

Security Professionals Australasia Ltd

(ABN 32 604 410 942)

CONSTITUTION

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SECURITY PROFESSIONALS AUSTRALASIA LTD

(ABN 32 604 410 942)

a company limited by guarantee

1. Definitions

1.1 In this Constitution:

Accreditation means a status awarded by the Company to a Member or an Affiliated Individual if, in the opinion of the Board or a committee appointed by the Board, the Member has undertaken such courses of study, professional development and/or has such experience as warrants such recognition.

Act means the *Corporations Act 2001 (Cth)* or any other statutory modification, amendment or re-enactment thereof for the time being in force and applicable to the Company and any reference to any provision thereof is to that provision so modified, amended or re-enacted.

Adoption Date means the date on which the Company adopts this Constitution.

Adoption Date Member means all of the members of the organisations known as:

- (a) the Australasian Council of Security Professionals (ABN 59 281 612 239); and
- (b) The Security Professionals Registry (Australasia) (ABN 12 416 753 297), and such registrants currently registered in the Register.

as at the Adoption Date.

Affiliated Individual means a Member's Representative, employee, and in the case of:

- (c) a Member being a partnership, a partner; and
- (d) a Member being a sole trader, that person

AGM means an Annual General Meeting of the Company.

Board means the Board of Directors of the Company.

Chairperson means a Director elected to office of chairperson of the Company or the person chairing a meeting under this Constitution, as the context requires.

Code of Conduct means a code of conduct established by the Company from time to time as provided in this Constitution.

Company means Security Professionals Australasia Ltd (ABN 32 604 410 942) whatever its name may be from time to time.

Corporation means any body corporate, wherever incorporated.

Director means a Director for the time being of the Company.

Member means a person admitted to membership of the Company of any class or category in accordance with this Constitution.

Office means the registered office for the time being of the Company.

Office Bearer means the Chairperson, Vice Chairperson and Treasurer of the Company.

Officer means an officer as defined in section 82A of the Act.

Register of Members means the register of Members kept under the Act.

Representative means a person appointed by a Member to represent and vote on behalf of the Member at meetings of the members of the Company under clause 36.

Secretary means the secretary for the time being of the Company, and if there are joint secretaries; any one or more of such joint secretaries.

Treasurer means a Director elected to the office of treasurer of the Company.

Vice Chairperson means a Director elected to the office of vice chairperson.

2. Interpretation

2.1 In this Constitution:

- (a) headings are for the convenience only and do not affect meaning, and unless the contrary intention appears;
- (b) words importing the singular number include the plural number and vice versa;
- (c) words importing any gender include all other genders;
- (d) a reference to a person includes a corporation, a partnership, a body corporate, an unincorporated association, any other legal entity, and a statutory authority or government;

- (e) where any word or phrase is given a defined meaning any other part of speech or grammatical form in respect of that word or phrase has a corresponding meaning;
- (f) a reference to a clause is to a clause of this Constitution; and
- (g) any power, right, discretion or authority conferred upon any person or groups of persons under this Constitution may be exercised at any time and from time to time.

3. Application of the Act

3.1 Except so far as a contrary intention appears anywhere in this Constitution:

- (a) all the replaceable rules in the Act are displaced by this Constitution and do not apply to the Company; and
- (b) an expression which is given a general meaning by any provision of the Act has the same meaning in this Constitution.

4. Objects

4.1 The objects for which the Company is established are to:

- (a) support, promote and encourage the development of security as a profession and professionalism of practitioners within government and the security industry;
- (b) lead debate and thought on matters of relevance to private and public security;
- (c) represent, act as advocate for, speak and publish in the interests of and on behalf of Members and on behalf of practitioners within the security industry with governments, the private business sector and the community;
- (d) develop and implement standards of competency, qualifications, conduct and ethics within the membership of the Company and among practitioners within the security industry generally;
- (e) attain formal status of security practitioners as professionals and attain or enhance the recognition of security industry participants as a profession;
- (f) attain the admission of security practitioners to the Professional Standards Councils Scheme or Schemes as the case may be for the benefit of Members and the security industry professions;
- (g) encourage the development of the career paths of security practitioners;
- (h) maintain and improve a registration system for security professionals and

- (i) to undertake and pursue all such other ancillary, incidental, similar, related or compatible objects as may from time to time be considered appropriate by the Company.

4.2 None of the objects set out in this clause shall be construed so as to limit or be limited by any other object.

5. Powers

5.1 Solely for the purpose of carrying out the objects contained in the preceding clause and not otherwise, the Company has the power to do all such things as are necessary, incidental or conducive to the attainment of these objects and, for that purpose, the Company has the legal capacity of an individual with all consequential powers as conferred by section 124 of the Act.

