

**THE CONSTITUTION OF
NATIONAL AUSTRALIAN PHARMACY STUDENTS'
ASSOCIATION**

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PART 1

Governance and Capacity

1 Name

The name of the Company is National Australian Pharmacy Students' Association Ltd.

2 Replaceable Rules Excluded

The replaceable rules contained in the Act do not apply to the Company.

3 Constitution

- 3.1** This is the Company's constitution and describes the way in which the Company is to be internally managed.
- 3.2** The Company may modify or repeal this constitution or any provision of it by Special Resolution from time to time and such modification, repeal or adoption takes effect on the date on which the resolution is passed or, if the resolution specifies a date which is later than the date on which the resolution is passed, on that date.

4 Interpretation

4.1 In this constitution:

Act means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it.

AGM means the annual general meeting of the Company.

Affiliate means each person who is a Pharmacy Student Member of an Organisational Member, and on the date this constitution is adopted means each person holding student membership of the Predecessor Entity immediately before the Company became registered as a company under the Act.

ASIC means the Australian Securities and Investments Commission.

Auditor means the auditor for the time being (if any) of the Company.

Board means the board of Directors.

Company means National Australian Pharmacy Students' Association Ltd.

Constituent Organisations means those associations of pharmaceutical students who were, immediately before the Company became registered as a company under the Act, entered in the register of Constituent Organisations kept by the Company under the Associations Incorporation Act 1987 (WA). The Constituent Organisations are listed in **Schedule One**.

Delegate means a delegate under clause 12.12(c).

Director means an individual member of the Board.

Directors means the Board of the Company.

Disciplinary Policy means a policy or procedure governing the investigation of complaints about a Member.

Executive of the Predecessor Entity means the President, Vice-President, Secretary and Treasurer of the Predecessor Entity.

Financial Year means 1st May to 30 April.

First Additional Directors means the four additional Directors to be appointed in accordance with clause 12.2(b).

First Directors means those persons deemed to be the first directors of the Company pursuant to clause 12.2(a).

Honorary Life Members means the Members appointed from time to time as Honorary Life Members pursuant to clause 10.5.

Management Committee means the management committee or other governing body of an Organisational Member pursuant to the Organisational Member's constitution or governing document from time to time.

Members means Organisational Members, Affiliates and Honorary Life Members of the Company from time to time.

Nomination Period means the period beginning 60 days prior to the date of the AGM and ending 14 days prior to the date of the AGM.

Objects means the objects of the Company as set out in clause 5 of this constitution.

Office Holders means the holders of offices as set out in clause 13.1 of this constitution.

Ordinary Directors means Directors who are not the President.

Organisational Members means those members from time to time eligible for and admitted to membership under clauses 10.3 and 10.7, and on the date this constitution is adopted means the Constituent Organisations.

Pharmacy Student Member means a fully paid and registered student member of an Organisational Member who is deemed to be a pharmacy student by that Organisational Member.

Predecessor Entity means National Australian Pharmacy Students Association Incorporated ABN 109 701 359;

President means the President of the Board elected by the Members pursuant to clause 12.

Register of Members means the Register of Members to be kept as required under section 169 of the Act.

Registered Office means the registered office of the Company as registered with ASIC from time to time.

Secretariat means the person appointed by the Board from time to time to carry out secretariat services for the Company.

Secretary means the duly appointed company secretary of the Company.

Special Resolution has the meaning given to it in the Act.

Term is the period of office of a Director as stipulated in clause 12.8(b).

- 4.2** References to this constitution include its schedules.
- 4.3** Words and phrases which are given a special meaning by the Act have the same meaning in this constitution, unless the contrary intention appears.
- 4.4** Words in the singular include the plural and vice versa and words importing a gender include all other genders.
- 4.5** Persons include companies and corporations and vice versa.
- 4.6** Headings are inserted for convenience and do not affect the interpretation of this constitution.
- 4.7** "Including" and other similar words are not words of limitation.
- 4.8** A duty, obligation, covenant or agreement on the part of two or more persons binds them jointly and severally.

5 Objects

The Objects of the Company are as follows:

- (a) To protect the status, rights and privileges, and to promote the interests of Australian pharmacy students;
- (b) To establish permanent contact with and between Organisational Members, and to assist all Organisational Members where possible;
- (c) To establish uniform and leading edge standards for the course of study and the qualification for registration of pharmacists throughout Australia;
- (d) To make educational opportunities available nationally, to supplement University curriculum;
- (e) To maintain a policy platform developed from the opinions and beliefs of the Organisational Members;
- (f) To cooperate with other organisations on scientific, cultural and social levels to further the objectives and elevate awareness of the Company; and
- (g) To arrange an annual student conference for Affiliate Members.

6 Property & Income

The property and income of the Company shall be applied solely towards the promotion of the Objects, and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects or purposes.

7 Powers

Solely for the purpose of carrying out the Objects, but not otherwise, the Company must have the legal capacity and all the powers of a natural person. The powers set forth in subsection 124(1) of the Act must apply to the Company except insofar as they are inconsistent with the Objects.

8 Public Company Limited by Guarantee

The Company is a public company limited by guarantee and accordingly is formed on the principle of having the liability of its Members limited to the respective amounts that the Members undertake to contribute to the property of the Company if it is wound up.

9 Guarantee

9.1 Contribution

Every Member undertakes to contribute an amount not exceeding \$1.00 to the property of the Company in the event of it being wound up while that person is a Member or within one year thereafter for:

- (a) payment of the debts and liabilities of the Company contracted before the time the membership ceased;
- (b) the costs, charges and expenses of winding up; and
- (c) for an adjustment of the rights of contributories among themselves.

