



Constitution of the Responsible Investment Association Australasia (RIAA)

An Incorporated Association registered in
New South Wales
INC3451605
ABN 98 824 831 560

Model Rules for Associations adopted 7 January 2000
Amended to form the Constitution of the EIA March 2007
Constitution of the EIA proposed as a Special Resolution at Special General Meeting June 2007
Resolution passed to adopt the change of name of EIA to Responsible Investment Association
Australasia at Annual General Meeting 4th October 2007
Resolution passed at AGM Monday 9 November 2009 to change President to Chair
Special resolution passed at AGM 10th December 2013 amending clause 31(2) to allow quorum at
AGM to include members “by teleconference, videoconference, or any similar means of audiovisual
communication”
Special Resolution passed at AGM 6th December 2018 to change the mission, values, objects of the
association, clarify member support for RIAA’s mission, beliefs and objects, revised the membership
approvals process by board, revised the co-opted seats to the board, changed the timing of the election
of office bearers, clarified the process for counting votes for ballots related to voting on directors and
made updates consistent with the updated Association Incorporations Act model constitution and the
relevant Act.

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Part 1 Preliminary

1 Definitions

(1) In this Constitution:

Director-General means the Commissioner for Fair Trading, Department of Finance and Services, or if there is no such position in the Department of Finance and Services

RIAA means the Responsible Investment Association Australasia.

executive director means the person holding office under this Constitution as executive director of the association.

ordinary member means a member of the board who is not an office-bearer of the association, as referred to in rule 17(2).

secretary means:

- (a) the person holding office under this Constitution as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association, or
- (c) such other person or body appointed from time to time by the board to perform some or all the duties of secretary of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the Associations Incorporation Act 2009.

the regulation means the Associations Incorporation Regulation 2010.

(2) In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) In this Constitution, a reference to the association is a reference to RIAA.

(4) The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

Part 2 RIAA Mission, Statement of Beliefs and Objects

2 RIAA Mission, Statement of Beliefs and Objects

The association adopts the Mission Statement, Statement of Beliefs and Objects as outlined here:

(1) RIAA Mission Statement

To promote, advocate for, and support approaches to responsible investment that align capital with achieving a healthy and sustainable society, environment and economy.

(2) RIAA Statement of Beliefs

RIAA's mission is founded on the belief that:

- (a) Investment and ownership practices affect the health and well-being of the environment, society and the economy.
- (b) Regardless of whether they are intended or not, these positive and negative effects confer on investors significant stewardship responsibilities.
- (c) Investment and ownership practices can and should align with society's needs and objectives, such as those set out in the UN's Sustainable Development Goals.
- (d) Demonstrating effective stewardship is necessary for earning and protecting the trust that is the foundation of the investment industry.

(3) RIAA Objects

RIAA plays its role in discharging its mission by:

- (a) Providing a strong voice for responsible investors in the region, including by influencing policy and regulation to support long-term responsible investment and sustainable capital markets;
- (b) Delivering tools for investors and the broader community to better understand and navigate towards responsible investment products and advice;
- (c) Supporting continuous improvement in responsible investment practice among members and the broader industry through education, benchmarking and promotion of best practice and innovation;
- (d) Acting as a hub for our members, the broader industry and stakeholders to build capacity, knowledge and collective impact;
- (e) Being a trusted source of information about responsible investment with a strong reputation for accuracy and integrity.

3 The RIAA Mission, Statement of Beliefs and Objects may be altered, rescinded or added to only by a special resolution of the association.

Part 3 Membership

4 Membership qualifications

Subject to this Part, a person is qualified to be a member of the association if, but only if:

- (a) the person was:
 - I. in the case of an unincorporated body that is registered as the association – a member of that unincorporated body immediately before the registration of the association; or
 - II. in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation; or
 - III. in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association,
 - and had not ceased to be a member of the association at any time after the association was duly incorporated.
- (b) the person was one of the individuals on whose behalf an application for registration of the association was made, and has not ceased to be a member of the association at any time after the association was duly incorporated.
- (c) the person's membership has been approved by the association.