5.2 Without limiting clause 5.1, the Company has the power to:

- (a) conduct research into issues of relevance to the security industry; and
- (b) conduct training and professional development activities for the benefit of Members and security practitioners.

6. Application of Income and distribution of property on winding up, etc

6.1 The income and property of the Company must be applied solely towards the promotion of the objects of the Company. No proportion of it may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to Members.

6.2 Despite clause 6.1, nothing contained in this Constitution will prevent the payment in good faith of:

- (a) remuneration to any Officer, employee or Member of the Company (including any firm or corporation in which any such Officer, employee or Member has an interest) with the approval of the Board in return for any services actually rendered or for any goods supplied to the Company in the ordinary and usual course of business; or
- (b) interest, on money borrowed by the Company from any Member, or reasonable and proper rent for the premises let by any Member to the Company.

6.3 If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, that property must not be paid to or be distributed among the Members of the Company, but must be given or transferred to one or more other institutions having objects similar to the objects of the Company, and whose constitution(s) prohibit the distribution of income and property among their members at least to the extent prohibited in this Constitution.

8.2 Such institution or institutions may be determined by the Board at or before the time of the dissolution.

7. Contribution of Members

7.1 Each Member undertakes to contribute to the property of the Company, in the event of the Company being wound up while that person is a Member or within one year after that person ceases to be a Member, for payment of the debts and liabilities of the Company contracted before that person ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding AUD\$100.00.

8. Members

8.1 Any legal entity, including any natural person, body corporate, corporation, firm, partnership, association or society, whether incorporated or not, shall be eligible to apply for membership of the Company.

8.2 The Members shall be:

- (a) the Adoption Date Members; and
- (b) such other persons or entities as the Board shall admit to membership of the Company from time to time in accordance with this Constitution.

8.3 Membership categories, their respective entitlements, obligations and membership fees may be established and varied by resolution of the Board from time to time.

8.5 As soon as practicable after the Adoption Date the Board shall:

- (a) meet and determine the then-applicable membership categories and their respective entitlements, obligations and membership fees; and
- (b) allocate each of the Members as at the Adoption Date to a membership category and notify each of those Members in writing of:
 - (i) the Board's determination under paragraph (a) of this clause; and
 - (ii) the Board's allocation of that Member to a particular membership category.

8.6 An Adoption Date Member must, by written notice to the Company (sent to the Office), accept membership of the Company within the membership category allocated by the Board under clause 8.5(b) within thirty (30) days of the date of the notice referred to in clause 8.5(b). If the Secretary does not receive written acceptance from an Adoption Date Member by that date, that Adoption Date Member is deemed to have resigned from membership of the Company without financial or other obligation to the Company.

9. Application for membership

9.1 Every applicant for membership of the Company, other than adoption date members, must:

- (a) execute and deliver to the Company an application for membership in such form and with such nomination(s); and
- (b) pay such entrance fee (if any),

as the Board determines from time to time. An applicant for membership of the Company shall provide such additional information in such form as the Board requires.

9.2 The Board may reject an application for membership of the Company without giving any reason for the rejection. In assessing a membership application the Board may consider any matter it considers relevant including but not limited to the aims and objects of the Company, whether the applicant is a participant in the security industry and whether the applicant's membership would be in the interests of the Company.

9.3 When a membership application has been accepted, the Secretary shall forthwith send to the applicant written notice of the applicant's acceptance and shall enter the applicant's name in the Register of Members.

9.4 When membership application has been rejected, the Secretary shall forthwith send to the applicant written notice of such rejection and the entrance fee paid by such applicant shall be refunded in full.

9.1 A certificate of membership of the Company may be issued by the Company to any Member. Such certificate shall remain the property of the Company and on demand in writing by the Secretary shall be returned to the Company.

10. Membership not transferable

10.1 Membership of the Company shall not be transferable whether by operation of law or otherwise and all rights and privileges of membership of the Company shall cease upon the person ceasing to be a Member whether by resignation, death, winding-up or otherwise.

11. Membership, levies and other fees

11.1 Members must pay entrance fees, annual membership fees, levies and such other fees in such amounts and at such times as the Board may from time to time determine.

11.2 In order to provide additional funds required for the operation of the Company, the Board may determine that levies are to be paid by Members and may fix the amount and the dates for their payment.

11.3 In determining fees or levies the Board may differentiate between:

- (a) categories or classes (if any) of Members; and

- (b) Members within the same class or category;

on such criteria as the Board may wish to apply in its discretion from time to time. Such differentiation shall not itself mean that separate classes or categories of Member are created.

- 11.4 On renewal of membership Members must advise the Company if their membership class or category has changed. If a Member's class or category has changed the Member must convert its membership to the appropriate class or category and pay the applicable annual subscription (but not the entrance fee). Conversion is as of right and does not give the Company grounds for rejecting the membership renewal.
- 11.5 The Board may, in its discretion, reduce, compromise or waive an entrance fee, annual subscription, levy or other fee in cases of hardship or where the Board otherwise considers there to be sufficient cause.