9.2 Distribution of property on winding-up

- (a) If the Company is to be wound up, application for deregistration may be made if the requirements of the Act for deregistration are satisfied.
- (b) If the Company is deregistered or wound up, any property or money remaining after its debts have been paid must be given to one or more organisations that are non-profit organisations with similar Objects to the Company. The organisation(s) are to be determined by the Organisational Members at or before the time of dissolution.
- (c) If the Organisational Members do not make the necessary determination under clause 9.2(b) then the Company may apply to the Supreme Court to determine the organisation or organisations.

- (d) The Members have no right to participate in any distribution or payment of the assets or property of the Company in the event of the winding up or dissolution of the Company.

PART 2

Membership

10 Members

10.1 Members

- (a) There must be at least one Member.
- (b) An individual or a body corporate can be a Member.
- (c) The rights and privileges of a Member are personal to that Member and are not transferable by any act of a Member or by operation of law and shall cease immediately upon the removal of the Member's name from the Register of Members.

10.2 Classes of membership

The classes of membership are:

- (a) Organisational Members;
- (b) Affiliates; and
- (c) Honorary Life Members.

10.3 Organisational Members

- (a) To be eligible for membership of the Company as an Organisational Member, Members or applicants for membership must be entities (whether incorporated or unincorporated) which represent pharmaceutical students attending a university based pharmacy education program in Australia which has been approved by the Board as an eligible course for the purposes of membership of the Company.
- (b) There will be no limit on the number of Organisational Members that the Company may accept.
- (c) The Constituent Organisations will be the first Organisational Members of the Company.

10.4 Affiliates

- (a) All registered Pharmacy Student Members of an Organisational Member will automatically be Affiliates of the Company upon their registration as a Pharmacy Student Member of the Organisational Member.

10.5 Honorary Life Members

- (a) Honorary Life Members will be appointed by the unanimous approval of the Board as the Board sees fit from time to time.
- (b) A Director will not be eligible for nomination or appointment as an Honorary Life Member whilst he or she holds office as a Director of the Company.
- (c) Former Directors will be eligible for nomination and appointment as an Honorary Life Member.
- (d) Honorary Life Members shall enjoy the rights and benefits as shall be decided upon by the Board from time to time.
- (e) A person may be posthumously recognised as an Honorary Life Member.
- (f) Those people who were recognised as Honorary Life Members of the Predecessor Entity and who are listed at Schedule Two will automatically become Honorary Life Members of the Company upon registration of the Company under the Act.

10.6 Application for membership as an Organisational Member

An application for membership as an Organisational Member must meet the requirements of clause 10.3(a).

10.7 Determination of application by the Board

- (a) An applicant for membership as an Organisational Member is taken to be admitted as a Member upon the Board approving the application.
- (b) If the Board refuses an Organisational Membership application, the Board must supply written reasons to the applicant.

10.8 Organisational Members to notify Affiliate details

- (a) Organisational Members must ensure that the names and contact details of all Affiliates (and all changes to those details) are notified to the Secretary promptly and no later than six months after their registration as a Pharmacy Student Member of an Organisational Member.
- (b) Organisational Members must, in accordance with all applicable privacy laws, obtain the consent of individual Affiliates to release personal information to the Company and notify them that they will be an Affiliate by virtue of their membership of the Organisational Member.

10.9 Register of Members

- (a) The Secretary must keep the Register of Members in accordance with the Act which must contain in respect of each Member:
 - (i) the name and address of the Member (and where the Member is a body corporate, the name, address and contact details of the representative of the Member);

- (ii) the class of the Member's membership;
 - (iii) the date of admission to and cessation of the Member's membership; and
 - (iv) such other particulars as the Board from time to time may determine.
- (b) Each Organisational Member must notify the Secretary of the details of an address in Australia where the Company can send notices, and keep the Secretary notified of any change in the Organisational Member's name, address or contact details from time to time.

10.10 Rights and duties of Members

- (a) Each Organisational Member is entitled to:
- (i) receive notices of, attend and speak at a general meeting of the Company;
 - (ii) vote at all meetings of Members and each Organisational Member shall have one vote each; and
 - (iii) receive such membership benefits as are determined from time to time by the Board to apply to Organisational Members.
- (b) Each Affiliate is:
- (i) not entitled to receive notices of, attend, speak at or vote at a general meeting of the Company other than the AGM which may be attended by an Affiliate as an observer but there will be no right for an Affiliate to speak or vote at an AGM; and
 - (ii) entitled to receive such membership benefits as are determined from time to time by the Board to apply to Affiliates.
- (c) Each Honorary Life Member is:
- (i) not entitled to receive notices of, attend, speak at or vote at a general meeting of the Company other than the AGM which may be attended by an Honorary Life Member as an observer but there will be no right for an Honorary Life Member to speak or vote at an AGM;
 - (ii) entitled to receive such membership benefits as are determined from time to time by the Board to apply to Honorary Life Members.
- (d) Members and their proxies must act in accordance with the values and interests of the Company and consider himself or herself an ambassador of the Company.
- (e) Members must pay such subscriptions as are determined by the Board from time to time in respect of each class of membership.
- (f) Subject to clause 10.10(g), the amount of any subscription shall be fixed by the Board and shall be payable by Members at such times and in such manner as determined by the Board from time to time.
- (g) The Board may in its discretion:

- (i) determine that no subscription, or a discounted subscription, is payable by a Member or Members for any given year; and
 - (ii) extend the time for payment of subscriptions by any Member or class of Members, including determining any payment arrangement (which may include an administration fee) for the payment of subscriptions by any Member or class of Members.
- (h) If the subscription due or any part of it remains unpaid by a Member for two months after its due date for payment, the Member ceases to be entitled to any of the rights and privileges of membership, but these may be reinstated on payment of all arrears as the Board sees fit and on terms determined by the Board.
- (i) No part of a subscription shall be refunded to a Member who ceases to be a Member under clause 10.11.

