

CORPORATIONS ACT
COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
ASIA-PACIFIC EDUCATIONAL RESEARCH ASSOCIATION LIMITED

PRELIMINARY

1. DEFINITIONS AND INTERPRETATION

1.1 In this Constitution unless the contrary intention appears:

‘**Alternate Director**’ means a person appointed as an alternate director under **clause 37**;

‘**Auditor**’ means the Company’s auditor;

‘**Company**’ means Asia-Pacific Educational Research Association Limited;

‘**Constitution**’ means the constitution of the Company as amended from time to time;

‘**Director**’ includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director;

‘**Member**’ means a member under **clause 5**;

‘**Office**’ means the Company’s registered office;

‘**Register**’ means the register of Members of the Company;

‘**Registered Address**’ means the last known address of a Member as noted in the Register;

‘**Representative**’ means a person appointed as such under **clause 9**;

‘**Seal**’ means the Company’s common seal (if any); and

‘**Secretary**’ means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries.

1.2 In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the *Corporations Act* have the same meaning in this Constitution;
- (d) headings are for ease of reference only and do not affect the construction of this Constitution; and

- (e) a reference to the *Corporations Act* is a reference to the *Corporations Act* as modified or amended from time to time.
- 1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the *Corporations Act* that deals with the same matter as the clause.
- 1.4 To the extent permitted by law, the replaceable rules in the *Corporations Act* do not apply to the Company.

OBJECTS

2. OBJECTS

2.1 The objects of the Company shall be:

- (a) to operate as a non profit entity to fulfil the objects of the Tokyo Declaration dated 5 October 2000 (copy of which is annexed hereto and marked 'A'), namely, to advance educational research for improved policy practice in the Asia-Pacific Region;
- (b) without limiting the generality of the foregoing:
 - (i) to support and advance the conduct and use of educational research to improve policy and practice in the Asia-Pacific Region; and
 - (ii) to:
 - (A) provide a framework for collaboration among researchers in the region;
 - (B) facilitate the publication of the results of Asia-Pacific research for improved educational policy and practice;
 - (C) organise educational research meetings; and
 - (D) support the training and professional development of educational researchers within the region;
- (c) to undertake all such roles in research for improved policy and practice, as shall be consistent with achieving the foregoing objectives or any of them;
- (d) to publish such journals and publications as shall be consistent with the foregoing objectives or any of them;
- (e) to undertake all such activities as are ancillary to or consistent with the achievement of the above objectives or any of them, including but not limited to the following activities as the Company deems from time to time appropriate:
 - (i) an annual conference of the Company to be hosted by an Institutional Member;

- (ii) the publication from time to time of such newsletters, journals, handbooks, books series and articles as the Company deems appropriate and relevant to achieving the objectives of the Company;
- (iii) the organisation from time to time of a staff exchange program between Institutional Members; and
- (iv) the conduct from time to time of such program of professional development training seminars for educational research professionals as the Company deems appropriate;

2.2 The Company may only exercise the powers in section 124(1) of the *Corporations Act* to:

- (a) carry out the objects in **clause 2.1**; and
- (b) do all things incidental or convenient in relation to the exercise of power under **clause 2.2(a)**.

INCOME AND PROPERTY OF COMPANY

3. INCOME AND PROPERTY OF COMPANY

3.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in **clause 2**.

3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

PAYMENTS TO DIRECTORS

4. PAYMENTS TO DIRECTORS

No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) for any service rendered to the Company by the Director in a professional or technical capacity (other than in the capacity as Director), where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;

- (c) of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the *Corporations Act* or a contract of insurance permitted by section 199B.