12. Code of conduct

- 12.1 The Board may establish one or more Codes of Conduct for the Members from time to time. A Code of Conduct may prescribe principles concerning:
 - (a) the conduct of Members as Members of the Company and their conduct towards each other and to the Company; and/or
 - (b) the business conduct of Members.
- 12.2 The Members must comply with an applicable Code of Conduct established by the Company from time to time.

13. Accreditation programmes

- 13.1 The Board may establish programmes for Accreditation from time to time.
- 13.2 Without limiting the matters dealt with by an Accreditation programme, the Board may from time to time establish rules governing:
 - (a) the forms of Accreditation available to Members and Affiliated Individuals in different classes and categories of membership;
 - (b) the requirements to achieve Accreditation;
 - (c) the requirements to maintain Accreditation once it has been awarded;
 - (d) the circumstances in which Accreditation can be withdrawn; and
 - (e) the logos, titles and epithets that may be used by a Member who achieves Accreditation and their manner of use.

14. Non-payment of fees, etc

- 14.1 If any fees or other monies payable by a Member to the Company shall remain unpaid for a period of three (3) calendar months after the date it is due:

- (a) the Member:
 - (i) may not vote at any general meeting of the members;
 - (ii) may not vote in any election of the Company in which the Member would otherwise have been entitled to vote; and
 - (iii) any Affiliated Person of that Member is not eligible to be nominated for election or elected to any office or position of the Company (including but not limited to the Electoral Council) by virtue of any election of the Company in which the Member or Affiliated Person would otherwise have been entitled to stand for election;
- (b) the Board by resolution may:
 - (i) expel the Member from membership of the Company; or
 - (ii) suspend all the other privileges of membership of that Member either indefinitely or for a stated period of time, provided that:
 - (A) the Board may reinstate the privileges of membership of that Member on payment of all arrears if the Board thinks fit to do so; and
 - (B) if the Member does not pay arrears before the end of a stated period of time, the Board may by further resolution expel the Member from membership of the Company.

16.2 For the avoidance of doubt:

- (a) the Board is not obliged to expel or suspend a Member to which clause 14.1 applies; and
- (b) clause 14.1(a) applies unless the Board exercises the discretion conferred upon it by clause 11.5 to waive, reduce or compromise the fee or other payment.

15. Cessation of membership (non-financial reasons)

15.1 A Member's membership of the Company shall cease:

- (a) if the Member resigns that membership by giving notice in writing addressed to the Secretary of the Company and such resignation shall be effective from the date of receipt of the notice by the Secretary;
- (b) if the membership of the Member is terminated under clause 14 and such termination shall be effective from the date of the resolution of the Board;
- (c) if a Member, being an individual, dies, becomes of unsound mind or if his/her person or estate is liable to be dealt with in any way under the laws relation to mental health; and

- (d) if a Member (being an individual) becomes bankrupt in the case of a Member who is not an individual if a liquidator is appointed in connection with the winding up of the Member or if an order is made by a court for the winding up of a Member being a Corporation.

15.2 The termination of a Member's membership (whether by resignation, expulsion or otherwise) does not prejudice, lessen or affect the rights, duties, liabilities and obligations of a Member that exist at the date of such termination. In particular, the termination of a Member's membership shall not relieve a Member from any obligation to pay any fees or other monies payable to the Company unless the Board waives, reduce or compromise the fee or other payment.

16. Misconduct of Member

16.1 If any Member:

- (a) willfully refuses or neglects to comply with the provisions of this Constitution;
- (b) in the opinion of the Board, ceases to meet the qualifications for membership or a class (if any) or category of membership;
- (c) breaches any Code of Conduct; or
- (d) is guilty of any conduct which in the opinion of the Board is unbecoming of the Member or discreditable, brings the Company into disrepute or is otherwise prejudicial to the interests of the Company,

the Board may take one or more of the actions set out in clause 16.2.

16.2 If clause 16.1 applies the Board may by resolution:

- (a) provide guidance to the Member;
- (b) censure the Member;
- (c) suspend the Member's membership of the Company for such period of time as the Board shall consider appropriate. During any period of suspension the Member shall not be entitled to enjoy any of the rights, privileges or benefits of membership, nor to exercise any of the powers, rights or remedies conferred by membership;
- (d) expel the Member from membership of the Company and remove the Member's name from the Register of Members; and/or
- (e) withdraw from the Member any Accreditation status conferred upon the Member by the Company.