10.11 Cessation of membership and discipline

- (a) A Member may resign from membership by giving written notice to the Company. The resignation takes effect on the date the notice is received by the Company or such later date as is stipulated in the notice.
- (b) A Member ceases to be a Member if the Member:
- (i) resigns under clause 10.11(a);
 - (ii) dies;
 - (iii) no longer meets the criteria for membership of the Company or class of membership of the Company; or
 - (iv) has their membership cancelled in accordance with this clause 10.11.
- (c) If clause 10.10(h) applies and the Member fails to pay the Subscription arrears within one month of a notice issued by the Secretary to do so, the Board may, at any time in its discretion, cancel the Member's membership. A Member whose membership has been cancelled under this clause 10.11(c) may re-apply for membership in accordance with this constitution.
- (d) The Board may adopt a Disciplinary Policy and may amend the Disciplinary Policy from time to time.
- (e) The Board may investigate complaints about a Member in accordance with the Disciplinary Policy (if any) including a complaint that the Member:
- (i) has engaged in conduct which is:
 - (A) unbecoming of a Member;
 - (B) is prejudicial or not in the best interests of the Company;
 - (C) brings discredit on the Company; or
 - (D) brings the Company, its Members or pharmacy students into disrepute;

- (ii) has engaged in derogatory or discriminatory conduct or harassment;
 - (iii) has failed to observe a proper standard of care, skill or competence;
 - (iv) at the time of application to the Company for membership, provided false or misleading information; or
 - (v) has failed to comply with this constitution or any policies adopted by the Board from time to time.
- (f) Following an investigation the Board may:
- (i) make findings about a Member in relation to any disciplinary matter; and
 - (ii) impose penalties on the Member in relation to the disciplinary matter, including by way of censure, fine, suspension of membership or cancellation of membership.
- (g) A Member must comply with any penalty imposed by the Board, and if the Member fails to do so the Board may, as it considers appropriate, impose a further or alternative penalty, including cancellation of the Member's membership.
- (h) The Board must remove from the Register of Members the name and particulars of any Member who ceases to be a Member, and must maintain a file or files of ceased Members.
- (i) Any Member whose membership has been suspended or cancelled is not entitled to enjoy any of the privileges of membership including receiving notice of, attendance and voting at, any meeting of Members.
- (j) Any Member whose membership has been suspended or cancelled continues to remain liable for:
- (i) all money owing by the Member to the Company as at the date of suspension or cancellation including any subscription; and
 - (ii) the guarantee in clause 9.
- (k) A person or entity which has ceased to be a Member may be readmitted to membership by the Board in accordance with this constitution.

PART 3

General Meetings

11 Meetings of Members

11.1 Annual general meetings

- (a) The Company must hold its first AGM within eighteen months' of its registration as a company under the Act.

- (b) An AGM must be called at least once in each calendar year and within five months after the end of its financial year to:
 - (i) receive the financial reports, statements and accounts of the Company and reports of the Board and the Auditor (if any) for that Financial Year;
 - (ii) elect Directors as required;
 - (iii) appoint or confirm the appointment of the Auditor (if any is required);
 - (iv) consider any matter which may be submitted by a Member to the meeting in accordance with the Act or this constitution; and
 - (v) transact any other business which:
 - (A) under this constitution ought to be transacted at an AGM of the Company; or
 - (B) which the Board considers appropriate.
- (c) Except as is otherwise provided for in this constitution, the Board must determine the location, the agenda and the procedures of the AGM.
- (d) Affiliates and Honorary Life Members will be entitled to attend the AGM as observers but they will have no right to speak or vote.

11.2 Special meetings

- (a) The Board or a minimum of 20% of Organisational Members may call for special meetings of Members.
- (b) Every Organisational Member has the right to vote on any issues raised and voted upon at the special meeting.

11.3 Notice of general meetings

- (a) Subject to the Act, at least 21 days' notice must be given of a meeting of Members.
- (b) Notice of a meeting of Members must be given to each Member entitled to vote at the meeting, to each Director, and to any other person entitled to receive notice of meetings of Members.
- (c) The Company will give notice of a meeting of Members in accordance with clause 24 or in such other manner as the Act allows.
- (d) Except where the Act does not permit shorter notice, the Company may call:
 - (i) an AGM on shorter notice if all Members entitled to attend and vote at the AGM agree beforehand; and
 - (ii) any other meeting of Members on shorter notice if Members with at least 90% of the votes that may be cast at the meeting agree beforehand.
- (e) A notice of meeting of Members must:

- (i) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (ii) state the general nature of the meeting's business;
- (iii) if a Special Resolution is to be proposed at the meeting, set out the intention to propose the Special Resolution and state the resolution;
- (iv) if a Member is entitled to appoint a proxy, contain a statement that:
 - (A) the Member has the right to appoint a proxy; and
 - (B) the proxy of a Member must be the president of the Member or a Pharmacy Student Member of the Organisational Member whose appointment has been approved in writing by the Management Committee of the Organisational Member; and
- (v) set out or include any additional information or documents specified by the Act.
- (f) The accidental omission to give notice of any general meeting to, or the non-receipt of the notice by, any person entitled to receive notice of a general meeting shall not invalidate the proceedings of or any resolution passed at the meeting.

11.4 Cancellation or Postponement of General Meeting

- (a) Subject to the provisions of the Act and this constitution, the Board may cancel a general meeting of the Company:
 - (i) convened by the Board; or
 - (ii) which has been convened by a Member or Members pursuant to the Act upon receipt by the Company of a written notice withdrawing the requisition signed by that Member or those Members.
- (b) Subject to the provisions of the Act and this constitution, the Board may postpone the holding of any general meeting, or change the venue at which it is to be held, whenever it sees fit (other than a meeting requisitioned by Members as provided by the Act) for not more than 42 days after the date for which it was originally called.
- (c) Whenever any meeting is cancelled or postponed or the venue for a general meeting is changed:
 - (i) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution, and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponing of the meeting.