MEMBERSHIP

5. ADMISSION

- 5.1 The number of Members with which the Company proposes to be registered is unlimited.
- 5.2 The Directors must not admit any person as a Member except in accordance with this clause 5.
- 5.3 The Directors may reject any application for membership and will not be required to give any reasons for the rejection.
- 5.4 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.
- 5.5 The Company will have the following types of classes of Members:
 - (a) Institutional Members;
 - (b) Fellow Members;
 - (c) Individual Members; and
 - (d) Student Members;
- 5.6 An application for membership of the Company must be an application for membership of one of the four classes of membership listed in clause 5.5.
- 5.7 Institutional Members have full voting rights as noted in clause 19.
- 5.8 The rights and privileges of Fellow, Individual and Student Members are restricted to the right to receive publications, newsletters, and journals as are published from time to time by the Company, subject to payment of such fees, costs or subscriptions as are from time to time levied or charged by the Company in respect of such publications, newsletters and journals.
- 5.9 Fellow, Individual and Student Members have the right to receive notices of annual general meetings and other general meetings and the right to attend such meetings, but are not entitled to be heard at or vote at such meetings of the Company, however, nothing shall restrict a Fellow, Individual or Student Member from being a Director of the Company or the Representative of an Institutional Member and in that capacity attending at, being heard at and voting at such meetings of the Company;
- 5.10 The initial Institutional Members of the Company are:
 - (a) Australian Council for Educational Research, Australia;

- (b) Office of the National Education Commission, Thailand;
- (c) National Centre for Research and Development, Indonesia;
- (d) National Institute for Educational Policy Research, Japan;
- (e) National institute for Educational Science, Vietnam;
- (f) Korea Institute of Curriculum and Evaluation, Republic of Korea;
- (g) National Centre for Education Development Research, Peoples Republic of China;
- (h) Australian Association for Research in Education, Australia;
- (i) Faculty of Education, University of Queensland, Australia;
- (j) Curriculum Development Centre, Ministry of Education, Malaysia;
- (k) UNESCO Principal Regional Office for Asia and the Pacific, Thailand;
- (l) School of Education, Flinders University of South Australia, Australia;
- (m) National Institute of Education, Sri Lanka;
- (n) UNESCO, International Centre, Bonn, Germany;
- (o) Ministry of Education, Lao PDR;
- (p) The Hong Kong Institute of Education, Hong Kong SAR; and
- (q) New Zealand Council for Educational Research, New Zealand.

- 5.11 Applications for membership of the Company must be in writing, signed by the applicant, in a form approved by the Directors in their absolute discretion and accompanied by an agreement to pay the membership fee specified by the Directors from time to time.
- 5.12 At the next meeting of Directors after the receipt of an application for membership, the application will be considered by the Directors. The Directors will:
- (a) determine the admission or rejection of the applicant; or
 - (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- 5.13 If the Directors:
- (a) require further evidence under clause 5.17, determination of the application will be deferred until this evidence has been supplied;
 - (b) reject an application for membership, they will not be required to give reasons for the rejection.

- 5.14 As soon as practicable following acceptance of an application, the Secretary will send the applicant written notice of the acceptance and if an annual membership fee etc is payable by the applicant, a request for payment of the applicant's first annual membership fee.
- 5.15 Upon payment of the applicant's first annual membership fee (if any) the applicant will become a Member of the Company, provided nevertheless that if the payment is not made within thirty (30) days after the date of the notice, the Board may in its discretion cancel its acceptance of the application for membership of the Company
- 5.16 The Board may determine that:
- (a) different joining/subscription/membership fee apply in relation to different classes of Members; and
 - (b) a Member who is transferring from one class of Member to another class need not pay a joining fee to become a Member of the second class, except that if the joining fee for the second class is greater than the joining fee for the first class the Member must pay the difference between the two joining fees.
- 5.17 An application under clause 5.11, must be accompanied by information demonstrating to the satisfaction of the Board that the applicant has the following attributes and/or such other attributes that the Directors from time to time determine in relation to educational research, and other information as is determined by the Board from time to time as relevant having regard to the objects of the Company:
- (a) Applicants for Institutional Membership:
 - (i) institutions that implement research activities or train education professionals;
 - (ii) associations of professionals that coordinate activities for educational researchers at the national level;
 - (iii) universities and colleges of advanced learning;
 - (iv) organisations having an interest in educational research and having a presence in the Asia-Pacific region; and
 - (v) government departments, entities, agencies or semi-governmental entities having an interest in educational research
 - (b) Applicants for Fellow Membership: the applicant must be a natural person recognised by his or her colleagues as deserving recognition for meritorious service towards educational research.
 - (c) Applicants for Individual Membership: the applicant must be a natural person who has completed a university (or other tertiary level) qualification in education.
 - (d) Applicants for Student Membership: the applicant must be in the process of undertaking or completing a university (or other tertiary level) qualification in education.