16.3 The Board may from time to time establish procedures for determining what action, if any, is to be taken under clause 16.2, provided that in all cases, no action shall be taken in respect of a Member under clause 16.2 unless that Member:

- (a) is given at least one week's written notice of the meeting of the Board at which such a resolution is to be put which shall state the nature of the allegations against the Member; and
- (b) has the opportunity of giving orally or in writing (as the Board may determine) any explanation or defence the Member may think fit, before the passing of any resolution pursuant to clause 18.2.

The Board may establish or appoint a committee of persons (whether comprised of Members, Directors or otherwise) to consider matters arising under this clause and to make recommendations to the Board about such matters.

- 16.4 The Board may by resolution reinstate a Member whose privileges, rights and entitlements have been suspended.
- 16.5 The powers of the Board under this clause are in addition to and do not affect the operation of clause 14.

17. Use of trade marks etc

- 17.1 The Board may establish rules for the use of the trade marks and logos of the Company from time to time.
- 17.2 A Member must not use a trade mark or logo of the Company other than in accordance with the rules established by the Board from time to time. In the absence of any such rules, Members may not use any trade mark or logo of the Company without the prior written approval of the Company and if such approval is given, the Company may impose conditions on such use as the Company deems fit.

18. Board powers

- 18.1 The management of the business and affairs of the Company is vested in the Board.
- 18.2 The Board may exercise all powers and do all such acts and things which the Company is authorised or permitted to exercise and do and which are not by this Constitution or by statute required to be exercised or done by the Company in general meeting.
- 18.3 The Board may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company, to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person, to guarantee or to become liable for the payment of money or the performance of any obligations by any other person.
- 18.4 The Board may exercise the powers conferred on it by the preceding clause in such manner and upon terms and conditions in all respects as they think fit, and in particular but without limiting the generality of the foregoing, by the issue of any debenture, debenture stock (perpetual, redeemable or otherwise),

bonds, notes, charge, mortgage or other security on the whole or any part of the property of the Company.

19. Board may appoint attorney or agent

- 19.1 The Board may, by resolution, power of attorney, or other written instrument, appoint any person or persons to be attorney or agent of the Company for such purposes, with such powers, authorities and discretions being powers, authorities and discretions vested in or exercisable by the Board for such period and subject to such conditions as it thinks fit.
- 19.2 The appointment may be on such terms for the protection and convenience of persons dealing with the attorney or agent as the Board thinks fit and may also authorise the attorney or agent to delegate all or any of the powers, authorities and discretions vested in him/her.

20. Execution of Company cheques etc

- 20.1 The Board shall determine the manner in which and by whom:
- (a) cheques, promissory notes, bills of exchange and other negotiable instruments are signed, drawn, accepted, endorsed or otherwise executed by the Company; and
 - (b) any electronic banking or funds transfer is operated in respect of the Company's funds or accounts.

21. Convening of general meeting

- 21.1 Any two (2) or more Directors acting together may convene a meeting of the Company's Members whenever they think fit.
- 21.2 The Board must convene a general meeting on the request of Members made in accordance with the Act.

22. Annual General Meeting

- 22.1 An AGM must be held each year and in compliance with the Act. The location of the AGM shall be determined by the Board from time to time.

23. Calling meetings of Members

- 23.1 Subject to the provisions of the Act relating to agreements for shorter notice, at least twenty one (21) days' notice must be given of a meeting of those of the Company's Members who are entitled to attend.
- 23.2 Notice of every general meeting of the Company will be given in a manner authorised or allowed by this Constitution and in accordance with the Act:
- (a) every Member;

- (b) every Director; and
- (c) the auditors of the Company.

No other person is entitled to receive notices of general meetings.

23.3 A notice of a meeting of the Company's Members must specify:

- (a) the place, day and time of the meeting (and, if the meeting is to be held in two or more places, any technology that will be used to facilitate this);
- (b) the general nature of the meeting's business; and
- (c) in the case of a meeting at which a proposed special resolution (as defined in the Act) is to be considered, the proposed special resolution; and
- (d) such other information as is required by the Act.

23.4 Subject to the Act, the accidental omission to give notice of any meeting of the Company's Members to or the non-receipt of that notice by any of the Members will not invalidate any resolution passed at that meeting.

23.5 Whenever a meeting of the Company's Members is adjourned for less than twenty one (21) days, no further notice of the time and place of the adjourned meeting need be given.

23.6 Whenever a meeting of the Company's Members is adjourned for twenty one (21) days or more, at least three (3) days' notice of the time and place of the adjourned meeting must be given to Members.

23.7 Members are entitled to attend general meetings of the Company as well as any other persons entitled to attend under the Act.

23.8 The Chairperson may require any person to leave and remain out of any meeting who in the opinion of the Chairperson is not complying with his or her reasonable directions.

23.9 The Board may whenever it thinks fit postpone or cancel any meeting of the Company's Members other than a meeting convened under clause 21.2.