11.5 Auditor entitled to notice and other communication

The Company must give the Auditor:

- (a) notice of a general meeting in the same way that a Member is entitled to receive notice; and
- (b) any other communication relating to the general meeting that a Member is entitled to receive.

11.6 Members' resolutions

The Members may propose a resolution to be moved at a general meeting only in accordance with the provisions of the Act. Notice of such proposal must be given to the Secretary in accordance with the Act.

11.7 Time and place for meetings of Members

A meeting of Members must be held at a reasonable time and place.

11.8 Members' Meetings - Technology

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

11.9 Quorum for meetings of members

- (a) A quorum at all meetings of Members must consist of a minimum of 75% of Organisational Members and the quorum must be present at all times during the meeting.
- (b) In determining whether a quorum is present:
 - (i) individuals who attend as proxies or body corporate representatives are to be counted;
 - (ii) if a Member has appointed more than one proxy or representative, only one of them is to be counted; and
 - (iii) if an individual is attending both as a Member and as a proxy or representative, they are to be counted only once.
- (c) Subject to clause 11.9(e) a meeting of the Company's Members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date (not being more than fourteen days after such meeting), time and place the chair of the meeting (or in default of the chair a majority of Members) specifies. If the chair of the meeting (or in default of the chair a majority of Members) does not specify one or more of those requirements, the meeting is adjourned to:
 - (i) if the date is not specified, the same day in the next week;
 - (ii) if the time is not specified, the same time; or
 - (iii) if the place is not specified, the same place.

- (d) Subject to clause 11.9(e), if no quorum is present at the resumed meeting of the Members within 30 minutes after the time for the meeting, the Members present shall be a quorum.
- (e) If a meeting of the Company's Members called pursuant to clause 11.2 does not have a quorum present within 30 minutes after the time set for the meeting, the meeting shall be dissolved.

11.10 Voting procedure

- (a) At any meeting a resolution put to the vote of the meeting must be decided on a show of hands (or if via teleconference by a call of "yes" or "no") unless a poll is demanded:
 - (i) by the chair; or
 - (ii) by at least two of the Organisational Members present at the meeting in person or by proxy and entitled to vote on the resolution.
- (b) On a show of hands, a declaration by the chair is conclusive evidence of the result.
- (c) Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against a resolution.
- (d) A demand for a poll may be withdrawn.
- (e) A demand for a poll will not prevent the continuance of a meeting or the transaction of any business at the meeting other than the question on which the poll has been demanded.

11.11 When and how polls must be taken

- (a) Subject to clause 11.11(b) a poll must be taken when and in the manner the chair directs.
- (b) A poll on the election of the chair or the question of an adjournment must be taken immediately without adjournment.

11.12 Chairing meetings of Members

The President will chair meetings of Members. If the President is not present within fifteen minutes after the time appointed for the holding of the meeting, is not able to chair the meeting or declines to act as a chair of the meeting, then the Vice-President will chair the meeting if present and able to do so. In the event that there is more than one Vice-President present and willing and able to chair the meeting then the Members eligible to vote at the meeting must elect a chair from the Vice-Presidents present. If neither the President nor a Vice-President are present or willing or able to chair the meeting, then the Members eligible to vote at the meeting must elect, by simple majority, a chair from the Members present.

11.13 Adjourned meetings

- (a) The chair may, if the Members present with a majority of votes at the meeting agree, and must if so directed by the Members present with a majority of votes, adjourn the meeting from time to time and from place to place.
- (b) No business may be transacted at an adjourned meeting other than the business left unfinished from the earlier meeting from which the adjournment took place.
- (c) If a meeting is adjourned for more than 21 days, new notice of the adjourned meeting must be given.

11.14 Auditor's right to be heard at meetings of Members

The Auditor is entitled to attend and be heard at any general meeting of Members.

11.15 Proxies and body corporate representatives

- (a) A Member who is entitled to attend and cast a vote at meetings of Members may appoint a proxy or, if the Member is a body corporate, a representative, to attend and cast a vote at that meeting.
- (b) Any proxy or representative appointed under clause 11.15(a) must either be the president for the time being of an Organisational Member or a Pharmacy Student Member of the Organisational Member (whose appointment has been approved by the Management Committee of the Member) and must be appointed in accordance with the Act and shall have the rights as set out in the Act.
- (c) A document appointing a proxy must be in writing in any form permitted by the Act and signed by or on behalf of the Member making the appointment. A form of proxy sent out by the Company may be in the form or a form that is similar to that prescribed in **Schedule Three**, or such other form as the Board may approve from time to time. The instrument appointing a proxy is deemed to confer authority on the proxy to demand or join in demanding a poll.
- (d) For an appointment of a proxy for a meeting of Members to be effective, the following documents must be received by the Company at least 24 hours before the meeting:
 - (i) the proxy's appointment; and
 - (ii) if the appointment is signed by the appointor's attorney, the power of attorney or other authority under which the appointment was signed, or a certified copy of the power of attorney or authority.
- (e) If a meeting of the Members has been adjourned, an appointment and any authority received by the Company at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

11.16 The Company receives an appointment or any authority when it is received at any of the following:

- (a) the Registered Office; or

- (b) a place, facsimile or electronic mail address specified for the purpose in the notice of meeting.

11.17 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid despite 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, provided that no notice in writing of such death, unsoundness of mind or revocation has been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

11.18 Objections to right to vote

A challenge to a right to vote at a meeting of Members:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair whose decision is final.

11.19 Equality of votes at general meeting

Where voting at general or special meetings of the Members is equal the chair of the meeting may exercise a casting vote.