- 5.18 The rights of any class of Members under this Constitution may not be varied without the sanction of a special resolution passed at a general meeting of the Company.
- 5.19 If the Board is not satisfied that an applicant satisfies the conditions for membership described in clause 5.17 the Board may in its absolute discretion not approve the application.

6. MEMBERSHIP FEES

- 6.1 The Board may from time to time determine:
- (a) whether any annual membership fee will be payable; and
 - (b) the amount of annual membership fee payable;
- by each Member or each class of Member.
- 6.2 The Board may require Members to confirm each year, when paying their annual membership fees, that they still satisfy the prerequisites for admission to their membership class (set out in clause 5.17).
- 6.3 If a Member's membership of the Company ceases under clause 7 the Member's annual membership fee is not refundable.
- 6.4 The annual membership fee period will be computed from 1st July in each year, and annual membership fees will be due in advance within thirty (30) days thereafter.
- 6.5 Should any Member not pay any membership fee within thirty (30) days after it became due the Board will give notice to that Member of that fact and may if the membership fee remains unpaid after the expiration of twenty-one (21) days from the date of that notice declare that Member's membership forfeited and the Member will then cease to be a Member of the Company.
- 6.6 The Board may in its absolute discretion determine that any Member who has been admitted to membership between 1st January and 30th June in any year will pay only one-half of the annual membership fee until that Member's next annual membership fee falls due.

7. CEASING TO BE A MEMBER

- 7.1 A Member's membership of the Company will cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) who has in the opinion of the Directors ceased to qualify for Membership; or
 - (ii) whose conduct in their opinion renders it undesirable that the Member continue to be a Member of the Company;

however, only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;

- (c) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - (iii) is convicted of an indictable offence; or
 - (iv) ceases to have the qualifications to be a Member;
- (d) where the Member is not an individual, if:
 - (i) a liquidator is appointed in connection with the winding-up of the Member;
 - (ii) an order is made by a Court for the winding-up or deregistration of the Member; or
 - (iii) ceases to have the qualifications to be a Member.

7.2 Any Member ceasing to be a Member will remain liable for and will pay to the Company all moneys which were due at the date of ceasing to be a Member.

8. POWERS OF ATTORNEY

- 8.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- 8.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 8.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

9. REPRESENTATIVES

- 9.1 Any corporation or organisation which is an Institutional Member may by written notice to the Secretary:
 - (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the *Corporations Act*; and
 - (b) remove a Representative.

- 9.2 A Representative is entitled to:
- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;
 - (b) stand for election as an office bearer or Director; and
 - (c) be counted towards a quorum on the basis that the Member corporation or organisation is to be considered personally present at a general meeting by its Representative.
- 9.3 A certificate executed in accordance with section 127 of the *Corporations Act* is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 9.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.
- 9.5 The appointment of a Representative may set out restrictions on the Representative's powers.
- 9.6 The Representatives of the Institutional Members initially appointed are:
- | | |
|----------------------|---|
| Name: | Sharifah Maimunah bt Syed Zin |
| Organisation: | Ministry of Education, Malaysia |
| Position: | Curriculum Development Centre |
| Name: | Dr Nguyen Huu Chau |
| Organisation: | National institute for Educational Science, Vietnam |
| Position: | Deputy Director General |
| Name: | Dr Rung Kaewdang |
| Organisation: | Office of the National Education Commission, Thailand |
| Position: | Secretary-General |
| Name: | Dr Huh Kyung Chul |
| Organisation: | Korea Institute of Curriculum and Evaluation, Republic of Korea |
| Position: | Director General |
| Name: | Professor Mansheng Zhou |
| Organisation: | National Centre for Education Development Research, Peoples Republic of China |
| Position: | Deputy Director-General |
| Name: | Mr Ryo Watanabe |
| Organisation: | National Institute for Educational Policy Research, Japan |
| Position: | Director, Department of International Education and Co-operation |
| Name: | Mr Khamphay Sisavanh |
| Organisation: | Ministry of Education, Lao PDR |
| Position: | Director, National Research Institute for Educational Sciences |