23.10 If it is necessary to hold a meeting of any class of Members, the provisions from time to time contained in this Constitution concerning meetings will apply to such meetings, so far as they are capable of application and with the necessary changes, but so that the necessary quorum shall be two (2) Members of the class or a proxy or attorney or Representative of such a Member. Any Member of the class present in person or by proxy, attorney or Representative may demand a poll.

24. Adjournment of general meetings

24.1 The Chairperson will adjourn a meeting of the Company's Members from time to time and from place to place if the Members present with a majority of votes that may be cast at that meeting agree or direct the Chairperson to do so.

- 24.2 No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 24.3 The Company is not required to give notice of an adjourned meeting or of the business to be transacted at it.

25. Business of AGM

25.1 The business of an AGM is:

- (a) to receive and consider the annual financial report and any other accounts, reports and statements as are required to be laid before the meeting;
- (b) to receive a report from the Board;
- (c) to announce the election of Directors;
- (d) the appointment of auditors, if necessary; and
- (e) to transact any other business which under this Constitution or by the provisions of the Act ought to be or may be transacted at an AGM.

25.2 All other business transacted at an AGM and all business transacted at any other meeting of the Company's Members will be deemed special business.

25.3 No person may, as regards any special business of which notice has been given, move at any meeting of the Company's Members any resolution (other than a resolution in the same terms as specified in that notice) or any amendment of a resolution, unless:

- (a) permitted under the Act;
- (b) the Board gives its prior approval; or
- (c) the Chairperson permits.

26. Quorum for general meetings

26.1 A quorum for a general meeting is ten (10 persons, each being a Member, or a proxy of a Member, or attorney of a Member, or a Representative entitled to vote at that meeting.

26.2 For the purposes of determining whether a quorum is present:

- (a) where a Member appoints more than one proxy or attorney or Representative, only one such proxy, attorney or Representative will be counted; and
- (b) a Member who is present in their own capacity and as a proxy, attorney or Representative of another Member will be counted only once for the purposes of establishing a quorum.

- 26.3 No business can be transacted at any meeting of the Company's Members unless the requisite quorum is present at the commencement of the meeting.
- 26.4 If a quorum is present at the beginning of a meeting of the Company's Members it is deemed present throughout the meeting unless the Chairperson otherwise declares on the Chairperson's own motion or at the instance of a Member, the attorney of a Member, the proxy of a Member, or a Representative.
- 26.5 If half an hour after the time appointed for a meeting of the Company's Members a quorum is not present, a meeting convened by the Board on a request of Members or by the Members as is provided by the Act will be dissolved, but in any other case the meeting will be adjourned to such other day, time and place as the Board may by notice to the Members appoint, but failing such appointment, then to the same day in the next week at the same time and place as the adjourned meeting.
- 26.6 At any adjourned general meeting two (2) persons each being a Member, or a proxy of a Member, or attorney of a Member, or a Representative entitled to vote at that meeting shall be a quorum. If a quorum is not present after half an hour from the time appointed for that adjourned general meeting, then the meeting shall be dissolved.

27. Chairperson

- 27.1 The Chairperson, or failing him/her, the Vice Chairperson must preside as Chairperson at every meeting of the Members of the Company.
- 27.2 If at any meeting of the Company's Members, such person is not present within fifteen (15) minutes of the time appointed for holding the meeting or is not willing to act for all or part of the meeting, the Directors present may choose another Director as Chairperson of the meeting (or part of it).
- 27.3 If no Director is present or if all Directors present decline to act as Chairperson for all or part of the meeting, the Members present may choose one of their number to be Chairperson of the meeting (or part of it).

28. General conduct of meetings

- 28.1 Subject to the requirements of the Act, the Chairperson is responsible for the conduct of general meetings and for the procedures to be adopted at general meetings.
- 28.2 The Chairperson may make rulings, adjourn the meeting without putting the question (or any question) to the vote if the Chairperson deems such action is required to ensure the orderly conduct of the meeting, or if a matter arises about which the Company or the Chairperson requires advice.
- 28.3 The Chairperson may require the adoption of any procedures which are in the Chairperson's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

- 28.4 The Chairperson may determine conclusively any dispute concerning the eligibility of a person to vote and concerning the admission, validity or rejection of a vote.
- 28.5 The Chairperson may deny a person from attending a meeting (and may require a person to leave the meeting for its entirety) if that person:
- (a) behaves in a manner considered by the Chairperson to be dangerous, offensive or disruptive; or
 - (b) makes a film, photographic or sound recording of the meeting without the prior consent of the Chairperson.
- 28.6 Nothing contained in this clause will be taken to limit the powers conferred on the Chairperson by law or the Chairperson's duties to allow questions and comments under the Act.

