remove the Director at the General Meeting.

35. No Alternate Directors

35.1. Directors are not entitled to appoint alternate directors.

36. Office Bearers

36.1. The Board will appoint from amongst the Elected Directors the following Office Bearers:

DRAFT 24March2026

a) a President, and

b) a Vice President.

36.2. The Board will appoint the Office Bearers from amongst the Directors at the first Board meeting after each Annual General Meeting or at any time after a vacancy in the position of an Office Bearer arises.

36.3. Each Office Bearer while they remain a Director will hold their position until the earlier of:

a) the commencement of the first Board meeting after the next Annual General Meeting,

b) their resignation from their position as Office Bearer by written notice to the Secretary in which case they would remain a Director unless they also resign as a Director,

c) their removal from their position as Office Bearer by resolution of the Board, in which case they would remain a Director, or

d) their retirement or removal from the Board as a Director pursuant to clauses 29 or 33.

36.4. The Office Bearers have such powers and duties as specified in this Constitution, as required by law, and as determined by the Board.

37. Powers of the Board

37.1. The powers of the Board are, subject to any applicable Acts and this Constitution, to:

a) control and manage the affairs of the Company,

b) exercise all the functions as may be exercised by the Company other than those functions that are required by this Constitution or an Act to be exercised by a General Meeting, and

c) perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Company.

37.2. The Board may establish and appoint one or more committees to assist the Board in carrying out its functions.

37.3. The Board may delegate any of its powers to:

a) a committee,

b) a Director,

c) an employee of the Company, or

d) any other person,

and may revoke that delegation.

37.4. The delegate must exercise the powers delegated in accordance with any directions, terms, and conditions as set by the Board.

38. By-Laws

DRAFT 24March2026

38.1. The Board may make, amend, or repeal such By-laws as it determines are appropriate for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Company.

38.2. Any By-laws:

a) must be consistent with the provisions in this Constitution, and

b) when in force, are binding on all Members.

39. Duties of Directors

39.1. The Directors must comply with their duties as Directors under legislation and common law which includes the duty:

a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company,

b) to act in good faith in the best interests of the Company and to further the Purpose of the Company,

c) not to misuse their position as a Director,

d) not to misuse information they gain in their role as a Director,

e) to maintain the confidentiality of information received in their role as a Director,

f) to disclose any material personal interest in a matter that relates to the affairs of the Company,

g) to disclose any conflict of interest which may prevent them from properly fulfilling their duties as a Director,

h) to ensure that the financial affairs of the Company are managed responsibly, and

i) not to allow the Company to trade while it is insolvent.

39.2. The Board may make By-laws or adopt a policy consistent with the Corporations Act and the ACNC Act dealing with the disclosure and management of Directors' conflicts of interest and material personal interests.

40. Payments to Directors

40.1. Directors are entitled to:

a) be reimbursed for reasonable expenses properly incurred by the Director in connection with the affairs of the Company, and

b) be paid for any work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done.

40.2. Directors are not entitled to be paid fees for being a Director.

40.3. Any payment made to Directors must be approved by the Board.

41. Board Meetings

DRAFT 24March2026

41.1. The Board may meet, including by technological means, for the dispatch of business, and adjourn and otherwise regulate its meetings as it thinks fit.

41.2. The President alone, or any two Directors, may call a Board meeting.

41.3. At a Board meeting:

a) the President or, in the President's absence, the Vice President is to preside as chairperson, or

b) if the President and the Vice President are absent or unwilling to act, one of the remaining Directors may be chosen by the Directors present at the Board meeting to preside as chairperson.

41.4. Questions arising at any Board meeting are to be decided by a simple majority of votes of those Directors present and entitled to vote.

41.5. Directors are to have one vote on any question at a Board meeting.

41.6. Directors may not assign proxies at a Board meeting.

41.7. In the event of an equality of votes on any question at a Board meeting, the chairperson of the Board meeting does not have a casting vote and the motion is not passed.

41.8. A Board meeting may be held using technology that allows the Directors in attendance to communicate with each other clearly and simultaneously.

41.9. A Director who participates in a Board meeting using technology is taken to be present at the Board meeting and, if the Director votes at the Board meeting, is taken to have voted in person.

41.10. The Board may invite third parties to attend a Board meeting as observers.

42. Notice of a Board Meeting

42.1. Subject to clause 42.3, notice of a Board meeting must be given to each Director at least seven days, or such other period as may be unanimously agreed upon by the Directors, before the time appointed for the holding of the Board meeting.

42.2. Notice of a Board meeting must be given by such means as agreed by the Directors.

42.3. In cases of urgency, a Board meeting can be held without the usual notice provided that as much notice as practicable is given to each Director by the quickest means practicable.

42.4. Non receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the Board meeting.

43. Quorum at a Board Meeting

43.1. To transact business at a Board meeting, a quorum of Directors is required during the time in which the business is dealt with at the Board meeting.

DRAFT 24March2026

43.2. The quorum for a Board meeting is a majority of the Directors currently in office.

44. Decisions of the Board without a Board Meeting

44.1. The Board may pass a Board resolution without a Board meeting being held. The passing of such resolutions:

a) requires a majority of Directors assenting to the resolution within the time specified,

b) may be through the use of technology, and

c) must comply with any policies and procedures regarding the passing of Board resolutions as determined by the Board.