- Name:** Dr Peter Renshaw
Organisation: Australian Association for Research in Education, Australia
Position: President
- Name:** Professor Colin Power
Organisation: Faculty of Education, University of Queensland, Australia
Position: Adjunct Professor
- Name:** Dr Zhou Nanzhao
Organisation: UNESCO Principal Regional Office for Asia and the Pacific, Thailand
Position: Acting Chief of ACEID
- Name:** Professor Geoffrey Masters
Organisation: Australian Council for Educational Research, Australia
Position: Executive Director
- Name:** Dr Rupert Maclean
Organisation: UNESCO
Position: Director, Section for Secondary Education
- Name:** Professor John Keeves
Organisation: School of Education, Flinders University of South Australia, Australia
Position: Professional Fellow
- Name:** Dr Indira Lilamani Ginige
Organisation: National Institute of Education, Sri Lanka
Position: Assistant Director General, Teacher Education
- Name:** Cheng, Professor Yin Cheong
Organisation: The Hong Kong Institute of Education, Hong Kong SAR
Position: Centre Director, Centre for Research and International Collaboration
- Name:** Dr Boediono
Organisation: National Centre for Research and Training, Ministry of National Education, Indonesia
Position: Director General
- Name:** Dr Robyn Baker
Organisation: New Zealand Council for Educational Research, New Zealand
Position: Director

GENERAL MEETINGS

10. CALLING GENERAL MEETING

- 10.1 Any Director may, at any time, call a general meeting.
- 10.2 A Member may:
- (a) only request the Directors to call a general meeting in accordance with section 249D of the *Corporations Act*; and

- (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the *Corporations Act*.

- 10.3 A general meeting of the Company to be called the “Annual General Meeting” will be held at least once in every calendar year as required by the Corporations Act, and the first Annual General Meeting will be held not later than the date required by the Corporations Act.
- 10.4 The Annual General Meeting shall be held from time to time, in such part or parts of the Asia-Pacific region as the Directors may in their discretion appoint.

11. NOTICE OF GENERAL MEETING

- 11.1 Subject to the provisions of the *Corporations Act* allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- 11.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 11.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors’ report and the Auditor’s report;
 - (b) the election of Directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 11.4
- (a) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under **clause 50.1**).
 - (b) The Directors must give notice of the postponement or cancellation to all persons referred to in **clause 48.1** entitled to receive notices from the Company.
- 11.5 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. MEMBER

In **clauses 13, 14, 16, 19, 21, 22, 25, and 52.3** ‘**Member**’ is a reference to an Institutional Member only and includes an Institutional Member present in person or by proxy, attorney or Representative. For the avoidance of doubt, save for acting in his or her capacity as a Representative of an Institutional Member, a Fellow, Student or an Individual Member shall have no right to attend at, be heard at or vote at a general meeting of the Company or be counted as part of a quorum.

13. QUORUM

- 13.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 13.2 A quorum of Members is 5 Members.
- 13.3 If a quorum is not present within 30 minutes after the time appointed for a meeting:
- (a) if the meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.

14. CHAIRPERSON

- 14.1 The chairperson, or in the chairperson’s absence the deputy chairperson, of Directors’ meetings will be the chairperson at every meeting of Members.
- 14.2 If:
- (a) there is no chairperson or deputy chairperson; or
 - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the meeting; or
 - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the meeting,
- the Directors present may elect a chairperson.
- 14.3 If no election is made under **clause 14.2**, then:
- (a) the Members may elect one of the Directors present as chairperson; or

- (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.

14.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

15. ADJOURNMENT

15.1 The chairperson of a meeting at which a quorum is present:

- (a) in his or her discretion may adjourn a meeting with the meeting's consent; and
- (b) must adjourn a meeting if the meeting directs him or her to do so.

15.2 An adjourned meeting may take place at a different venue to the initial meeting.

15.3 The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

15.4 Notice of an adjourned meeting must only be given in accordance with **clause 11.1** if a general meeting has been adjourned for more than 21 days.

16. DECISION ON QUESTIONS

16.1 Subject to the *Corporations Act* in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

16.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the *Corporations Act*.