29. Voting and resolutions

- 29.1 At any meeting of the Company's Members a resolution put to the vote of the meeting will be decided on a show of hands and the result declared by the Chairperson, unless before a vote is taken or before or immediately after the declaration of the result of the show of hands a poll is demanded:
- (a) by the Chairperson;
 - (b) by at least three (3) Members, present in person or by proxy or attorney or by a Representative, having the right to vote at the meeting,
- but no poll may be demanded on any resolution concerning the election of a Chairperson of a meeting or the adjournment of any meeting.
- 29.2 At a meeting of the Company's Members, every person present who is either a Member, a proxy, an attorney or a Representative of a Member:
- (a) on a show of hands - has one vote; and
 - (b) on a poll - the number of votes conferred by their respective membership category.
- 29.3 If a Member is present at a meeting of the Company and a proxy or attorney for such Member is also present, the proxy or attorney is not in respect of the membership to which the proxy or attorney relates entitled to vote on a show of hands or on a poll. If more than one proxy or attorney or Representative for a Member is present at a meeting of the Company, only one of them will be entitled to vote on a show of hands, or on a poll.
- 29.4 A declaration by the Chairperson that a resolution has, on a show of hands, been carried or lost and an entry to that effect in the book of proceedings of the Company, is conclusive evidence of the carriage or loss of the resolution and the votes recorded in favour of and against such resolution.

- 29.5 Subject to the requirements of the Act in relation to special resolutions, a resolution is carried if the number of votes in favour of the resolution exceeds one-half of the votes cast.
- 29.6 No objection to the qualification of any person to vote may be raised except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at that meeting is valid for all purposes.
- 29.7 Any objection to the qualification of any person to vote at a meeting of the Company's Members made in due time will be referred to the Chairperson, whose decision made in good faith is final and conclusive.

30. Chairperson has casting vote

- 30.1 In the case of an equality of votes at any general meeting, the Chairperson has a casting vote both on a show of hands and on a poll, in addition to the vote or votes to which the Chairperson is entitled as a Member, proxy or attorney of a Member or Representative.

31. Votes of incapacitated Member

- 31.1 If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, the person who properly has the management of the Member's estate or affairs may exercise any rights of the Member in relation to a meeting of the Company's Members as if that person were the Member.

32. Right to appoint proxy/attorney

- 32.1 A Member is entitled to appoint another person referred to in clause 32.3 as the Member's proxy or attorney as the case may be to attend and vote instead of the Member at the meeting.
- 32.2 A proxy or attorney may be appointed for all meetings or for any number of meetings or for a particular purpose.
- 32.3 A proxy or attorney appointed under this clause must be either:
- (a) another Member being an individual; or
 - (b) an Affiliated Person of another Member, to whom clause 16.1(a) does not apply.
- 32.4 Any instrument of proxy in which the name of the appointee is not stated will be deemed to be given in favour of the Chairperson or such other person as is nominated by the Board in the notice convening the relevant meeting of the Company's Members.
- 32.5 The validly appointed proxy or attorney of a Member shall, in respect of any resolution, be entitled to cast that number of votes that the Member appointing

the proxy or attorney would have been entitled to cast in respect of that resolution.

33. Form of Proxy or attorney

- 33.1 An instrument appointing a proxy or attorney must be in writing signed by the Member, its Representative or by a duly appointed attorney of the Member. If the appointer is a Corporation, the instrument may be under its common seal or the hand of a director or of its duly authorised attorney or in a manner permitted by the Act.
- 33.2 A facsimile of a written appointment of a proxy or a power of attorney is valid, unless the notice of meeting of the Company's Members to which the appointment relates requires production of the written appointment at the meeting and that requirement is not complied with.
- 33.3 Every instrument appointing a proxy or attorney whether for a specified meeting or otherwise must comply with the requirements of:
- (a) the Act; and
 - (b) this Constitution,
- and otherwise shall be in such form as the Board may prescribe or accept.
- 33.4 Subject to the Act, a decision of the Board or of the Chairperson as to the validity of a proxy or power of attorney or a facsimile thereof will be final and binding.

34. Lodgement of proxy before meeting

- 34.1 An instrument appointing an attorney or a proxy and, the power of attorney or other authority (if any) under which it is signed or a copy of that power or authority certified as a true copy by statutory declaration or a facsimile of any of the documents referred to in this clause, must be deposited at the Office not less than twenty four (24) hours before the time scheduled for commencement of the meeting (or any adjournment of that meeting) at which the person named in the instrument intends to vote.

35. Authority conferred on proxy or attorney

- 35.1 Any form of proxy sent out by the Company to Members in respect of a proposed general meeting of Members must make provision for the Member to indicate whether the Member wishes to vote for or against any resolution.
- 35.2 The Member may but need not give an indication or direction as to the manner in which a proxy is to vote in respect of a particular resolution.
- 35.3 Where an indication or direction is given, the proxy is not entitled to vote on the resolution on behalf of that Member except in accordance with that indication or direction.