PART 4

Directors

12 Board of Directors

12.1 Composition of Board

- (a) The number of Directors must be not more than eight, nor less than four, comprising up to seven Ordinary Directors and one President.
- (b) The Company in general meeting may by resolution increase or reduce the number of Directors but the number must not be reduced below three.

12.2 First Directors

- (a) The First Directors of the Company will be the persons elected as the Executive of the Predecessor Entity.
- (b) As soon as possible after registration of the Company under the Act, the First Directors will call for nominations of the First Additional Directors in such manner as the First Directors think fit and will convene a special general meeting of the Company for the purposes of electing the First Additional Directors.
- (c) The First Directors will determine the manner and process for election of the First Additional Directors.
- (d) The First Directors and the First Additional Directors will hold office until the AGM following their appointment.

12.3 Directors appointed annually

Other than the First Directors and the First Additional Directors, Directors will be appointed annually at the AGM.

12.4 Eligibility of directors

To be eligible for the office of Director a person must be an individual of 18 years old and over and an Affiliate at the time of their nomination for the position of, and election as, a Director.

12.5 Candidacy for Election and Election of Ordinary Directors and President

- (a) Prior to each Nomination Period the Company will call for nominations for election of Directors and the President from Affiliates.
- (b) Any Affiliate may nominate a person (including him or herself) for election as an Ordinary Director or President provided that the nomination is seconded by at least one other Affiliate and is received by the Secretary during the Nomination Period.
- (c) An Affiliate may not nominate more than 2 people as Director or President during any particular Nomination Period.
- (d) Nominations of candidates for election as Ordinary Directors or President of the Company:
 - (i) shall be made in writing, signed by the nominating Affiliate and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (ii) shall indicate clearly whether a candidate is nominated as an Ordinary Director or as President or both;
 - (iii) shall be signed by the Affiliate who seconds the nomination; and
 - (iv) shall be delivered to the Secretary at the registered office of the Company within the Nomination Period.
- (e) Only nominations received by the Secretary during the Nomination Period will be valid.
- (f) Except for matters stipulated in this constitution, the Directors will from time to time determine the process for the holding of elections of Directors and President.

12.6 No vote for own appointment

Any person who acts as a proxy or representative of an Organisational Member at an AGM will not be entitled to exercise their vote in favour of their own appointment as a Director unless they provide to the Company prior to or at the AGM written authority from the Management Committee of the Organisational Member confirming that the proxy or representative may vote in favour of his or her own appointment.

12.7 Compensation

- (a) Directors must serve without compensation, but will be entitled to reimbursement of expenses incurred in the performance of their duties, which have been approved in writing by at least two of the President, the Treasurer and the Secretariat.
- (b) The President, Treasurer and Secretariat may not approve an expense claim in their own favour.

12.8 Appointment of directors and term of office

- (a) When the Board determines that a new Ordinary Director or President is needed, either as a replacement for an existing Ordinary Director or President or as an additional Ordinary Director, the Board will call a special meeting of the Members for the purpose of electing a new Ordinary Director or President and the process for nomination and election of such replacement Ordinary Directors or President or additional Ordinary Directors will be as determined by the Board.
- (b) Each Director must hold office for a period of one year except in the case of a Director (or President) appointed under clause 12.8(a) in which case the Director or President will hold office only until the next AGM following his or her appointment and (subject to satisfying the criteria in this constitution) will be eligible for re-election at that subsequent AGM.
- (c) There is no limit to the number of terms a Director can hold, provided that the Director is eligible to be a Director under the Act and this constitution and is nominated and elected in accordance with this constitution at the end of each of his or her Term.

12.9 Removal and resignation of Directors

- (a) Subject to the Act, the Members in general meeting may resolve to remove any Director before the expiration of his or her period of office and may by an ordinary resolution appoint another person in his or her stead. A person appointed to replace a Director removed under this clause shall hold office until the AGM next following his or her appointment.
- (b) A Director may at any time resign as a Director by giving written notice of resignation to the Secretary at the Company's registered office.
- (c) The office of Director will be vacated if he or she:
 - (i) resigns or is removed from office pursuant to clauses 12.9(a) or 12.9(b);
 - (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (iii) 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;
 - (iv) ceases to be a Director by virtue of the Act or becomes prohibited from being a director by reason of any order made under the Act;

- (v) is absent from three consecutive meetings of the Board without the permission of the Board;
 - (vi) is convicted of felony or is declared by any Court of competent jurisdiction to have committed any fraud; or
 - (vii) subject to clause 12.9(d) leaves or is expelled as a Pharmacy Student Member of an Organisational Member or Affiliate of the Company.
- (d) For the avoidance of doubt, any Director who ceases to be a Pharmacy Student Member of an Organisational Member by virtue of completing his or her final year of study part way through his or her term as Director will be entitled to complete the full term of appointment as Director of the Company.

12.10 Insufficient Directors

In the event of a vacancy in the office of a Director, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or convening a general meeting of the Company.

12.11 Effect of Director Interests

- (a) A Director who has a material personal interest in a matter that relates to the affairs of the Company must give the Board notice of the interest unless the Act says otherwise.
- (b) The notice required by clause 12.11(a) must:
 - (i) include details of:
 - (A) the nature and extent of the interest; and
 - (B) the relation of the interest to the affairs of the Company; and
 - (ii) be given at a Board meeting as soon as practicable after the Director becomes aware of his or her interest in the matter, the details of which must be recorded in the minutes of the meeting.
- (c) Except where permitted by the Act, a Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting or vote on the matter.
- (d) A Director with an interest in a matter may give the Board standing notice of the nature and extent of this interest in accordance with the Act.

12.12 General Business Management

- (a) The business of the Company is to be managed by or under the direction of the Directors.
- (b) The Directors may exercise all the powers of the Company except any powers that the Act or this constitution requires the Company to exercise in general meeting.