16.3 Unless a poll is demanded:

- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
- (b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

16.4 The demand for a poll may be withdrawn.

16.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

17. TAKING A POLL

17.1 A poll will be taken when and in the manner that the chairperson directs.

17.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

17.3 The chairperson may determine any dispute about the admission or rejection of a vote.

- 17.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 17.5 A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.
- 17.6 After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

18. CASTING VOTE OF CHAIRPERSON

The chairperson has a casting vote in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

VOTES OF MEMBERS

19. ENTITLEMENT TO VOTE

- 19.1 Members are entitled to vote at a general meeting only in accordance with this clause 19.
- 19.2 For the avoidance of doubt, the only Members of the Company that have voting rights are Institutional Members.
- 19.3 Every Member who is present in person or by proxy, whose membership fees are paid to the date of the relevant meeting and whose name appears in the register of Members as an Institutional Member forty-eight (48) hours before the time of the relevant meeting will be entitled to vote. Each such Member will be entitled to cast one vote.
- 19.4 A vote may only be taken on a show of hands if every Member who raises his or her hand to vote holds in that hand a coloured card or other symbol which identifies the Member as an Institutional Member.
- 19.5 At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairperson; or
 - (b) by at least one (1) Member.

Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- 19.6 If a poll is duly demanded it will be taken in the manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairperson for that meeting or on a question of adjournment will be taken forthwith.

- 19.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded will be entitled to a casting vote.
- 19.8 No objection may be made to the validity of any vote except at the meeting or poll at which the vote was tendered and every vote not disallowed at the meeting or poll will be deemed valid. In case of any dispute as to the admission or rejection of a vote, the Chairperson of the meeting will determine the same and the Chairperson’s determination made in good faith will be final and conclusive.
- 19.9 The instrument appointing a proxy will be in writing in the following form, or another form approved by the Directors from time to time, under the hand of the appointor or if the appointor is a corporation either under seal or under the hand of an officer duly authorised. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.

FORM OF PROXY

I, _____, as Representative,
of _____
which is an Institutional Member of the Company:

appoint as the Institutional Member’s proxy

(name) _____ of _____
or failing him or her

(name) _____ of _____
or failing him or her the Chairperson of the general meeting of the Company to be held on _____ at
__am/pm to vote for the Institutional Member at that meeting and at any adjournment of it.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

RESOLUTION FOR/AGAINST/ABSTAIN

INSTRUCTIONS

- 1. To direct the proxy to cast all votes covered by this instrument in a particular manner place a tick or a cross in the relevant box.
- 2. The proxy must vote on a poll or on a show of hands as directed.

I understand that if the Institutional Member has not directed its proxy how to vote, its proxy may vote or abstain from voting as he or she thinks fit.

DATED:

.....
Signed by the Representative of the Institutional Member

- 19.10 A proxy is entitled to vote on a poll or show of hands.
- 19.11 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be

deposited at the Office, or at another place specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy will not be treated as valid.

- 19.12 A vote given in accordance with the terms of an instrument of proxy or attorney will be valid notwithstanding the previous death or unsoundness or mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of the death, unsoundness of mind or revocation has been received by Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

20. OBJECTIONS

- 20.1 An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered its vote.
- 20.2 An objection must be referred to the chairperson of the meeting, whose decision is final.
- 20.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

21. VOTES BY PROXY

- 21.1 A proxy may demand or join in demanding a poll.
- 21.2 A proxy or attorney may vote on a poll.

22. DOCUMENT APPOINTING PROXY

- 22.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the *Corporations Act*. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the *Corporations Act*.
- 22.2 For the purposes of **clause 22.1**, an appointment received at an electronic address will be taken to be signed by the Member if:
- (a) a personal identification code allocated by the Company to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 22.3 A proxy need not be a Member.
- 22.4 A proxy may vote or abstain as he or she chooses except where an appointment of the proxy directs the way the proxy is to vote on a particular resolution. Unless otherwise

indicated when voting, if a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

- 22.5 A proxy's appointment is valid at an adjourned meeting.
- 22.6 A proxy or attorney may be appointed for all meetings or for any number of meetings or for a particular purpose.
- 22.7 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the meeting whether or not the motion is referred to in the appointment.
- 22.8 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

23. LODGMENT OF PROXY

- 23.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 23.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Office;
 - (b) a facsimile number at the Office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

24. VALIDITY

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant meeting or adjourned meeting.

APPOINTMENT AND REMOVAL OF DIRECTORS**25. NUMBER OF DIRECTORS**

25.1 Subject to clause 25.2, there will be:

- (a) a minimum of three directors; and
- (b) a maximum of ten directors.

