



**CONSTITUTION OF
MACQUARIE ISLAND CONSERVATION FOUNDATION LTD**

Australian Company Number (ACN) 654 365 938

Australian Business Number (ABN) 66 654 365 938

A public company limited by guarantee

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Preliminary

1. Name of the company

The name of the **company** is Macquarie Island Conservation Foundation Ltd (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 54 and 56.

Charitable purposes and powers

6. Object

The **company** is established as an environmental organisation whose object is to promote and protect the natural environment through the following charitable purpose(s):

- (a) Facilitate research, monitoring and applied management actions for achieving conservation of the natural and heritage values of Macquarie Island.
- (b) Provide opportunities for involvement, contributions and connections to Macquarie Island.
- (c) As advocates for the island's conservation, take a leadership role in promoting and fostering awareness and understanding of the importance of Macquarie Island.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

- 8.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 26.2.
- 8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) making a payment to a member in carrying out the **company's** charitable purpose(s).

9. Amending the constitution

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a **special resolution**.
- 9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Members

10. Membership and register of members

- 10.1 The members of the **company** are:
- (a) **initial members**, and
- 10.2 any other person that the Committee of Management allow to be a member, in accordance with this constitution. The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. date the member was entered on to the register.
 - (b) for each person who stopped being a member in the last 7 years:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. dates the membership started and ended.
- 10.3 The **company** must give current members access to the register of members.
- Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11. Who can be a member

- 11.1 A person who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 12.
- 11.2 In this clause, 'person' means an individual or incorporated body.

12. How to apply to become a member

A person (as defined in clause 11.2) may apply to become a member of the **company** by writing to the secretary stating that they:

- (a) want to become a member
- (b) support the purpose(s) of the **company**, and
- (c) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required.

13. Committee of Management decide whether to approve membership

- 13.1 The Committee of Management must consider an application for membership within a reasonable time after the secretary receives the application.
- 13.2 If the Committee of Management approve an application, the secretary must as soon as possible:
- (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
- 13.3 If the Committee of Management reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 13.4 For the avoidance of doubt, the Committee of Management may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.

14. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

15. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- (c) resign, by writing to the secretary
- (d) are expelled under clause 50, or
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

The Committee of Management

16. Function of the Committee of Management

The function of the Committee of Management is to take responsibility for the business issues associated with the Macquarie Island Conservation Foundation Ltd including budget, strategic direction, risks and quality.

17. Role of the Committee of Management

The Committee of Management is responsible for ensuring that business administered through Macquarie Island Conservation Foundation Ltd is consistent with the Foundation's vision and aims. To this end, the Committee of Management is responsible for:

- a. Budget management and approvals and ensuring appropriate effort and expenditure.
- b. Ensuring that projects, activities and opportunities are consistent with the vision and aims of the company.
- c. Monitoring and addressing risks to the company.
- d. Assessing grant applications and awarding and monitoring grants.
- e. Dispute resolution.
- f. Other governance matters as required.

18. Powers of the Committee of Management

- 18.1 The Committee of Management are responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in clause 6.
- 18.2 The Committee of Management must decide on the responsible financial management of the **company** including:
 - (a) any suitable written delegations of power under clause 44, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

19. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

- (a) two **committee** members of the **company**, or
- (b) a **committee** member and the secretary.

20. Consent

- 20.1 The consent of the Committee of Management is required when using Macquarie Island Conservation Foundation Ltd, or any of its affiliations, in partnerships, promotion, sponsorship and applications.

21. Membership of Committee of Management

- 21.1 The Committee of Management will be comprised of a minimum of four and maximum of ten members.
- 21.2 Committee members will collectively represent a range of skills across, but not limited to; finance, fundraising, grant administration, wildlife management, outreach and education, and conservation programs.

22. Election and appointment of Committee of Management members

- 22.1 The initial Committee of Management are the people who have agreed to act as committee members and who are named as **initial members**.
- 22.2 After the establishment of the initial Committee of Management under clause 22.1 additional committee members must be appointed by a separate resolution, unless:

- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 22.3 A person is eligible for election onto the Committee of Management if they:
- (a) are nominated by two committee members,
 - (b) give the Macquarie Island Conservation Foundation Ltd their signed consent to act as a member of the Committee of Management of the Macquarie Island Conservation Foundation Ltd, and
 - (c) are not ineligible from managing a corporation under the **Corporations Act** or the **ACNC Act**.
- 22.4 The Committee of Management may appoint a person as a member of the Committee of Management to fill a casual vacancy or as an additional member if that person satisfies the requirement of clause 22.3
- 22.5 If the number of members of the Committee of Management is reduced to fewer than that specified in clause 21.1 or is less than the number required for a quorum, the continuing members of the committee may act for the purpose of increasing the number of committee members to satisfy clause 22.1 (or higher if required for a quorum).