5 Application for membership

- (1) An application for membership of the association must be completed either on and in accordance with the RIAA website or on and in accordance with a RIAA membership brochure and must be accompanied by payment of the appropriate membership application fee as specified on the RIAA website or membership brochure.
- (2) Upon making an application for membership, the member of the association is committing to support RIAA to deliver on the Mission, Beliefs and Objects of the association as articulated in the joining forms and/or other new member documentation.
- (3) As soon as practicable after receiving an application for membership, the executive direction will determine whether to approve or reject the application and may refer the application to the board for decision. The executive director will report these decisions to the board at every board meeting.
- (4) An application for membership may be rejected where the executive director or board form a reasonable view that the applicant is unable to fully support the interests of the association (including, without limitation, the pursuit of its Mission, Beliefs, Objects or its reputation).

The formation of such a view remains at the absolute discretion of the executive director or board.

- (5) In the event that the application is rejected, and as soon as practicable, the executive director must notify the applicant in writing explaining the reasons for the rejection and providing a full refund of monies paid. A rejected applicant may appeal the decision to the board.
- (6) An appointed staff member of the association must, on payment by the applicant of the appropriate membership fee, and following approval by the board, enter the applicant's name in the database of members and, on the name being so entered, the applicant becomes a member of the association.

6 Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the nominated membership renewal fee by 3 months after the due date.

7 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

8 Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the executive director written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the appointed staff member must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 Register of members

- (1) The secretary of the association must establish and ensure the maintenance of a register of members of the association, in the form of an electronic database, specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The secretary must ensure that the electronic database of members is backed up on a regular basis.
- (3) The database of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may, at any time, request and obtain a complimentary list of members including members' names and, if relevant, organisations only.

10 Fees and subscriptions

- (1) A member of the association must pay to the association an annual membership fee as determined by the board.
- (2) That fee is due on the final day of the month one year following the month of joining and on that date every year thereafter.

11 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 10.

12 Resolution of disputes relating to the Mission, Statement of Beliefs and Objects

- (1) Where the association receives a complaint in relation to the conduct of a member of the association, the complainant will be encouraged to communicate directly with the member.
 - (a) If necessary, the CEO or their delegate will seek the member's consent to provide appropriate member contact details to the complainant.
- (2) The CEO will advise the board of any complaints and the board will determine whether the complaint is relevant to the member's ability to support RIAA in achieving its Mission, Beliefs and Objects as defined in rule 2(a), 2(b) and 2(c) of this Constitution:
 - (a) Where the board determines that the complaint is relevant to the member's ability to support the association's Mission, Beliefs and Objects,
 - i. the CEO or their delegate will invite the complainant to contact the association again if they have not received a

satisfactory response from the member within a reasonable time period.

- ii. If after the reasonable period of time, the complainant advises the CEO that they have not received a satisfactory response from the member, the board will communicate directly with the member, requesting an explanation of how the substance of the complaint is consistent with supporting the association's Mission, Beliefs and Objects.
 - iii. If the member does not satisfy the board as to its continued ability to support the association in its Mission, Beliefs and Objects, the board may choose to decline ongoing membership from a date of the board's choosing (with no return of fees).
- (b) Where the board determines that the complaint is not relevant to the member's ability to support the association's Mission, Beliefs and Objects, the complainant will be informed that it does not fall within the association's scope.
- (3) All complaints raised with the association in relation to the conduct of a member of the association will be tabled before the board. For those items that have not reached stage (2) above, the complaint may be tabled in summary form.

13 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 5 business days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (3) If a dispute is not resolved by mediation within 3 months of referral to a community justice centre, the dispute is to be referred to arbitration. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

14 Disciplining of members

- (1) Without limiting rule 13, a complaint may be made to the board by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) The board may refuse to deal with the complaint if it considers the complaint to be trivial or vexatious in nature.

- (3) If the board decides to deal with the complaint, it:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 10 business days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proven.
- (5) If the board expels or suspends a member, the secretary must, within 5 business days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the board for having taken that action and of the member's right of appeal under rule 15.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 15(5), whichever is the later.

