

**CORPORATIONS ACT 2001 (Cth)**

**CONSTITUTION**

**of**

**LEADR**

**A Company Limited by Guarantee**

*(Incorporating all amendments made up to and including those adopted at the Annual General Meeting on 1 December 2004)*

**NAME**

1 The name of the Company is LEADR.

**OBJECTS AND POWERS OF LEADR**

2 The objects for which LEADR is established are:

- (a) To promote the development, acceptance and usage in the community of negotiation, mediation and other alternative dispute resolution methods.
- (b) To promote the active role of dispute resolution professionals in the resolution of disputes by negotiation, mediation and other alternative dispute resolution methods.
- (c) To promote and enhance the acceptance by the community of dispute resolution professionals to serve their requirements in negotiation, mediation and other alternative dispute resolution methods.
- (d) To encourage the implementation by State and Federal Courts of alternative methods for dispute resolution and to co-operate with governments and other organisations involved in promoting such methods.
- (e) To publish information concerning developments in the field of alternative dispute resolution and to encourage the use of appropriate alternative dispute resolution clauses for inclusion in agreements.
- (f) To consult and co-operate with associations and bodies having similar objects formed (now or hereafter) in any part of Australia or overseas and to take in conjunction with them or any of them such action as may be consistent with these objects.
- (g) To express the views of LEADR to governments and other authorities and bodies and the public.

- (h) To provide or procure the provision of education and training in negotiation, mediation and other alternative dispute resolution methods.
- (i) To educate the community in regard to the availability of negotiation, mediation and other alternative dispute resolution methods.

3 Solely for the purpose of carrying out the aforesaid objects and not otherwise LEADR shall have the following powers:

- (a) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

Provided that no Member shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by LEADR.

- (b) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of LEADR.

Provided that LEADR shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on LEADR under or by virtue of Articles 5 and 6 of this Constitution.

- (c) To buy, sell and deal in all kinds of materials (written and other) apparatus and provisions required by the Members or persons frequenting LEADR's premises.

- (d) To purchase, lease, exchange, hire or otherwise acquire any land, building, easement or property, real or personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of LEADR.

Provided that in case LEADR shall take or hold any property which may be subject to any trusts LEADR shall only deal with the same in such manner as is allowed by the law having regard to such trusts.

- (e) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to any of LEADR's objects and to obtain from any such Government or authority any rights, privileges and concessions which LEADR may think it desirable to obtain, and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.

- (f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of LEADR.

- (g) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of LEADR; and to grant pensions and allowances, and to make

payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences in order to directly or indirectly advance LEADR's interests and to contribute to, subsidise or otherwise assist and take part in, the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (i) To invest and deal with the money of LEADR not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (j) To borrow, raise or secure the payment of money in such manner as LEADR may think fit and secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by LEADR in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of LEADR's property (both present and future), and to purchase, redeem or pay off such securities.
- (k) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (l) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of LEADR.
- (m) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of LEADR's property of whatsoever kind sold by LEADR or any money due to LEADR from purchasers and others.
- (n) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of LEADR but subject always to the proviso in paragraph (d) of this Article 3.
- (o) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of LEADR in the form of donations, annual subscriptions or otherwise.
- (p) To print and publish any newspapers, periodicals, books or leaflets that LEADR may think desirable for the promotion of its objects.
- (q) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which LEADR is authorised to amalgamate.
- (r) To transfer all or any part of the property, assets, liabilities and engagements of LEADR to any one or more of the companies, institutions, societies or associations with which LEADR is authorised to amalgamate.
- (s) To make donations for patriotic or charitable purposes.

PROVIDED THAT LEADR shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of LEADR would make it a trade union.

- 4 The powers set forth in sub-section 124 of the Act shall not apply to LEADR except insofar as they are included in Article 3. Subject to the Act, LEADR is prohibited from exercising any powers other than those powers set forth from time to time in Articles 3 and 4.

### **INCOME AND PROPERTY OF LEADR**

- 5 All income and property of LEADR shall at all times be applied solely towards the promotion of the objects of LEADR as set out in this Constitution and no portion of it shall be directly or indirectly paid or transferred by way of dividend, bonus or otherwise, to the Members.

- 6 Subject to Article 61(j), nothing contained in this Constitution shall prevent:

- (a) the payment in good faith of:
  - (i) remuneration to any officers, servants or Members of LEADR for services actually rendered to LEADR and for goods or services supplied in the ordinary course of business or profession; or
  - (ii) interest to a Member (including a Director) at a rate not exceeding the rate referred to in Article 68, on money borrowed from any Member (including a Director) of LEADR; or
  - (iii) reasonable and proper rent for premises demised or let by any Member (including a Director) of LEADR;
- (b) the Principal Executive Officer, Honorary Treasurer or Secretary simultaneously holding the position of Director; or
- (c) payments in good faith by LEADR to a Director:
  - (i) for out-of-pocket expenses incurred in carrying out the duties of the Director where the payments do not exceed an amount previously approved by the Board;
  - (ii) for any service rendered to LEADR in a professional or technical capacity, where the provision of that service has the prior approval of the Board and the amount payable is approved by resolution of the Board and is on reasonable commercial terms;
  - (iii) of any salary or wage due to a Director as an employee of the company, where the terms of employment have been approved by a resolution of the Board.