23. Term of office

- 23.1 A member will be eligible to sit on the Committee of Management for a maximum of two years without re-election.
- 23.2 The committee members who must retire at each annual **general meeting** under clause 23.1 will be the committee members who have been longest in office since last being elected. Where committee members were elected on the same day, the committee member(s) to retire will be decided by lot unless they agree otherwise.
- 23.3 A committee member's term of office starts on the day they are elected and ends at the end of the first Committee of Management meeting two years after their appointment.
- 23.4 A committee member who retires under clause 23.1 may nominate for election or re-election, subject to clause 23.5.
- 23.5 A committee member who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**.

24. When a committee member stops being on the Committee of Management

A **committee** member stops being on the Committee of Management if they:

- (a) give written notice of resignation as a member of the Committee of Management to the **company**
- (b) die
- (c) are removed as a committee member by a resolution of the Committee of Management
- (d) are absent for 3 consecutive committee meetings without approval from the Committee of Management, or
- (e) become ineligible to manage the **company** under the **Corporations Act** or the **ACNC Act**.

25. Election of chairperson

The Committee of Management must elect a member as the **company's elected chairperson**.

26. Payments to committee members

- 26.1 The **company** must not pay fees to the Committee of Management members for acting on the committee.
- 26.2 The **company** may:
- (a) pay a committee member for work they do for the **company**, other than as a committee member, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a committee member for expenses properly incurred by the member in connection with the affairs of the **company**.
- 26.3 Any payment made under clause 26.2 must be approved by the Committee of Management.

27. Duties of committee members

The **committee** members must comply with their duties as Responsible Persons under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a committee member of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 6
- (c) not to misuse their position as a **committee** member
- (d) not to misuse information they gain in their role as a **committee** member
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 28
- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the **company** to operate while it is insolvent.

28. Conflicts of interest

- 28.1 A **committee** member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a Committee of Management meeting (or that is proposed in a circular resolution) to the other committee members.
- 28.2 The disclosure of a conflict of interest by a **committee** member must be recorded in the minutes of the meeting.
- 28.3 Each **committee** member who has a material personal interest in a matter that is being considered at a Committee of Management meeting (or that is proposed in a circular resolution) must not, except as provided under clauses 28.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.

- 28.4 A **committee** member may still be present and vote if:
- (a) their interest arises because they are a member of the **company**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the committee member against liabilities that the **committee** member incurs as a **committee** member of the **company**
 - (c) their interest relates to a payment by the **company** under clause 26 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the **committee** member to vote on the matter, or
 - (e) the **committee** members who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the **committee** member, the nature and extent of the **committee** member's interest in the matter and how it relates to the affairs of the **company**, and
 - (ii) says that those **committee** members are satisfied that the interest should not stop the **committee** member from voting or being present.

29. When the Committee of Management meet

- 29.1 Meetings of the Macquarie Island Conservation Foundation Ltd Committee of Management will be held every two months. Changes to this schedule to reflect business needs must be approved by Committee of Management members. Exact dates will be determined closer to each meeting to maximise attendance by all members.

30. Calling committee meetings

- 30.1 A **committee** member may call a Committee of Management meeting by giving reasonable notice to all of the other **committee** members.
- 30.2 A **committee** member may give notice in writing or by any other means of communication that has previously been agreed to by all of the **committee** members.

31. Chairperson for committee meetings

- 31.1 The **elected chairperson** is entitled to chair **committee** meetings.
- 31.2 The **committee** members at a Committee of Management meeting may choose a **committee** member to be the chairperson for that meeting if the **elected chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

32. Quorum at committee meetings

- 32.1 Unless the **committee** members determine otherwise, the quorum for a Committee of Management meeting is a 2/3 majority of committee members.
- 32.2 A quorum must be present for the whole Committee of Management meeting.

33. Using technology to hold committee meetings

- 33.1 The **committee** may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the committee members.
- 33.2 The committee member's agreement may be a standing (ongoing) one.
- 33.3 A committee member may only withdraw their consent within a reasonable period before the meeting.

34. Passing Committee of Management resolutions

- 34.1 A Committee of Management resolution must be passed by a 3/4 majority of the votes cast by committee members present and entitled to vote on the resolution.

35. Circular resolutions of Committee of Management

- 35.1 The **committee** members may pass a circular resolution without a **committee** meeting being held.
- 35.2 A circular resolution is passed if all the committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 35.3 or clause 35.4.
- 35.3 Each **committee** member may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 35.4 The **company** may send a circular resolution by email to the Committee of Management and the committee members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 35.5 A circular resolution is passed when the last committee member signs or otherwise agrees to the resolution in the manner set out in clause 35.3 or clause 35.4.

36. Appointment and role of secretary

- 36.1 The **company** must have at least one secretary, who may also be a committee member.
- 36.2 A secretary must be appointed by the committee members (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the **committee**.
- 36.3 The Committee of Management must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 36.4 The role of the secretary includes:
 - (a) maintaining a register of the **company's** members, and
 - (b) maintaining the minutes and other records of committee meetings and circular resolutions.

37. Agenda

- 37.1 All Committee of Management agenda items must be forwarded to the Secretary by close of business three days prior to the next scheduled meeting.

- 37.2 The Secretary will distribute the agenda and associated meeting papers at least one day prior to the next scheduled meeting.
- 37.3 Any item raised by a member for inclusion no less than three days prior, must be included on the agenda for the next scheduled meeting.