- 35.4 If the instrument does not contain directions with respect to a resolution that is put to a vote, the proxy or attorney may vote on behalf of the appointer, or abstain, as the proxy or attorney thinks fit.
- 35.5 For the avoidance of doubt, unless otherwise provided in the instrument, an instrument appointing a proxy or attorney will be taken to confer authority:
- (a) to agree to a meeting being convened by shorter notice than is required by the Act or by this Constitution;
 - (b) to agree to a resolution being proposed and passed as a resolution at a meeting of which less than twenty one (21) days' notice has been given;
 - (c) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - (ii) to vote on any procedural motion, including any motion to elect the Chairperson, to vacate the chair or to adjourn the meeting;
 - (d) to speak on any proposed resolution on which the proxy or attorney may vote; and
 - (e) to demand or join in demanding a poll on any resolution on which the proxy or attorney may vote.

36. Appointment of Representative by Members

- 36.1 Any Member being body corporate, corporation, firm, partnership, association or society, whether incorporated or not or may by a resolution of its directors, board, committee, council or other organ responsible for the management of the Member, may authorise any person being an employee or officer of the Member to act as its Representative at all meetings or any particular meeting or meetings held during the continuance of the authority, whether the meeting is of the Company or of any class of Members of the Company.
- 36.2 Unless otherwise specified in the appointment, a Representative acting in accordance with his or her authority until it is revoked by the Member, is entitled to exercise the same powers on behalf of that Corporation as that Corporation could exercise at a meeting or in voting on a resolution.
- 36.3 A document appointing or revoking the appointment of a Representative:
- (a) in the case of a Member being a Corporation, must be signed under the seal of the corporation or by a director or company secretary of the Corporation; and
 - (b) in the case of a partnership, must be signed by one or more partners;

- (c) in any other case, must be signed by chief executive officer, general manager or a person who serves on the board, management committee, council or other organ having the responsibility for management of the Member,

or such other document as the Chairperson of the meeting in his or her sole discretion considers sufficient will be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative.

37. Circular resolution of Members

- 37.1 Subject to any requirements of the Act, the Members of the Company may pass a resolution unanimously without a general meeting being held if all the Members 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.
- 37.2 A copy of the document must be given to each Director.
- 37.3 Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- 37.4 The resolution is deemed passed when the last Member signs.

38. Composition of the Board

- 38.1 The Board shall consist minimum of five (5) persons including three (3) Office Bearers who shall hold the offices of Chairperson, Vice Chairperson and Treasurer, respectively.
- 38.2 The Board will consist of the three office bearers and two Executive Directors, who may appoint Non-Executive Directors as required to further the objects of the company.
- 38.3 Subject to clause 44, in the event that there are insufficient accepted nominations for the position of Director to comply with the preceding clause, the Board shall consist of or such lesser number as shall accept nomination and election after the procedures for election of Directors set out in this Constitution have been followed.
- 38.4 The Registrar of the Security Professionals Registry shall hold a position on the Board and exercise the powers of an executive director in all matters pertaining to the functions of the Registry.

39. Eligibility of Directors

- 39.1 A person is eligible for election as a Director of the Company if they:
 - (a) are a Member of the Company, or a Representative of a Member of the Company (appointed under clause 36)
 - (b) give the company their signed consent to act as a director of the company, and

- (c) are not ineligible to be a director under the Act.
- (d) To effectively represent the members there must be at least one Executive Director from Australia and one from New Zealand.

39.2 Serving Directors may stand for re-election.

40. Initial Directors

40.1 The initial Directors as at the Adoption Date are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the Company. The initial Directors shall hold office until they are replaced or re-appointed by virtue of the election procedures in the next succeeding clause.

41. Procedures for election of Directors

- 41.1 Apart from the initial Directors referred to in clause 39 and directors appointed under clause 25 the members may elect a director by a resolution passed in a general meeting.
- 41.2 At least 30 days prior to the AGM, the Secretary will, by written notice to all Members, call for nominations to the Board.
- 41.3 A nomination for the position of Director must be in writing and must be signed by the Member making the nomination and accompanied by a written consent of the nominee. The Secretary may prepare and provide pro-forma template nomination and consent forms.
- 41.4 A nomination for the position of Director must be actually received by the Company before 5pm on the date that is 20 days prior to the AGM. A nomination may be delivered to the Company by:
- (a) hand delivery or courier;
 - (b) facsimile;
 - (c) attachment to an email as a pdf. file or other format that cannot be edited or amended
- 41.5 The Secretary must promptly, and in all events not later than the date that is 20 days prior to the AGM:
- (a) place details of all valid nominations on the Company website; and
 - (b) send all Members a postal ballot form, including "how to vote" instructions for the postal vote and, if so determined by the Board if voting is electronically available, how to exercise an electronic vote.
- 41.6 Members may vote for up to 5 of the nominees included in the ballot by placing an "x" in the box alongside a candidate's name. For the avoidance of doubt, candidates may vote for themselves.