### **ALTERATIONS TO BE APPROVED**

- 7 No addition, alteration or amendment shall be made to or in the Constitution for the time being in force, unless the same shall have been approved by ASIC.

## **FURTHER CONDITIONS MAY BE IMPOSED**

- 8 Articles 4 to 7 and 103 of this Constitution contain conditions upon which a licence was granted by Section 383 of the Corporations Law (as in force prior to 1 July 1998). For the purposes of preventing any evasion of the provisions of the said Articles, ASIC may from time to time, on giving notice to LEADR of its intention so to do, and after affording LEADR an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by LEADR.

## **LIMITED LIABILITY**

- 9 The liability of the Members is limited.

## **GUARANTEE**

- 10 Every Member undertakes to contribute to the property of LEADR in the event of the same being wound up while being a Member or within one year after ceasing to be a Member an amount not exceeding \$100.00 as a contribution towards:
- (a) payment of the debts and liabilities of LEADR (contracted before membership ceased);
  - (b) the costs, charges and expenses of winding up; and
  - (c) the adjustment of the rights of the contributories amongst themselves.

## **MEMBERSHIP**

### **Number of Members**

- 11 The number of persons or Entities who may be admitted as Members of LEADR is not limited by this Constitution.

### **Honorary membership**

- 12 The Board may from time to time offer honorary membership of LEADR to such persons as it thinks fit, provided that the number of current and proposed Honorary Members, who are not past Chairs of the Board, shall not exceed 5. A person will become a Honorary Member on the receipt by LEADR of written acceptance of the offer to become a Honorary Member.

### **Application for membership**

- 13 Every personal application to become a Member, shall be made in writing, signed by the applicant and shall be in such form and accompanied by such information as the Board from time to time prescribes.
- 14 Every application by an Entity to become a Member, shall be made in writing signed by the secretary, a director or public officer (or equivalent) of the Entity and shall be in such form and accompanied by such information as the Board from time to time prescribes.

- 15 Any person or Entity admitted as a Member pursuant to this Constitution shall be deemed to have agreed to further the objects of LEADR as stated in Article 2 and to be bound by the provisions of this Constitution and the By-laws made thereunder and to observe all the provisions thereof.

### **Admission to membership**

- 16 The Board may admit to membership any person who or Entity which, in the opinion of the Board, would be suitable to be admitted as a Member having regard to the objects and purpose of LEADR.
- 17 When an application is not approved after consideration by the Board, neither LEADR nor the Board will be required to give any reasons for such non-approval.
- 18 An applicant admitted to membership shall be given written notice of admission and a request for payment of the first annual subscription. Upon receipt by LEADR of the applicant's first annual subscription or agreed instalment thereof the applicant shall become a Member, provided that if such subscription or instalment is not received within two calendar months after the date of the notice, the acceptance of the applicant for membership and any entitlement to membership shall, subject to the discretion of the Chair, lapse and be of no effect.

### **Categories of Members**

- 19 The Board has the power to create, remove, amalgamate or otherwise vary categories of Members at its discretion.
- 20 The Board may by resolution, passed with a two-thirds majority, add, vary (including abrogate) or remove rights attaching to any category of Members. Within one month after such variation or cancellation the Board must send a notice describing the change to Members in that category.

### **Subscriptions**

- 21 An Honorary Member will not be required to pay any subscription for membership.
- 22 Members (other than Honorary Members) will pay such annual subscriptions to LEADR or to Chapters as may be determined from time to time by the Board. In so determining annual subscriptions, the Board may differentiate in the amount payable between categories of Members on the basis of membership of a Chapter, level of accreditation or experience or academic or student status, or such other criteria (without limitation) as the Board may determine from time to time, and may allow for discounted annual subscriptions for more than one Member from a single Entity.
- 23 All annual subscriptions will be due and, unless payment by instalments has been agreed, be payable in advance on the first day of July in every year, or such other date as may be prescribed in the By-laws. If payment of the subscription by instalments has been agreed, instalments shall be due and payable in accordance with that agreement.
- 24 If the subscription, or any instalment in respect of the subscription, payable by a Member remains unpaid for a period of two calendar months after it becomes due then the

Member shall, subject to the discretion of the Chair, cease to be a Member, but may at the discretion of the Chair be reinstated upon such terms as the Chair may determine.