- (c) The Board may delegate any of its powers to any committee, any Director or Directors (whether on a joint or several basis), employee of the Company or any other person.
- (d) A Delegate must exercise the delegated powers in accordance with any directions of the Board.
- (e) The effect of a Delegate exercising a delegated power is the same as if the Board exercised it.
- (f) The Board may withdraw any delegated power at any time.

12.13 Negotiable Instruments

- (a) The President and the Treasurer plus an Ordinary Director will be authorised to sign negotiable instruments. Any two of these may sign, draw, accept, endorse or otherwise execute a negotiable instrument except a negotiable instrument which is in that Director's favour.
- (b) The Directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

PART 5

Officeholders

13 Officeholders

13.1 Office – Holders

- (a) The Office-Holders of the Company must also be Directors and shall be:
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) the Treasurer;
 - (iv) the Secretary; and
 - (v) such other officers as may be decided upon by the Board from time to time.
- (b) The ballot for the election of Office-Holders (other than the President) will be conducted at the first Directors' meeting following each AGM in such usual and proper manner as the Directors direct.
- (c) The Directors may elect more than one Vice President.
- (d) The President will be elected by the voting Members at AGM in accordance with clause 12.

- (e) Office Holders will hold such office up to and including the AGM following their appointment.
- (f) A casual vacancy in any Office-Holder position (other than the President) will be filled by an election by the Board conducted at the next Board meeting after the vacancy arises.
- (g) A casual vacancy in the office of President will be temporarily filled by an election of an acting President by the Board conducted at the next Board meeting after the vacancy arises, and such acting President will hold office as acting President only until a new President is elected by the Members in accordance with clause 12.8(a).

13.2 President

It is the duty of the President to chair meetings of the Members and the Board .

13.3 Secretary

- (a) It is the duty of the Secretary to keep minutes of:
 - (i) all appointments of Office-Holders and Directors;
 - (ii) the names of Directors present at a general meeting; and
 - (iii) all proceedings at general meetings.
- (b) Minutes of proceedings at a meeting shall be signed by the chair of the meeting or by the chair of the next succeeding meeting.
- (c) It is the duty of the Secretary to ensure that the books and records of the Company are maintained and updated so as to be accurate and compliant with the Act and to make all notifications required by the law including changes required to be notified to ASIC.
- (d) The Secretary will be responsible for undertaking and keeping records of all Company communications and correspondence.

13.4 Treasurer

- (a) It is the duty of the Treasurer of the Company to ensure that:
 - (i) all money due to the Company is collected and received and that all payments authorised by the Company are made;
 - (ii) correct books and accounts are kept showing the financial affairs of the Company including full details of all receipts and expenditure connected with the activities of the Company;
 - (iii) where required by the Act, a properly qualified auditor or auditors shall be appointed by the Board and will perform the duties and have the rights and powers as may be provided in the Act; and
 - (iv) the Company's accountants are appropriately instructed and controlled.

13.5 Vice-President

The Vice President or Vice Presidents will deputise for the President in the President's absence or as requested to do so by the President including chairing meetings of the Members and the Board.

13.6 Public Officer

The Board must on a yearly basis determine who the public officer will be for the purposes of liaison with the Australian Tax Office.

13.7 Validation of Acts of Directors and Secretaries

The acts of a Director or Secretary of the Company are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.

13.8 Directors to determine additional duties of Office-Holders

In addition to the duties set out in this constitution the Office-Holders will have such other duties and responsibilities as are designated by the Board from time to time.

PART 6

Directors' Meetings

14 Proceedings of Board meetings

14.1 Circulating Resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution (except a Director absent from Australia who has not left a facsimile number at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Director signs.
- (d) A facsimile or email addressed to or received by the Company and purporting to be signed or sent by a Director for the purpose of this clause 14 must be treated as a document in writing signed by that Director.
- (e) The requirement for a signature or for signing a document is taken to have been met in relation to an electronic communication if:
 - (i) a method is used to identify the person and to indicate the person's approval of the information communicated; and
 - (ii) having regard to all the relevant circumstances at the time the method was used, the method was as reliable as was appropriate for the purposes for which the information was communicated.

14.2 Regular meetings

- (a) Regular meetings of Directors must be held as determined by the Board.
- (b) The Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (c) Notwithstanding the ability to use technology for attendance at Board meeting in clause 14.5, all Directors will personally attend at least one face to face meeting of the Board in each year.

14.3 Special meetings

Special meetings of the Board may be called by:

- (a) any two Directors; or
- (b) the President;

and the Secretary must call a meeting of the Board on the requisition of any two Directors or the President.

14.4 Notice of meetings

- (a) At least five business days' prior notice of a meeting of the Board must be given by the Secretary, or by persons designated by the President, to each Director except that it is not necessary to give notice of a meeting of Directors to any Director who:
 - (i) has been given special leave of absence; or
 - (ii) is absent from Australia and has not left a facsimile number or email address at which he or she may be given notice.
- (b) Any notice of a meeting of Directors may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication, and must specify the place, date and time of the meeting and the business to be conducted at the meeting.

14.5 Use of Technology for Board meetings

- (a) A Board meeting may be held using any technology which allows all of the Directors participating in the meeting to hear each other at the same time.
- (b) Directors participating in a meeting by use of technology will have their presence and vote counted as valid.
- (c) A Director may not leave a technology meeting by disconnecting his or her link to the meeting unless that Director has previously notified the chair of the meeting.

14.6 Chairing Directors' Meetings

- (a) The President is the chair of all meetings of Directors.

- (b) If the President is unable or unwilling to act as chair of a meeting of Directors (or part of it) then the Vice-President or one of them will chair the meeting or part of it whilst the President does not act as chair.
- (c) If the President and Vice-President is not present within 15 minutes after the time appointed for holding a Board meeting or is unable or unwilling to chair the meeting (or part of it), then the Directors must elect a Director present to chair the meeting or part of it while the President or Vice-President does not chair the meeting.