38. Minutes and records

- 38.1 The **company** must, within two weeks, make and keep the following records:
- (a) minutes of proceedings and resolutions of the Committee of Management meetings, and
 - (b) minutes of circular resolutions of **committee** members.
 - (c) Ensure these documents are available to all **committee** members and members are notified.
- 38.2 The minutes of each Committee of Management meeting can be prepared by any member.
- 38.3 All Committee of Management members will have an opportunity to comment on the minutes prior to finalisation.
- 38.4 Any amendments to the minutes of proceedings and resolutions of the Committee of Management must be received by the chairperson within two weeks of circulation to committee members, after which the proceedings and resolutions (including circular resolutions) will be considered to be agreed by all committee members.

39. Financial and related records

- 39.1 The **company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 39.2 The **company** must also keep written records that correctly record its operations.
- 39.3 The **company** must retain its records for at least 7 years.
- 39.4 The committee members must take reasonable steps to ensure that the **company's** records are kept safe.

Annual General Meeting and Report

40. Calling an annual general meeting

- 40.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the **company**, and
 - (b) after the first annual **general meeting**, at least once in every calendar year.
- 40.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **company's** activities
 - (b) a review of the **company's** finances
 - (c) any auditor's report
 - (d) the election of committee members, and
 - (e) the appointment and payment of auditors, if any.

- 40.3 Before or at the annual **general meeting**, the committee members must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 40.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

41. Auditor's right to attend meetings

- 41.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 41.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

42. Annual reports

The **company** will provide an annual report within two months of the end of the financial year which will be available to the public online.

By-laws

43. By-laws

- 43.1 The Committee of Management may pass a resolution to make by-laws to give effect to this constitution.
- 43.2 All committee members must comply with by-laws as if they were part of this constitution.

Notice

44. What is notice

- 44.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 45 to 47, unless specified otherwise.

45. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the committee members or the secretary by:

- (a) delivering it to the **company's** registered office
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided, or
- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address.

46. Notice to members

- 46.1 Written notice or any communication under this constitution may be given to a member:

- (a) in person
- (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
- (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

47. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 46.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

48. Company's financial year

The **company's** financial year is from 1 July to 30 June, unless the committee of Management pass a resolution to change the financial year.

Dispute resolution and disciplinary procedures

49. Dispute resolution

- 49.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or member of the Committee of Management and:
- (a) one or more members
 - (b) one or more members of the Committee of Management, or
 - (c) the **company**.
- 49.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 50 until the disciplinary procedure is completed.
- 49.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 49.4 If those involved in the dispute do not resolve it under clause 49.3, they must within 10 days:
- (a) tell the Committee of Management about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.

- 49.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the Committee of Management, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 49.6 A mediator chosen by the Committee of Management under clause 49.5(b)(i):
- (a) may be a member or former member of the **company**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 49.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

50. Disciplining members

- 50.1 In accordance with this clause, the Committee of Management may resolve to warn, suspend or expel a member from the **company** if the Committee of Management consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.
- 50.2 At least 14 days before the Committee of Management meeting at which a resolution under clause 50.1 will be considered, the secretary must notify the member in writing:
- (a) that the Committee of Management are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a Committee of Management meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the Committee of Management, and details of how to do so.
- 50.3 Before the Committee of Management pass any resolution under clause 50.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the Committee of Management a written explanation before that Committee of Management meeting, and/or
 - (b) speaking at the meeting.
- 50.4 After considering any explanation under clause 50.3, the Committee of Management may:
- (a) take no further action

- (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the Committee of Management consider appropriate (however, the person can only make a decision that the Committee of Management could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 50.5 The Committee of Management cannot fine a member.
- 50.6 The secretary must give written notice to the member of the decision under clause 50.4 as soon as possible.
- 50.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 50.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

51. Disputes among Committee of Management Members

- 51.1 Disputes among members of the Macquarie Island Conservation Foundation Ltd Committee of Management will be handled by the full Committee of Management in the absence of the affected parties. Affected parties will be required to remove themselves from discussions and decisions concerning dispute resolution by other committee members.
- 51.2 If all Committee of Management members are involved in the dispute, or if it cannot be resolved by the committee, independent mediation will be sought.
- 51.3 If no resolution can be reached under clause 51.2, the Committee of Management will be dissolved. A new Committee of Management will be appointed by the **initial members**.

Winding up

52. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a **registered charity** described in clause 54.

53. Distribution of surplus assets

- 53.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

- 53.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

54. Definitions

In this constitution:

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

company means the **company** referred to in clause 1

committee means the Committee of Management of the **company**

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

elected chairperson means a person elected by the Committee of Management to be the **company's** chairperson under clause 22

initial member means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**

registered charity means a charity that is registered under the **ACNC Act**

special resolution means a resolution:

- i. that has been passed by at least 75% of the votes cast by the Committee of Management and entitled to vote on the resolution

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

55. Reading this constitution with the Corporations Act

- 55.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 55.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 55.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
- 55.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

56. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).