### **Cessation of Membership**

- 25 A Member may at any time by giving notice in writing to the Secretary or the Secretary of a Chapter to which power to admit members is delegated, resign from membership of LEADR, but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of such resignation and for all other moneys due by the Member to LEADR and in addition for any sum not exceeding one hundred dollars for which the Member is liable under Article 10 of this Constitution.
- 26 Refusal or neglect by a Member to comply with the provisions of the Constitution or By-laws of LEADR or acting in any manner which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of LEADR, shall constitute grounds for disciplinary action against a Member. The Board's disciplinary powers include, amongst other powers, the power to censure, suspend or expel the Member from LEADR. The Board may publish relevant particulars and the outcome of any disciplinary proceedings.
- 27 The Board may investigate any conduct by a Member of the kind, or suspected to be of the kind, referred to in Article 26.
- 28 The Board may indicate in By-laws from time-to-time and without limiting the Board's powers under Article 26, examples of conduct which the Board considers unbecoming of a Member or prejudicial to the interests of LEADR.
- 29 The Board may delegate its investigative powers to a committee formed in accordance with Article 79 or person to such extent as the Board sees fit. Such committee or person must report back to the Board, who may take disciplinary action against a Member for any conduct referred to in Article 26.
- 30 The Board may establish By-laws governing the conduct of disciplinary proceedings against any Member arising out of conduct referred to in Article 26.

### **GENERAL MEETINGS**

- 31 An annual general meeting of LEADR shall be held in accordance with the provisions of the Act.
- 32 Any Director may at any time convene a general meeting. A general meeting may also be convened when requisitioned or convened by Members in accordance with the Act.
- 33 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty one days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of the general meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from LEADR.
- 34 For the purpose of Article 33 all business shall be special that is transacted at a general meeting, with the exception of the consideration of the accounts, balance sheets, the

report of the Board and Auditors, the election of Directors in the place of those retiring, and the appointment of the Auditors, if necessary.

### **Proceedings at General Meetings**

- 35 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided five Members present in person shall be a quorum. For the purpose of this Article "Member" includes a person attending as a proxy or as representing a corporation which is a Member.
- 36 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than three) shall be a quorum.
- 37 The Chair shall preside as chair at every general meeting of LEADR, or if there is no Chair, or the Chair is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chair shall be the chair or if the Vice-Chair is not present or is unwilling to act then the Members present shall elect one of their number to chair the meeting.
- 38 The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

### **Votes**

- 39 A Member may vote in person or by proxy or by attorney. On a show of hands every person present who is a Member or a duly authorised representative of a Member shall have one vote and on a poll every Member present in person or by proxy or by attorney or the duly authorised representative shall have one vote.
- 40 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chair; or
  - (b) by at least three Members present in person or by proxy.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes

of the proceedings of LEADR shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

41 If a poll is properly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise at the date and time as the chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chair or on a question of adjournment must be taken immediately. A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

42 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.

43 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by that Member's board or trustee or by such other person as properly has the management of the Member's estate, and any such board, trustee or other person may vote by proxy or attorney.

44 Notwithstanding the provision of any other Article, no Member whose annual subscription shall be more than one month in arrears at the date of a general meeting shall be entitled to vote at that general meeting.

45 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct the Member's proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

46 The instrument appointing a proxy may be in the following form or in a common or usual form:

*I, ..... of .....  
being a member of LEADR hereby appoint ..... of  
..... or such appointee  
failing..... of ..... as my proxy to  
vote for me on my behalf at the (annual) general meeting of LEADR, to be held on the  
..... day of ..... 2..... and at any adjournment  
thereof.*

*My proxy is hereby authorised to vote \* in favour of/against the following resolutions.*

*Signed this ..... day of ..... 2.....*

\* Strike out whichever is not desired.

47 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be

deposited at the registered office of LEADR or at such other place within the State or Territory as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default, the instrument of proxy shall not be treated as valid.

- 48 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing, of such death, unsoundness of mind or revocation as aforesaid has been received by LEADR at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is issued.
- 49 No objection shall be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken. Every vote not disallowed at the meeting or adjourned meeting or when the poll is taken shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

#### **THE BOARD (INCLUDING OFFICE BEARERS)**

- 50 The Board shall consist of:
- (a) seven Members elected to the Board or appointed in accordance with this Constitution; and
  - (b) those Members, if any, appointed to the Board pursuant to Articles 53 and 54; and
  - (c) if the Board in its discretion so determines, the person appointed by the Board to hold the office of Principal Executive Officer of LEADR, for the period during which that person holds that office; and
  - (d) if the Board in its discretion so determines, the person appointed by the Board to hold the office of Secretary of LEADR pursuant to Article 98, for the period during which that person holds that office.
- 51 At the annual general meeting of LEADR in each year, the Directors shall be elected from among the Members in accordance with this Constitution.
- 52 All Directors elected or appointed in accordance with this Constitution shall hold office for a period of two years following the annual general meeting at which they are elected or appointed when they shall retire but they shall be eligible for re-election or re-appointment as the case may be. A member appointed by the Board as a Director pursuant to Article 61 shall hold office only until the next scheduled election.