25.2 The Company may by unanimous resolution of all Institutional Members passed at a general meeting increase or reduce the minimum or maximum number of directors.

26. THE BOARD

26.1 The management and control of the affairs of Company will be vested in the Board which (in addition to any other powers and authorities expressly conferred upon the Board by this Constitution) may carry into effect all or any of the objects of Company and may exercise all powers of Company and do all acts and things which may be exercised or done by Company and are not by this Constitution expressly directed or required to be exercised or done by Company in general meeting, subject nevertheless to the provisions of this Constitution.

26.2 Where a meeting is held and the Chairperson is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present will elect one of their number to be a chairperson of the meeting.

26.3 The Directors are to be elected by Institutional Members.

27. APPOINTMENT AND REMOVAL OF DIRECTORS

27.1 The Company may by resolution passed in general meeting:

- (a) appoint new Directors;
- (b) subject to **clause 25.1** increase or reduce the number of Directors;
- (c) remove any Director before the end of the Director's period of office; and
- (d) appoint another person in the Director's place.

- 27.2 A person appointed under **clause 27.1(d)** will hold office for the period for which the Director replaced would have held office if the Director had not been removed.
- 27.3 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 27.4 Within 14 days of a suspension under **clause 27.3**, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with **clause 27.1(c)** or annul the suspension and reinstate the Director.

28. ADDITIONAL AND CASUAL DIRECTORS

- 28.1 Subject to **clause 25.1**, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 28.2 A Director appointed under **clause 28.1** will hold office until the next general meeting of the Company when the Director may be re-elected.

29. RETIREMENT

- 29.1 A Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected.
- 29.2 A retiring Director will be eligible for re-election.

30. FILLING VACATED OFFICE

- 30.1 When a Director retires at a general meeting, the Company may by ordinary resolution elect a person to fill the vacated office.
- 30.2 If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:
- (a) it is resolved not to fill the vacated office; or
 - (b) the resolution for the re-election of the Director is put and not passed.

31. NOMINATION OF DIRECTOR

- 31.1 A person other than a retiring Director is not eligible for election as a Director at a general meeting unless the person, or a Member who intends to propose the person, has left at the Office a written notice signed by him or her:
- (a) giving the person's consent to the nomination; and
 - (b) stating either that the person is a candidate for the office of Director or that the Member intends to propose the person for election.

- 31.2 A notice given in accordance with **clause 31.1** must be left at the Office at least 30 days before the relevant general meeting.
- 31.3 A written notice referring to all Director vacancies and each candidate for election must be sent to all Members with the notice of general meeting at which the election of a Director will take place.

32. VACATION OF OFFICE

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the *Corporations Act* from holding office or continuing as a Director;
- (b) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (c) cannot manage the Company because of his or her mental incapacity or is a person whose estate is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (d) resigns by notice in writing to the Company;
- (e) is removed by a resolution of the Company;
- (f) is absent from Directors' meetings for 3 consecutive months without leave of absence from the Directors;
- (g) holds any office of profit under the Company; or
- (h) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the *Corporations Act*.

POWERS AND DUTIES OF DIRECTORS

33. POWERS AND DUTIES OF DIRECTORS

- 33.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the *Corporations Act* do not require to be exercised by the Company in general meeting or prohibit.
- 33.2 Without limiting the generality of **clause 33.1**, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company;
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and

- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

PROCEEDINGS OF DIRECTORS

34. DIRECTORS' MEETINGS

- 34.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 34.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director, unless the Directors unanimously agree otherwise. The notice may be in writing or given using any technology consented to by all Directors.
- 34.3 It is not necessary to give notice of a meeting of the Directors to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 34.4 (a) Subject to the *Corporations Act*, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- (c) Subject to **clause 36**, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 34.5 **Clause 34.4** applies to meetings of Directors' committees as if all committee members were Directors.
- 34.6 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 34.7 A quorum is 3 Directors.
- 34.8 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting of Members to deal with the matter.
- 34.9 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

35. DECISION ON QUESTIONS

- 35.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to **clause 36**, each Director has one vote.
- 35.2 The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

- 35.3 (a) An Alternate Director has one vote for each Director for whom he or she is an alternate.
- (b) If the Alternate Director is a Director, he or she also has a vote as a Director.