14.7 Quorum for meetings

- (a) The quorum for a Directors' meeting is at least 51% of Directors entitled to vote or a greater number determined by the Directors. The quorum must be present at all times during the meeting.
- (b) Except as otherwise provided under this constitution, no business must be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair must entertain at the meeting is a motion to adjourn.

14.8 Passing of Directors' resolutions

- (a) A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution unless this constitution or the Act states that a greater percentage or different voting rules for approval of a matter by the Board is required. Each Director shall have one vote.
- (b) If a Director cannot attend a regular or special meeting, that Director will be entitled to appoint another current member of the Board as an alternate director provided always that no member of the Board shall be entitled to more than two votes (including his or her vote as Director) at any particular Board meeting by virtue of his or her appointment as an alternate director.
- (c) The chair of a meeting of Directors has a casting vote if necessary in addition to any vote he or she has as a Director. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

14.9 Conduct of meetings

- (a) The Secretary must act as secretary of all meetings of the Board, provided that, in his or her absence, the chair must appoint another person to act as secretary of the meeting.
- (b) The Secretary must cause to be kept and recorded minutes of all meetings of the Board.

14.10 Committees

- (a) The Directors may from time to time and at any time delegate to any committee, create any committee, any powers, authorities or discretions for the time being vested in the Directors, and such delegation may be made on such terms and subject to such conditions as the Directors may see fit and the Directors may at any time remove any member of a committee so appointed, and may annul or

vary any such delegation, but no person acting in good faith and without notice of such annulment or variation shall be prejudiced thereby.

- (b) Each committee will have a member of the Board dedicated to it who will attend and advise the committee as that Director sees fit and will have the voting rights set by the Board under clause 14.10(a).
- (c) A committee must exercise the powers delegated to it in accordance with any directions of the Directors. The effect of the committee exercising a power in this way is the same as if the Directors exercised it.

14.11 Validity of Actions

All acts done by any meeting of the Board or a Committee or by any Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.

14.12 Company's attorney

The Board may appoint a company, firm, person or body of persons to be the Company's attorney under a power of attorney for:

- (a) any period; and
- (b) for the purposes and with the powers, authorities and discretions vested in or exercisable by the Board under this Constitution.

PART 7

Miscellaneous

15 Indemnity & Insurance

15.1 To the extent permitted by law, every person who is or has been a Director or Secretary shall be indemnified by the Company against a liability incurred by that person as a Director or Secretary other than:

- (a) a liability owed to the Company or a related body corporate of the Company; or
- (b) a liability that is owed to a person other than the Company or a related body corporate arising out of conduct involving a lack of good faith.

15.2 Every Director and Secretary of the Company may by resolution of the Board be indemnified out of the assets of the Company against a liability for legal costs incurred by that person as a Director or Secretary in defending an action for liability incurred in that capacity unless the costs arise:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under clause 15.1;
- (b) in defending or resisting criminal proceedings in which the person is found guilty;

- (c) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (other than costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or
- (d) in connection with proceedings for relief to the person under the Act in which the court denies the relief.

15.3 For the purposes of clause 15.2 "proceedings" includes the outcome of the proceedings and any appeal in relation to the proceedings.

13.4 The Company may by resolution of the Board pay a premium in respect of a contract insuring a person who is or has been a Director or Secretary of the Company against:

- (a) a liability for legal costs; and
- (b) any other liability except a liability incurred by the person as such a Director, Secretary or other Officer and arising out of conduct involving:
 - (i) a wilful breach of duty in relation to the Company; or
 - (ii) a contravention of section 182 or section 183 of the Act.

16 Funds – Source

The Board will determine from time to time whether and when Organisational Members are to make a contribution to the Company's funds and the basis for any such contribution.

17 Rules & Regulations

17.1 The Board may from time to time:

- (a) prescribe rules and regulations of the Company for carrying out the purposes of the Company or for the regulation, management and control of the Company's affairs including in respect of its Members, Directors and committees; and
- (b) amend such rules and regulations, as the Board thinks necessary or expedient.

17.2 All regulations must be consistent with this Constitution and the Act, and in the event of any inconsistency between this Constitution and any rule or regulation, this Constitution prevails.

17.3 The Board must publish regulations adopted or amended pursuant to this clause 17 as soon as practicable.

18 Financial Records

18.1 Obligation to Keep Financial Records

The Company must keep written the financial records required by the Act, and such other accounts and financial statements in the form specified in a resolution (if any) passed at a general meeting of the Company.

18.2 Location of Financial Records

The financial records of the Company shall be kept at the registered office or at such other place as the Board thinks fit.

18.3 Access

- (a) The financial records of the Company shall at all reasonable times be open to inspection by a Director.
- (b) The Board shall from time to time determine at what times and places and under what conditions and regulations the financial records of the Company may be open to inspection by Members and a Member other than a Director does not have the right to inspect any financial records or other documents of the Company except as provided by the Act or authorised by the Directors or by the Company in general meeting.

18.4 Financial Reporting Obligations

- (a) At the AGM in every year, the Board will, if required by the Act, lay before the meeting:
 - (i) the financial report for the last Financial Year of the Company that ended before that meeting; and
 - (ii) any other accounts, reports and statements as are required by the Act or by the resolution referred to in clause 18.1.
- (b) Subject to the Act, a copy of the financial report and other reports referred to in clause 18.4 must be sent to Members and other persons entitled to receive them as required by the Act or by the resolution referred to in clause 18.1.

19 Funds – Management

Subject to any resolution passed by the Company in General Meeting, the funds of the Company shall be used in pursuance of the Objects in such manner as the Directors determine.