#### **Chapter Nominated Representatives to the LEADR Board**

- 53 A Chapter may nominate a Member for appointment to the LEADR Board when:
- (a) that Chapter has 50 or more Members at the time of the nomination, and

- (b) the nominated member has nominated for election to the LEADR Board, and
- (c) an annual election for the LEADR Board has been called, and
- (d) the nominated Member accepts the nomination of the Chapter, and
- (e) the Chapter Executive notifies the LEADR Board Returning Officer not less than one business day prior to the close of voting for the LEADR Board that the Member is the Nominated Member for that Chapter.

54 The Nominated Member shall become a member of the LEADR Board if no other Member from the nominating Chapter is elected to the LEADR Board pursuant to Article 57, at the annual general meeting.

### **Office Bearers**

55 The office bearers of LEADR shall consist of a Chair, a Vice-Chair and an Honorary Treasurer, all of whom shall be Members.

56 At the first meeting of each new Board, which will be held by the end of the next month following the annual general meeting of LEADR in each year, the Board shall elect, from the elected and appointed Directors, the office bearers referred to in Article 55. Pending that election, the previous office bearers shall continue to hold office and if any of them will not be a continuing Director, that person will be ex officio a Director until the first meeting of the new Board but may not participate in the election of office bearers.

### **Election process**

57 The election of Directors shall take place in the following manner:

- (a) any two Members shall be at liberty to nominate any other Member to serve as a Director;
- (b) nominations of Members to serve as Directors shall be in writing, signed by the nominee and the nominee's proposer and seconder, and lodged with or communicated by electronic means to the Secretary at least 28 days (or such other period as the Board may determine) before the annual general meeting at which the election is to take place;
- (c) a list of nominees' names in alphabetical order together with the proposers' and seconders' names shall be posted in a conspicuous place in the registered office of LEADR for at least seven days immediately preceding the annual general meeting at which the election is to take place;
- (d) balloting lists shall be prepared (if necessary) containing the names of the nominees only in alphabetical order.

Each Member present at an annual general meeting in person or by proxy shall be entitled to vote for election of Directors, provided that each Member so voting shall vote for no more than seven nominees, and the seven nominees who receive the most votes shall be declared elected, any tie that would result in the number elected exceeding seven, being decided by lot in the manner determined by the chair.

- 58 In addition to the powers of appointment referred to in this Constitution, the Board shall have power at any time to appoint any Member to the Board to fill any casual vacancy arising under Article 61.
- 59 If, at any time, the total number of Directors falls below seven, the Board must, within a reasonable time, exercise its powers under Article 58 to ensure that the Board consists of at least seven Directors.
- 60 The Members may by ordinary resolution of which special notice, in accordance with the Act, has been given to Members remove any Director before the expiration of that Director's period of office and may by an ordinary resolution appoint another Member to the Board in that Member's stead. The Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for election.

### **Vacation of Office**

- 61 The office of a Director shall become vacant if the Director:
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (b) becomes prohibited or disqualified from being a Director of a company by reason of any order of the Court or ASIC pursuant to the Act;
  - (c) ceases to be a Director by operation of the Act;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his or her office by notice in writing to LEADR;
  - (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
  - (g) holds any office of profit in LEADR other than that of Principal Executive Officer, Honorary Treasurer or Secretary;
  - (h) ceases to be a Member;
  - (i) is directly or indirectly interested in any contract or proposed contract with LEADR, except to the extent permitted by Articles 6, 68 and 69; or
  - (j) has a direct or indirect interest in any contract (or series of contracts) with LEADR which exceeds, in aggregate in any 12 month period, 10% of LEADR's revenue in that period or 20% of that Director's income during that period. A Director's interests or income for the purposes of this Article are taken to include the income or interests of the Director's associates.

### **Alternate Directors**

- 62 A Director may appoint a Member to be that Director's alternate Director during the Director's inability for any time to act as Director. An appointment under this Article may at any time be revoked.

- 63 Any Member holding office as an alternate of the Board shall be entitled to receive notice of meetings of the Board, to attend and vote at those meetings and to exercise all the powers of the appointer in his or her place.
- 64 An alternate Director shall automatically vacate office if the appointer vacates office as a Director or the Members remove the appointer from office. Such person shall in addition vacate office if the appointment under Article 62 is revoked.
- 65 Any appointment or removal under Articles 62, or 64 shall be effected by notice in writing under the hand of the Director making the same addressed to the Secretary with a copy to the person being appointed or removed.

### **Powers and Duties of the Board**

- 66 The business of LEADR shall be managed by the Board who may pay all expenses incurred in promoting the registering of LEADR and may exercise all such powers of LEADR as are not, by the Act or by this Constitution required to be exercised by LEADR in general meeting subject nevertheless to any of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by LEADR in general meeting; provided that any Article, regulation or by-law of LEADR made by the Board may be disallowed by LEADR in general meeting and provided further that no resolution or regulation made by LEADR in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
- 67 The Board may exercise all the powers of LEADR to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability or obligation of LEADR.
- 68 For the purposes of Article 6 of this Constitution the rate of interest payable in respect of money lent by a Member to LEADR shall not exceed the lowest rate being offered by banks in the Australian Capital Territory in respect of 12 month term deposits at the time the money is lent by the Member to LEADR.
- 69 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to LEADR shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two Directors or in such other manner as the Board from time to time determines.
- 70 The Board shall engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their salaries. The Board may appoint any officer to hold the office of Principal Executive Officer and such appointment shall continue until determined by the Board.
- 71 The Board shall cause minutes to be made:
- (a) of all appointments of officers and servants;
  - (b) of names of Directors present at all meetings of LEADR and of the Board; and
  - (c) of all proceedings at all meetings of LEADR and of the Board.