45. Validity of Acts of Directors

45.1. All acts done at any Board meeting or by any individual acting as a Director are valid even if it is later discovered that there was a defect in the appointment of a person as a Director or the person not being entitled to vote.

PART E — ADMINISTRATIVE MATTERS

46. Secretary

46.1. The Board must appoint at least one Secretary.

46.2. The Secretary must provide written consent to act as the Secretary prior to appointment.

46.3. The Secretary holds office on such terms and conditions as the Board determines.

46.4. The Board may remove any Secretary, subject to the terms of any contract and the law.

46.5. The Secretary has such powers and duties as specified in this Constitution, the Corporations Act, and as determined by the Board.

47. Minutes

47.1. The Company must keep minutes of:

a) proceedings and resolutions of General Meetings,

b) proceedings and resolutions of Board meetings,

c) proceedings of committee meetings, and

d) resolutions passed by the Board without a meeting.

47.2. The Company must ensure that the minutes of a meeting are signed within a reasonable time after the meeting, which is usually within one month, by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next meeting.

DRAFT 24March2026

47.3. A minute recorded and signed in accordance with the Corporations Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

48. Service of Notices

48.1. A notice may be given by the Company to a Member by:

a) serving it on the Member personally,

b) sending it by post to the Member's address as shown in the register of Members,

c) sending it to an electronic contact address such as an e-mail address, that the Member has supplied to the Company or to an address which the Member has contacted the Company in the past, or

d) making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address.

48.2. A notice may be given by the Member to the Company by:

a) sending it by post to the Company's registered address, or

b) sending it to an electronic contact address such as an e-mail address, that the Company has supplied to the Member for the purpose of serving notices.

48.3. Where a notice is sent by post, service of the notice is taken to be effected three days after it is posted.

48.4. Where a notice is sent by email or by other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

49. Accounts and Audit

49.1. 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 if required.

49.2. The financial year of the Company commences on the first day of January and ends on the 31st day of December or such other period as may be prescribed by the Board.

50. Inspection of Records

50.1. A Member other than a Director does not have the right to inspect any books, records, or documents of the Company except as provided by law or authorised by the Board.

51. Indemnity of Directors

DRAFT 24March2026

51.1. The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.

51.2. In this clause 51, 'officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.

51.3. In this clause 51, 'to the relevant extent' means:

a) to the extent that the Company is not precluded by law including the Corporations Act from doing so,

b) to the extent that the conduct of the officer did not constitute serious and wilful misconduct, and

c) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person including an insurer under an insurance policy.

51.4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

51.5. To the extent permitted by law, the Company may:

a) purchase and maintain insurance, and

b) pay or agree to pay a premium for an insurance,

against any liability incurred by the officer as an officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal.

52. Amending the Constitution

52.1. The Company may amend this Constitution by the Affiliated Associations passing a Special Resolution.

53. Winding Up the Company

53.1. Voluntary dissolution of the Company may only be achieved by a Special Resolution of Affiliated Associations and following all the requirements of the Corporations Act, and any other applicable laws.

53.2. If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former Member.

53.3. Subject to the Corporations Act, any other applicable laws, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more charities:

a) with a charitable purpose similar to, or inclusive of, the Purpose of the Company, and

b) which prohibits the distribution of any surplus assets to its members to at least the same extent as the Company.

DRAFT 24March2026

53.4. The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Affiliated Associations at or before the time of winding up.

53.5. If the Affiliated Associations do not make a decision under this clause 53, the Company may apply to the Supreme Court to make this decision.

54. Transitional Arrangements

54.1. Transition – Members

Upon registration of the Company:

a) the Members will be:

i. the person(s) included on the application for registration of the Company, and

ii. the members of Business Educators Australasia Inc (Registration NumberA00789).

b) An Affiliated Association of Business Educators Australasia Inc will continue as an Affiliated Association of the Company;

c) Any member of Business Educators Australasia Inc without voting rights will be classified as an Associate Member.

54.2. Transition – Board of Directors

a) Despite clause 28, the Directors to hold office from the date the Company is registered are those individuals listed as Directors in the application to register the Company and such Directors will be designated as the initial Elected Directors.

b) In conjunction with the Company's first Annual General Meeting:

i. One-half (rounded up if not a whole number) of the initial Elected Directors will retire, but they may be re-elected if otherwise nominated and eligible, and

ii. elections will be held to fill any vacancies to bring the total number of Elected Directors to five.

c) In conjunction with the Company's second Annual General Meeting:

i. The remaining initial Elected Directors will retire, but they may be re-elected if otherwise nominated and eligible, and

ii. elections will be held to fill any vacancies to bring the total number of Elected Directors to five.

d) The initial Elected Directors will agree amongst themselves which of them is to retire at the first and second Annual General Meetings respectively but, if they cannot agree, lots will be drawn to determine which initial Elected Directors will retire at the respective Annual General Meetings.

e) The Board may appoint up to two (2) Appointed Directors at any time after registration of the Company.

54.3. Transition – Office Bearers

DRAFT 24March2026

a) The Board will appoint a President and Vice President in accordance with clause 36 at any time upon registration of the Company.

54.4. Transition – Committees

a) Any existing committee established under the constitution of Business Educators Australasia Inc will continue until otherwise dissolved or ceased by the Board.

54.5. Any question, issue or dispute relating to or arising in consequence of the adoption of this Constitution and the transitional rules shall be determined by resolution of the Board whose decision shall be final.

END OF CONSTITUTION

DRAFT 24March2026