15 Right of appeal of disciplined member

- (1) A member may appeal to the association, against a resolution of the board under rule 14, within 5 business days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the board which is to convene a general meeting of the association to be held within 20 business days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 4 The Board

16 Powers of the board

The committee is to be called the board of management of the association and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the board to be necessary or desirable for the proper management of the affairs of the association.

17 Constitution and membership

- (1) The board is to consist of:
 - (a) the office-bearers of the association, and
 - (b) 7 ordinary members, and
 - (c) the executive director, and
 - (d) a representative from the New Zealand responsible investment communityeach of whom is to be elected at an annual general meeting of the association under rule 18.
- (2) The office-bearers of the association are to be:
 - (a) the chair
 - (b) the vice-chair
 - (c) the treasurer, and
 - (d) the secretary.
- (3) Each member of the board is, subject to this Constitution, to hold office until the conclusion of the annual general meeting 2 years following the date of the member's election but is eligible for re-election.
- (4) Members may serve on the board for a maximum of 10 continuous years.

- (5) Any member, having served on the board for 10 continuous years, may stand for nomination again only after a period of at least 3 years has lapsed, or 3 annual general meetings have occurred, whichever is sooner.
- (6) Office-bearers will hold office until the annual general meeting 2 years following the date of their appointment.
- (7) Board members may be re-elected to office bearing positions whilst they continue to serve as members of the board.
- (8) The board shall also appoint a public officer, who may or may not be an office bearer of the association. Vacation of the role of public officer, and the replacement of such an officer, is to occur in accordance with section 35 of the Act.
- (9) Subject to sub-rule (8) above, in the event of a casual vacancy occurring in the membership of the board, the board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (10) The board will maintain a skills matrix and seek to achieve a mix of skills, experience and personal attributes which strengthen board decision-making and best enables the organisation to pursue its mission effectively. This includes diversity across,
 - (a) Professional skills and experience relevant for strategic and operational priorities;
 - (b) Member, investor types, geographies and responsible investment approaches, including faith-based investors; and
 - (c) Gender, age, and / or other personal attributes and background.
- (11) The association shall publish the board skills matrix noting any current gaps, with director nomination materials and in the annual report.

18 Election of members of the board

- (1) Nominations of candidates for election as ordinary members of the board of the association:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the executive director of the association at least 15 business days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected.
- (3) Any vacant positions remaining on the board are taken to be casual vacancies.

- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) In the event that a ballot is required, the voting form for the election of ordinary members to the board is to be sent to members no less than 12 business days prior to the annual general meeting and returned no less than 2 business days prior to the annual general meeting.
- (7) Counting of the ballots received shall be undertaken in accordance with board policy. The vote counting system will be available for members.
- (8) The election of office bearers of the board is to be conducted by the board as soon as practicable after the annual general meeting, in such usual and proper manner as the board may direct.

19 Secretary

- (1) the secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) The public officer – who may or may not be the secretary - must, within 28 days of their appointment, lodge notice with the Director-General the information required under section 34 of the Act.
- (3) It is the duty of the secretary to ensure that minutes are kept of:
 - (a) all appointments of office-bearers and members of the board,
 - (b) the names of members of the board present at a board meeting or a general meeting, and
 - (c) all proceedings at board meetings and general meetings.

20 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made,
- and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

21 Casual vacancies

For the purposes of this Constitution, a casual vacancy in the office of a member of the board occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or

- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the board from all meetings of the board held during a period of 6 months.
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

22 Removal of member

- (1) The association in general meeting may, by resolution, remove any member of the board from the office of board member before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the board to whom a proposed resolution referred to in clause (1) makes representations in writing to the secretary or Chair (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the Chair may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 Meetings and quorum

- (1) The board must meet at least 4 times in each period of 12 months at such place and time as the board may determine.
- (2) Additional meetings of the board may be convened by the Chair or by any member of the board.
- (3) Oral, electronic or written notice of a meeting of the board must be given by the executive director to each member of the board at least 48 hours (or such other period as may be unanimously agreed on by the members of the board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the board members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 6 members of the board constitute a quorum for the transaction of the business of a meeting of the board.
- (6) No business is to be transacted by the board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a time and place agreed by those present and between 5 and 10 business days after the original meeting.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the board:
 - (a) the chair or, in the chair's absence, the vice-chair is to preside, or
 - (b) if the chair and the vice-chair are absent or unwilling to act, such one of the remaining members of the board as may be chosen by the members present at the meeting is to preside.
- (9) The meetings of the board may be conducted utilising the various electronic methods available such as video conferencing and teleconferencing.