Such minutes shall be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting.

## **PROCEEDINGS OF THE BOARD**

### **Convening meetings**

72 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Board.

### **Voting**

73 Every Director shall have one vote. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chair of the meeting shall have a second or casting vote.

### **Notice**

74 Subject to Article 75, not less than 7 days notice shall be given to every Director of any Board meeting specifying the time, place and general nature of the business of such meeting, but where the Chair considers that a matter of sufficient urgency exists the Chair may take such steps as the Chair considers necessary to notify Directors of the proposed meeting notwithstanding that 7 days notice shall not have been given. The Directors may also consent to short notice of a meeting of the Board.

75 A Director who is absent from Australia shall not be entitled to receive notices pursuant to Article 74 nor need the Chair give such Director any notification pursuant to the preceding paragraph. A meeting of the Board may be held at short notice without such person's consent.

### **Quorum**

76 Unless otherwise determined by the Board the quorum necessary for the transaction of the business of the Board shall be a majority of the total Board as provided in Article 50.

77 The continuing Directors of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of LEADR, but for no other purpose.

### **Chair**

78 The Chair shall preside as chair at every meeting of the Board, or if there is no Chair, or if at any meeting the Chair is not present within 10 minutes after the time appointed for holding the meeting, the Vice-Chair shall be chair or if the Vice-Chair is not present at the meeting then the Members may choose one of their number to chair the meeting.

## **Committees and Advisory Boards**

- 79 The Board may delegate any of its powers and functions (not being duties imposed on the Board as the Directors of LEADR by the Act or the general law) to one or more committees appointed by the Board consisting of such Director or Directors as the Board thinks fit. Any committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any Director or Directors and all members of such committees shall have one vote.
- 80 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee present, and in the case of an equality of votes the chair of the committee shall have a second or casting vote.
- 81 The Board may appoint one or more advisory boards consisting of such Members or Directors as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any Member or Members and all members of such advisory boards shall have one vote.

## **Use of technology in relation to meetings**

- 82 A meeting of the Board or of a Chapter or of a Chapter Executive may be called or held using telephone or video conferencing, or any other technology approved by the Board. The approval may be a standing one.

## **Validity of Acts**

- 83 All acts done by any meeting of the Board or of a committee appointed by the Board under Article 79 or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of any such Director or person acting as aforesaid, or that the Directors or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified to be a Director

## **Circular Resolutions**

- 84 A resolution in writing signed by all the Directors who are then in Australia and are eligible to vote on the resolution (being at least a quorum) is as valid and effectual as if it had been passed at a meeting of the Directors held at the time when the written resolution was signed by the last eligible Director to sign it. A written resolution may consist of several documents in like form, each signed by one or more Directors.
- 85 When:
- (a) the Board has resolved that a particular matter or category of matter may be dealt with by circular resolution signed by a majority of the Board; and
  - (b) a resolution (including by fax or electronic means) on that matter, or a matter within that category, has been sent to all Directors; and

- (c) a majority of Directors who are eligible to vote on the resolution (being at least a quorum) sign and return the resolution to LEADR (including by fax or electronic means) within three business days after despatch of the resolution under paragraph (b); and
- (d) LEADR does not, within three business days after despatch of the resolution under paragraph (b), receive notice of dissent by a Director in respect of the resolution;

such resolution is as valid and effectual as if it had been passed at a meeting of the Directors held at the close of business, three business days after the despatch of the resolution under paragraph (b). The resolution may consist of several documents (including documents transmitted by electronic means) in like form, each signed by one or more Directors.

## **CHAPTERS**

- 86 The Board may establish or cause to be established in Australia or in any other country or in any state or regional area therein, a Chapter of LEADR, the members of which shall be all those Members of LEADR having their principal place of practice or residence in the country, state or region in which a Chapter has been constituted in terms of this Article.
- 87 A Chapter Executive shall comprise not more than nine Members.
- 88 By no later than 30 November each year, each Chapter shall hold an annual general meeting at which the election of the Chapter Executive shall take place.
- 89 The election will take place at a meeting after all members of the Chapter have been given at least 21 days notice of the meeting at which the Chapter Executive is to be appointed which notice shall call for nominations to be delivered to the Chapter Chair by no later than seven days prior to the meeting.
- 90 If there are no more than nine nominees an election will not be required but should there be more than nine nominees, an election will take place to elect nine members of the Chapter Executive.
- 91 Proxy votes shall be permitted in respect of the election of the Chapter Executive.
- 92 At the first Chapter Executive meeting after the annual general meeting the Chapter Executive must appoint from the members of the Chapter Executive a Chapter Chair, Chapter Vice-Chair and Chapter Secretary/Treasurer or Chapter Secretary and Chapter Treasurer.