36. DIRECTORS' INTERESTS

- 36.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 36.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 36.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.
- 36.4 A Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Company;
 - (b) hold any office or place of profit other than as auditor in the Company; and
 - (c) act in a professional capacity other than as auditor for the Company,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
- 36.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless permitted by the *Corporations Act* to do so, in which case the Director may:
- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 36.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in

which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

37. ALTERNATE DIRECTORS

- 37.1 A Director may, with the approval of the Directors, appoint any person as his or her alternate for a period determined by that Director.
- 37.2 An Alternate Director is entitled to notice of Directors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- 37.3 An Alternate Director is an officer of the Company and is not an agent of the appointor.
- 37.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.
- 37.5 (a) The appointment of an Alternate Director may be revoked at any time by the appointor or by the other Directors.
- (b) An Alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.
- 37.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

38. REMAINING DIRECTORS

- 38.1 The Directors may act even if there are vacancies on the board.
- 38.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:
- (a) appoint a Director; or
- (b) call a general meeting.

39. CHAIRPERSON

- 39.1 The Directors may elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.
- 39.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.
- 39.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

40. DELEGATION

- 40.1 (a) The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.
- (b) The Directors may at any time revoke any delegation of power to a committee.
- 40.2 At least one member of each committee must be a Director.
- 40.3 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 40.4 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 40.5 Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

41. WRITTEN RESOLUTIONS

- 41.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 41.2 For the purposes of **clause 41.1**, 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.
- 41.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 41.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this **clause 41**.
- 41.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

42. VALIDITY OF ACTS OF DIRECTORS

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

43. MINUTES AND REGISTERS

- 43.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
 - (c) all resolutions passed by Directors in accordance with **clause 41**;
 - (d) all appointments of officers;
 - (e) all orders made by the Directors and Directors' committees; and
 - (f) all disclosures of interests made under **clause 36**.
- 43.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 43.3 The Company must keep all registers required by this Constitution and the *Corporations Act*.

44. APPOINTMENT OF ATTORNEYS AND AGENTS

- 44.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the *Corporations Act* appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions,
determined by the Directors.
- 44.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 44.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

- 44.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.
- 44.5 An attorney or agent appointed under this **clause 44** may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

SECRETARY

45. SECRETARY

- 45.1 If required by the *Corporations Act*, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 45.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 45.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

SEALS

46. COMMON SEAL

- 46.1 If the Company has a Seal:
- (a) the Directors must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
 - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

47. DUPLICATE SEAL

- 47.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:
- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
 - (b) must not be used except with the authority of the Directors.

INSPECTION OF RECORDS

48. INSPECTION OF RECORDS

- 48.1 Except as otherwise required by the *Corporations Act*, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 48.2 A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

NOTICES

49. SERVICE OF NOTICES

- 49.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- 49.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 49.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 49.4 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.
- 49.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- 49.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 49.7 Subject to the *Corporations Act* the signature to a written notice given by the Company may be written or printed.

49.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

50. PERSONS ENTITLED TO NOTICE

50.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director and Alternate Director; and
- (c) any Auditor.

50.2 No other person is entitled to receive notice of a general meeting.

AUDIT AND ACCOUNTS

51. AUDIT AND ACCOUNTS

51.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the *Corporations Act*.

51.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the *Corporations Act*.

WINDING UP

52. WINDING UP

52.1 If the Company is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,
undertakes to contribute to the property of the Company for the:
 - (c) payment of debts and liabilities of the Company (in relation to **clause 52.1(b)**, contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$10.

52.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation which, by its constitution, is:

- (a) required to pursue charitable purposes only;
- (b) required to apply its profits (if any) or other income in promoting its objects; and

- (c) prohibited from making any distribution to its Members or paying fees to its directors,

52.3 such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court for determination. If the Company at any time becomes a resident for purposes of taxation of any country other than Australia it must be wound up unless the Members in general meeting resolve otherwise

INDEMNITY

53. INDEMNITY

53.1 To the extent permitted by law and subject to the restrictions in sections 199A and 199B of the *Corporations Act* the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as a director of a subsidiary of the Company where the Company requested the officer to accept appointment as director).