24 Delegation by board to sub-committee

- (1) The board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the board thinks fit) the exercise of such of the functions of the board as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the board.
- (6) The board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

25 Other delegations by board

No member of the board may make representations or speak publicly or to the media on behalf of the association unless that person is:

- (a) the executive director, or
- (b) a board member specifically delegated the role of spokesperson, or
- (c) such person or body appointed by the board from time to time to perform the duties of spokesperson.

26 Voting and decisions

- (1) Questions arising at a meeting of the board or of any sub-committee appointed by the board are to be determined by a majority of the votes of members of the board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the board or of any sub-committee appointed by the board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 23(5), the board may act despite any vacancy on the board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-committee appointed by the board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the board or sub-committee.

Part 5 General meeting

27 Annual general meetings – holding of

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 37(2)(b) of the Act.

28 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to rule 27, to be convened on such date and at such place and time as the board thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the board reports on the activities of the association during the last preceding financial year,
 - (c) to announce ordinary members of the board,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

29 Special general meetings – calling of

- (1) The board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the board and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

30 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 10 business days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 15 business days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 28(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31 Procedure

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) 10 members present in person, by teleconference, videoconference, or any similar means of audiovisual communication, or by proxy (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, or
and
 - (b) in any other case, is to stand adjourned until a time no longer than 10 business days and no less than 5 business days from the original meeting at a place to be agreed by the board.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 6 present in person or by proxy) is to constitute a quorum.

32 Presiding member

- (1) The chair or, in the chair's absence, the vice-chair, is to preside as chairperson at each general meeting of the association.
- (2) If the chair and the vice-chair are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 10 business days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

34 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded. The chairperson shall declare that a resolution determined on a show of hands has been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect must be made in the minutes of the meeting. An entry in the minutes is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 5 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

35 Special resolution

- (1) A resolution of the association is passed by the association as a special resolution:
 - (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) in a postal ballot conducted by the association, or
 - (c) in such other manner as the Director-General may direct,
 - (d) if it is supported by at least three quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution
- (3) a postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot and if conducted, must be conducted in accordance with the regulations
- (4) a direction under (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impractical to require votes to be cast in the manner provided by subsection (1) (a) or (b).

36 Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally, by proxy, or where the secretary declares it, by postal ballot. No member, excluding the chair, may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

37 Appointment of proxies

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 2 business days before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the is to be in the form set out in Appendix 1 of this Constitution.

Part 6 Miscellaneous

38 Insurance

The association may effect and maintain insurance.

39 Funds – source

- (1) The funds of the association are to be derived from annual subscriptions of members, grants, donations, income derived from programs and projects run by the association, and, subject to any resolution passed by the association in general meeting, such other sources as the board determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) In the event that a Tax Invoice has not been retained at the point of payment or purchase, the association must, upon request, issue an appropriate receipt.

40 Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the board or employees of the association, being members or employees authorised to do so by the board.

41 Alteration of Constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

42 Common seal

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the board and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the board and of the secretary.

43 Custody of books

Except as otherwise provided by this Constitution, the secretary must keep in his or her custody or under his or her control all records, electronic databases, books and other documents relating to the association.

44 Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

45 Service of notices

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

46 Non-profit clause

The assets and income of the association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

47 Dissolution clause

In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another association with similar purposes which is not carried on for the profit or gain of its individual members. In the event that another organisation with similar purposes cannot be found, the amount that remains shall be transferred to an environmental Non Government Organisation (NGO).

48 Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June; and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Appendix 1

(Rule 37 (2))

FORM OF APPOINTMENT OF PROXY

I,of
(full name) *(address)*

being a member of the Responsible Investment Association Australasia

hereby appoint of
(full name of proxy) *(address)*

being a member of the Responsible Investment Association Australasia, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....
(month and year)

and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

.....
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the association.