## **Powers and Responsibilities of the Chapters**

- 93 Chapters must ensure that:
  - (a) all of their members, from time to time, are Members of LEADR; and
  - (b) their Constitution or rules are at all times consistent with the objects and purposes of LEADR.
- 94 Chapters may for so long as they are a Chapter of LEADR:

- (a) use the LEADR name;
- (b) enjoy such other benefits as may be agreed by the Board of LEADR and the Chapter.

- 95 Members of each Chapter agree, and must endeavour to ensure, that the Chapter to which they belong acts consistently with this Constitution, the objects and purposes of LEADR, and the policies of the LEADR Board from time to time.
- 96 The member of a Chapter elected as Chapter Chair and the Chapter Executive shall carry out such functions and have such powers to act on behalf of LEADR as the Board may from time to time determine.

### **Delegation of Board Powers and Functions**

- 97 The Board may, subject to such conditions as the Board may see fit to impose, delegate to a Chapter any of its functions or powers including the power to admit applicants to membership of LEADR. The Board may from time to time by a majority of not less than two thirds of the Board, revoke, vary or amend the terms of any such delegation.

### **SECRETARY**

- 98 The Secretary shall in accordance with the Act be appointed by the Board for such term, upon such conditions as the Board thinks fit, and any Secretary so appointed may be suspended or removed by the Board. Nothing herein shall prevent the Board from appointing a Member as Honorary Secretary and any Member so appointed shall forthwith become an office bearer of LEADR and, if not already a Director, ex officio a Director, and shall be subject to the provisions of Article 6 of this Constitution.
- 99 The Board may vest in the Secretary such powers, duties and authorities as it may from time to time determine and the Secretary shall exercise all such powers and authorities subject at all times to the control of the Board.
- 100 The Secretary may be a Director only if not a permanent employee of LEADR but shall attend its meetings and all general meetings of LEADR and may be heard on any matter.

### **SEAL**

- 101 The Board shall provide for the safe custody of the Seal which shall be used only by the authority of the Board or of a committee of Directors authorised by the Board to authorise its use, and every document to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board to countersign that document or a class of documents in which that document is included.

### **ACCOUNTS**

- 102 True accounts shall be kept of the sums of money received and expended by LEADR and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of LEADR, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Board pursuant to Article 104 for the time being shall be open to the inspection of the Members. Once at

least in every year, the accounts of LEADR shall be examined by one or more properly qualified Auditor or Auditors who shall report to the Members in accordance with the provisions of the Act.

- 103 The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report as required by the Act, provided however that the Board shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than 6 months before the date of the meeting.
- 104 Subject to the Act, the Board shall from time to time determine in accordance with Article 103 of this Constitution at what times and places and under what conditions or regulations the accounting and other records of LEADR shall be open to the inspection of Members.

### **AUDIT**

- 105 A properly qualified auditor or auditors shall be appointed and his or her or their duties regulated in accordance with the Act.

### **NOTICE**

- 106 Any notice required by law or by or under this Constitution to be given to any Member shall be given by:
- (a) sending it by post to the Member at the Member's registered address, or to the address, if any, supplied by the Member for the giving of notices; or
  - (b) if the Member has consented, sending it by email or other form of electronic communication (as defined in the Electronic Transactions Act 2000 (Cth)).
- 107 When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the first business day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. When a notice is sent electronically service of the notice shall be deemed to be effected one business day after it leaves the system of LEADR.
- 108 Notice of every general meeting, including the Annual General Meeting, shall be given in any manner hereinbefore authorised to:
- (a) every Member except those Members for whom LEADR has no registered address or other address or an address for the giving of notices to them;
  - (b) each Director; and
  - (c) the Auditor or Auditors.

No other person shall be entitled to receive notices of general meetings.

## **DISTRIBUTION ON WINDING UP OR DISSOLUTION**

- 109 If upon the winding up or dissolution of LEADR there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of LEADR and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on LEADR under or by virtue of Article 5, such institution or institutions to be determined by the Members at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination, provided that such institution or institutions have already been endorsed as income tax exempt by the Commissioner of Taxation.

## **INDEMNITY AND INSURANCE**

- 110 Every Director, Auditor, Secretary and other officer for the time being of LEADR shall be indemnified out of the assets of LEADR against any liability arising out of the execution of the duties of the Member's office which is incurred by the Member in defending any proceedings, whether civil or criminal, in which judgment is given in the Member's favour or in which the Member is acquitted or in connection with any application under the Act in which relief is granted to the Member by the court in respect of any negligence, default, breach of duty or breach of trust.
- 111 LEADR may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Secretary or executive officer of LEADR against liability incurred by the person in that capacity, including a liability for legal costs, unless:
- (a) LEADR is forbidden by statute to pay or agree to pay the premium; or
  - (b) the contract would, if LEADR paid the premium, be made void by statute.