20 Alterations of Objects and Rules

The Objects and this constitution may be altered, rescinded or added to only by a Special Resolution of the Company.

21 Common Seal

- 21.1** The Company may, but need not, have a common seal.

- 21.2** If the Company has a common seal the Directors must provide for its safe custody.
- 21.3** The common seal may not be fixed to any document except by the authority of a resolution of the Directors or of a committee of the Directors duly authorised by the Directors.
- 21.4** The Company executes a document with its common seal of the fixing of the seal is witnessed by:
- (a) 2 Directors of the Company; or
 - (b) a Director and a Company Secretary of the Company.
- 21.5** The Company may execute a document without using a common seal if the document is signed by:
- (a) 2 Directors of the Company; or
 - (b) a Director and a Company Secretary of the Company.

22 Rights of Inspection

- 22.1** The financial records of the Company shall at all reasonable times be open to inspection by a Director.
- 22.2** The Board shall from time to time determine at what times and places and under what conditions and regulations the financial records of the Company may be open to inspection by Members and a Member other than a Director does not have the right to inspect any financial records or other documents of the Company except as provided by the Act or authorised by the Directors or by the Company in general meeting.

23 Audit

- (a) Where required by the Act, a properly qualified auditor or auditors shall be appointed by the Board.
- (b) The Auditor will:
 - (i) be appointed and may be removed as provided in the Act; and
 - (ii) perform the duties and have the rights and powers as may be provided in the Act.

24 Notices

- 24.1** Any notice required to be given under this Constitution or any rule or Regulation of the Company must be:
- (a) in writing; and
 - (b) given to the recipient:

- (i) personally;
- (ii) (if a Member) by sending it by post to the address for the Member in the Register of Members or the alternative address (if any) nominated by the Member, and otherwise to the recipient's last known place of residence or business; or
- (iii) by sending it to the fax number or electronic address (if any) nominated by the recipient.;

24.2 The non-receipt of a notice of meeting of Members shall not invalidate any meeting of Members held pursuant to such notice.

24.3 Members who have no place of address in Australia registered with the Company shall notify the Company of an alternative address in Australia for the purposes of this clause 24.

24.4 Any notice sent by:

- (a) post is taken to be given on the next business day after it is posted (if to an address within Australia) or seven business days after it is posted (if to an address outside Australia); and
- (b) fax or electronic message is taken to be given on the same day if it is transmitted on a business day by 5.00pm AEST and otherwise on the next business day.

24.5 Unless it is otherwise provided, a given number of days' notice or notice extending over any period includes the day of service but does not include the day on which such notice is to expire. Where at least or not less than a given period is prescribed, then both the day of service and the day on which the period expires are excluded.

24.6 Subject to the Act, the signature to any notice given by the Company may be written, printed or typed.

Schedule 1 - Constituent Organisations

Bendigo Association of Pharmacy Students;
Canberra Student Pharmacy Association;
Griffith University Association of Pharmacy Students;
James Cook University Pharmacy Student Association;
Orange Pharmacy Students Association;
Charles Sturt University Pharmers' Society
Pharmacy Students of University of New England;
Queensland Pharmacy Students' Association;
Queensland University of Technology Student Pharmacy Association;
RMIT Association of Pharmacy Students;
South Australian Pharmacy Students' Association;
Sydney University Pharmacy Association;
Tasmanian Association of Pharmacy Students;
Top End Pharmacy Students' Association;
Victorian Pharmacy Students' Association;
Western Australian Pharmacy Students' Association;
University of Technology Sydney Pharmacy Association; and
University of Newcastle Association of Pharmacy Students.

Schedule 2 – Honorary Life Members

Adam Phillips

Ashleigh Coome

Brooke Myers

Cassandra Lee

Chris Braithwaite

John Traynor

Joseph Whitehouse

Josephine McDowall

Lisa Goldsmith

Michelle Bou-Samra

Patrick Reid

Paul Buise

Sarah Sinclair

Tim Mizzi

Trent Twomey

Xavier Agostino

Schedule 3 – Form of Proxy

National Australian Pharmacy Students' Association Limited (ACN [])

I, [name], of [address of member] being a member of National Australian Pharmacy Students' Association Limited ([ACN []]) (**Company**) and entitled to attend and vote hereby appoint:

OR

(mark box)

Name of person(s) or body corporate you
are appointing as your proxy

the Chairperson of the meeting

or failing the person or body corporate named, or if no person or body corporate is named, the Chairperson of the meeting as my proxy to attend and vote on my behalf at the general meeting of the Company to be held on [proposed date of meeting] and at any adjournment of that meeting.

If the Chairperson of the meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy in respect of [item []], please place a mark in the box.

By marking this box, you acknowledge that the Chairperson of the meeting may exercise your proxy even if he/she has an interest in the outcome of the item and that votes cast by the Chairperson of the meeting for those items other than as a proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairperson will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the item.

The Chairperson intends to vote undirected proxies in favour of items(s) [insert number].]

My proxy is authorised to exercise all of my voting rights. I direct that my proxy vote in the following manner:

Agenda item

For

Against

Abstain

[insert agenda item number and,
for each resolution to be put to meeting,
give a brief description of the resolution

eg Item 1: To elect X]

If no directions are given my proxy may vote or abstain as the proxy thinks fit.

Signature of security holders. This must be completed

Member 1 (Individual)

Joint Member 2 (Individual)

Joint Member 3 (Individual)

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Sole Director and sole
company secretary

Director/Company secretary

Director

This proxy form should be signed and (where applicable) any power of attorney or a certified copy attached to this form, must be received by the Company at its registered office or the address set out below, not less than 24 hours before the time for commencement of the meeting. Please send by post to [insert service address of company] or by fax to [insert fax number of company]. Any proxy form received after that time will not be valid for the scheduled meeting.