53.2 To the extent permitted by law and subject to the restrictions in sections 199A and 199B of the *Corporations Act*, the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as a director of a subsidiary of the Company where the Company requested the officer to accept appointment as director).

53.3 For the purposes of this **clause 53**, ‘officer’ means:

- (a) a Director;
- (b) a Secretary; and
- (c) an executive officer of the Company as defined by the *Corporations Act*.

Signature(s)

We, the undersigned, being each person specified in the application for the Company's registration as a person who consents to become a Member, hereby agree to the terms of this Constitution:

.....
Signature

.....
Name of Member

.....
Signature

.....
Name of Member

ANNEXURE A

TOKYO DECLARATION

On joint action to advance educational research for improved policy and practice in the Asia-Pacific.

Recognising the rich and unique traditions, cultural diversity and common challenges - including obstacles of language and geographical separation - we the assembled educational research leaders meeting in Tokyo in October 2000 under the auspices of the Japanese National Institute for Educational Research and UNESCO, hereby commit ourselves to joint action to support and advance the conduct and use of educational research to improve policy and practice in the Asia-Pacific.

To this end, we agree to establish an Asia-Pacific Educational Research Association Limited, the objectives of which will be to:

- promote collaboration among researchers in the region;
- facilitate the publication of Asia-Pacific research for improved educational policy and practice;
- organise professional meetings; and
- support the training and professional development of educational researchers within the region.

Tokyo

5 October 2000

CORPORATIONS ACT
CONSTITUTION
of
ASIA-PACIFIC EDUCATIONAL
RESEARCH ASSOCIATION LIMITED

MINTER ELLISON
Lawyers
Rialto Towers
525 Collins Street
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TABLE OF CONTENTS

1.	DEFINITIONS AND INTERPRETATION	1
2.	OBJECTS	2
3.	INCOME AND PROPERTY OF COMPANY	3
4.	PAYMENTS TO DIRECTORS	3
5.	ADMISSION	4
6.	MEMBERSHIP FEES	7
7.	CEASING TO BE A MEMBER	7
8.	POWERS OF ATTORNEY	8
9.	REPRESENTATIVES	8
10.	CALLING GENERAL MEETING	10
11.	NOTICE OF GENERAL MEETING	11
12.	MEMBER	12
13.	QUORUM	12
14.	CHAIRPERSON	12
15.	ADJOURNMENT	13
16.	DECISION ON QUESTIONS	13
17.	TAKING A POLL	13
18.	CASTING VOTE OF CHAIRPERSON	14
19.	ENTITLEMENT TO VOTE	14
20.	OBJECTIONS	16
21.	VOTES BY PROXY	16
22.	DOCUMENT APPOINTING PROXY	16
23.	LODGMET OF PROXY	17
24.	VALIDITY	18
25.	NUMBER OF DIRECTORS	18
26.	THE BOARD	18
27.	APPOINTMENT AND REMOVAL OF DIRECTORS	18

28.	ADDITIONAL AND CASUAL DIRECTORS	19
29.	RETIREMENT	19
30.	FILLING VACATED OFFICE.....	19
31.	NOMINATION OF DIRECTOR.....	19
32.	VACATION OF OFFICE	20
33.	POWERS AND DUTIES OF DIRECTORS.....	20
34.	DIRECTORS' MEETINGS	21
35.	DECISION ON QUESTIONS	21
36.	DIRECTORS' INTERESTS	22
37.	ALTERNATE DIRECTORS	23
38.	REMAINING DIRECTORS.....	23
39.	CHAIRPERSON	23
40.	DELEGATION	24
41.	WRITTEN RESOLUTIONS.....	24
42.	VALIDITY OF ACTS OF DIRECTORS	24
43.	MINUTES AND REGISTERS	25
44.	APPOINTMENT OF ATTORNEYS AND AGENTS	25
45.	SECRETARY.....	26
46.	COMMON SEAL.....	26
47.	DUPLICATE SEAL.....	26
48.	INSPECTION OF RECORDS	27
49.	SERVICE OF NOTICES	27
50.	PERSONS ENTITLED TO NOTICE	28
51.	AUDIT AND ACCOUNTS	28
52.	WINDING UP.....	28
53.	INDEMNITY	29