## **BY-LAWS**

- 112 The Board shall have power from time to time to make such By-laws as are in its opinion necessary and desirable to provide criteria for membership eligibility (including continuing membership) and accreditation status for membership of LEADR and for the proper control, administration and management of LEADR's affairs, operations, finances, interests, effects and property and from time to time to amend and repeal such By-laws.
- 113 Notwithstanding the foregoing provisions of this Article, the Members in general meeting, may amend or repeal any By-law made by the Board.
- 114 A By-law shall:
- (a) be subject to this Constitution;
  - (b) not be inconsistent with the objects of LEADR or any provision contained in this Constitution; and

- (c) when in force, be binding on all Members and Directors and shall have the same effect as this Constitution.

## **PATRON**

- 115 The Board may nominate a natural person who is an Honorary Member to hold the title of the Patron of LEADR.

## **REFERRALS**

- 116 Nothing in this Constitution restricts:
- (a) the Board or LEADR's discretion to refer Members or Directors to third parties as mediators; or
  - (b) the ability of those Members or Directors to act as mediator following such referral, and to enter into a contract to act as a mediator for that purpose, while remaining a Member or Director.

## **TRANSITIONAL PROVISIONS - 2002**

- 117 The persons elected or holding office under the Articles of Association of LEADR immediately prior to the time of the adoption of this Constitution shall retain their position.

## **DEFINITIONS AND INTERPRETATION**

- 118 This Constitution shall be construed with reference to the Act. Terms used in this Constitution shall be taken as having the same meanings as they have when used in that Act and the Regulations made thereunder unless the contrary intention appears. The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to LEADR.
- 119 In the interpretation of this Constitution except where excluded by the context:
- (a) “**Act**” means the Corporations Act 2001 (Cth);
  - (b) “**ASIC**” means the Australian Securities and Investments Commission;
  - (c) “**Auditor**” means the auditor of LEADR referred to in Article 105;
  - (d) “**the Board**” means the board of Directors of LEADR;
  - (e) “**By-laws**” means the by-laws made pursuant to Article 112;
  - (f) “**Chair**” means the chairperson of the Board elected in accordance with Article 56;
  - (g) “**Chapter Chair**” means the chairperson of the Chapter Executive appointed in accordance with Article 92;
  - (h) “**Chapter Executive**” means members of a Chapter appointed in accordance with Articles 87 to 91.

- (i) “**Chapters**” include all bodies incorporated or unincorporated which the Board resolves from time to time shall be Chapters of LEADR;
- (j) “**Chapter Secretary**” means of the secretary of the Chapter Executive appointed in accordance with Article 92;
- (k) “**Chapter Treasurer**” means of the treasurer of the Chapter Executive appointed in accordance with Article 92;
- (l) “**Chapter Vice-Chair**” means the vice-chairperson of the Chapter Executive appointed in accordance with Article 92;
- (m) “**Director**” means a Director appointed or elected to the Board of LEADR in accordance with this Constitution;
- (n) “**Entity**” means any body corporate, unincorporated association, partnership or other form of group or organisation;
- (o) “**Honorary Member**” means a natural person admitted as an Honorary Member pursuant to Article 12;
- (p) “**Honorary Treasurer**” means the honorary treasurer of the Board appointed in accordance with Article 56;
- (q) “**LEADR Board Returning Officer**” means an officer appointed by the Board from time to time to receive nominations of Members for appointment to the Board pursuant to Article 53;
- (r) “**Member**” means a member of LEADR and includes an Honorary Member;
- (s) “**Nominated Member**” means a Member nominated pursuant to article 53;
- (t) “**person**” means a natural person;
- (u) “**Principal Executive Officer**” means the Principal Executive Officer of LEADR appointed pursuant to Article 70;
- (v) “**Seal**” means the common seal of LEADR and any official seal of LEADR;
- (w) “**Secretary**” means the Secretary of LEADR referred to in Article 98;
- (x) “**Vice Chair**” means the vice chairperson of the Board appointed in accordance with Article 56.

120 In this Constitution unless the contrary intention appears:

- (a) the singular includes the plural and vice versa;
- (b) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (c) a reference to writing includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form;

- (d) a reference to an Article is a reference to one of the Articles;
- (e) a power, an authority or a discretion given to a Director, the Directors, a Committee of Directors the Company in general meeting or a Member may be exercised from time to time and at any time.

121 Headings are inserted for convenience and do not affect the interpretation of this Constitution.

## **BY-LAWS**

### **ESTABLISHED UNDER ARTICLES 30 AND 112 OF LEADR'S CONSTITUTION:**

**- For the investigation by an Investigating Committee (with power delegated under Article 29) of conduct of a Member of the kind or suspected to be of the kind referred to in Article 26;**

**- For the conduct of disciplinary proceedings by the Board arising out of any conduct determined by the Investigating Committee to be conduct of the kind referred to in Article 26;**

**- For appeals against disciplinary action taken by the Board.**

#### **1. Investigation**

(i) At the commencement of an investigation under Article 27 of LEADR's Constitution, notice shall be given to the Member whose conduct the Board has determined should be investigated, by the Investigating Committee formed in accordance with Article 79 to which the Board has delegated its investigative powers as provided in Article 29, specifying the nature of the matter to be investigated.

(ii) The Member shall be afforded a reasonable opportunity to present in such manner as the Investigating Committee may determine such facts and submissions as the Member may wish to in relation to the matter being investigated.

(iii) The Member shall be notified of all facts and contentions that the Investigating Committee considers material to its investigation as to whether or not the Member has acted in a manner prejudicial to the interests of LEADR.

(iv) The Member shall be afforded a reasonable opportunity to place before the Investigating Committee in such manner as the Investigating Committee may determine facts and submissions relevant to the facts and contentions notified as provided in By-law 1(iii).

(v) The rules of evidence shall not apply to investigation by an Investigating Committee.

(vi) The Investigating Committee shall determine (by majority in the event of any dissent) whether or not the facts in regard to the matter under investigation constitute grounds for disciplinary action against the Member, and shall record its determination in writing with the reasons for the determination.

(vii) A copy of the determination shall be provided to each of the Member and the Board.

#### **2. Disciplinary Proceedings**

(i) If the Investigation Committee has determined that the Member's conduct constitutes grounds for disciplinary action against the Member, the Board shall afford the Member fourteen (14) days after service of the Investigating Committee's determination within which to furnish the Board in such manner as the Board may determine, with facts and submissions relevant to whether the Board should take disciplinary action consequent upon the Investigating Committee's determination and, if so, what that disciplinary action should be or not be.

(ii) After considering any facts and submissions furnished to it as provided in By-law 2(i), the Board shall determine (by majority in the event of any dissent) whether to take disciplinary action against the Member, and if so, what that disciplinary action should be, and shall record its determination in writing with reasons.

(iii) A copy of the Board's determination shall be furnished to the Member, and the determination shall, from the date fourteen (14) days after the Member's receipt of the determination or the date upon which the Appeal Committee determines any appeal that may have been lodged within the fourteen (14) days, have full effect.

(iv) The rules of evidence shall not apply to the consideration and determination by the Board of whether it should take disciplinary action against the Member, and if so, what that disciplinary action should be.

### **3. Appeals**

(i) A Member against whom disciplinary action has been taken as provided in By-law 2(ii), may within fourteen (14) days of receiving a copy of the Board's determination under By-law 2(iii), lodge with the Secretary a written notice of appeal specifying the grounds for appeal against the Investigating Committee's determination under By-law 1(vi) or against the Board's determination under By-law 2(ii), or both, together with the submissions the Member wishes to have considered in support of the appeal.

(ii) Upon receipt of a written notice of appeal and any submissions under By-law 3(i), the Secretary in consultation with the Chair shall convene an Appeal Committee of three Members of LEADR none of whom shall be a member of the Board.

(ii) The Appeal Committee shall consider the Investigating Committee's determination and reasons, the Board's determination and reasons and the Member's grounds of appeal and submissions, together with any other material that it may call for.

(iv) The Appeal Committee shall not be obliged to conduct a hearing or receive oral submissions nor shall the rules of evidence apply to its deliberations.

(v) The Appeal Committee shall determine the appeal by allowing it in whole or in part, in which event it shall set aside the Board's determination in regard to disciplinary action and substitute its own determination as the determination of the Board; or dismiss the appeal in which event the disciplinary action taken by the Board shall be of full force and effect.

(vi) The Appeal Committee shall record its determination in writing with reasons, and shall furnish the Secretary with a copy of the determination. The Secretary shall provide the Member with a copy of the determination which shall constitute formal notification of the outcome of the appeal and of the disciplinary action taken by the Board, if any.

### **4. General**

(i) Costs of an investigation, disciplinary proceedings or appeal shall not be ordered or required to be paid by the Member, Investigating Committee, Board or Appeal Committee.

(ii) The Board indemnifies Members of any Investigating Committee and Appeal Committee against any claim or liability that may arise out of the performance by them of their functions or action taken by the Member.

(iii) Any notice required to be given under these By-laws is deemed to be properly given if sent by certified post to the last address advised by the Member to whom it is addressed.

(iv) Upon the determination of an appeal, or the expiry of the time within which notice of appeal must be given by the Member, the Board may publish in such manner as it deems fit, the terms of disciplinary action taken against the Member.

(v) Pending the final determination of any investigation or disciplinary proceedings, confidentiality will be maintained in regard to the investigation, the disciplinary proceedings and the appeal, if any.

## LEADR

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**Constitution of LEADR**

**A company limited by  
Guarantee**

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