- 41.7 All formal voting papers received by the Secretary or electronic votes received in accordance with the how to vote instructions, not later than 5 pm on the date that is 2 clear days prior to the AGM shall be counted in the ballot.
- 41.8 After the ballot is closed the Secretary (and any scrutineer selected by the Board) shall:
- (a) take reasonable steps to satisfy themselves regarding the integrity of the ballot;
 - (b) eliminate any invalid or informal votes; and
 - (c) count the ballot.
- 41.9 A voting paper or electronic vote shall be declared informal if it is not made in accordance with the how to vote instructions provided to the Members. If there is a doubt regarding the validity of any vote, the matter shall be referred to the Chairperson for determination and the determination shall be final.
- 41.10 The 5 Directors who received the most votes on a "first past the post system" shall be declared elected. In the event of a tied vote, the tie shall be broken by agreement of the candidates concerned or, in the absence of agreement, by lot conducted by the Secretary, prior to the AGM
- 41.11 At the Annual General Meeting the Secretary shall declare the results of the election.
- 41.12 The Directors elected under the foregoing procedures will commence in office immediately following the AGM at which their election was announced and, unless re-elected, must retire at the end of the next following AGM.

42. Selection of office bearers

- 42.1 The Company shall have a Chairperson, Vice Chairperson and Treasurer.
- 42.2 The Office Bearers shall be selected from the ranks of the elected Directors by the Directors elect themselves. They may determine the office bearers by consensus or if no consensus is reached on the selection of any particular office bearer role, by vote. In the event that a vote is necessary, and a vote is tied, the office bearer shall be selected by lot from among the tied candidates. For the avoidance of doubt candidates for office bearer may vote for themselves.

43. Casual vacancies on the Board

- 43.1 The directors may appoint a person as a director to fill a casual vacancy if that person is eligible to be a Director
- 43.2 If the vacancy to be filled is:
- (a) for the office of Chairperson, the Vice Chairperson shall become the Chairperson and the Board shall appoint a person from among their number to hold the position of Vice Chairperson; or

(b) for the office of Vice Chairperson, Treasurer or Secretary the Board shall appoint a person from among its number to hold that office.

43.3 Persons elected to the Board to fill casual vacancies shall retire when the person they are appointed to replace would have been required to retire under this Constitution.

44. Limited power of Board to act if several vacancies

44.1 The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by clause 82 as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of convening a general meeting of the Company, but for no other purpose.

45. When the office of Director is vacated

45.1 A Director may resign from office on giving the Company notice in writing at any time.

45.2 If the conduct of position of any Director is such that continuance in office appears to a majority of the other Directors to be prejudicial to the interests of the Company, a majority of the other Directors at a meeting of the Board specially convened for that purpose may suspend that Director.

45.3 Within fourteen (14) days of the suspension, the Board will call a general meeting, at which the Members may either confirm the suspension and remove that Director from office in accordance with the Act, or annul the suspension and reinstate that Director.

45.4 The office of a Director is vacated if that Director:

- a. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- b. is absent without the consent of the Board from all meetings of the Board held during a period of three (3) months and the Board resolves that his or her office be vacated;
- c. resigns;
- d. is removed by the Members in general meeting;
- e. becomes bankrupt or suspends payment of his/her debts liquidates by arrangement or compounds with or assigns his/her estate for the benefit of his/her creditors; or.
- f. otherwise ceases to be, or becomes prohibited from being, a Director by virtue of this Constitution or the Act.

46. Meetings of the Board

46.1 The Board may meet for the despatch of business, adjourn and generally regulate their meetings as it thinks fit.

47. Quorum for meetings of the Board

47.1 A quorum for the purpose of considering a matter at a meeting of the Board is any three of the Directors.

47.2 A meeting of the Board during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under this Constitution for the time being vested in or exercisable by the Board generally.

47.3 Where a quorum cannot be established for a meeting of the Board (or for consideration of a particular matter), in addition to the limited powers conferred by clause 44, any Director may convene a general meeting of Members to deal with the matter or the matters in question.

48. Convening meetings of the Board

48.1 A Director may at any time and the Secretary will on the request of a Director convene a meeting of the Board.

49. Notice of meetings of the Board

49.1 Written notice of every Board meeting will be given to each Director.

49.2 Notice of a meeting of the Board may be given in writing or by telephone, fax, email or other electronic means of communication.

50. Board Meetings by electronic means

50.1 Without limiting the discretion of the Board to regulate its meetings under clause 46, the Board may, if it thinks fit, confer by telephone, closed circuit television or other electronic means of audio or audio-visual communication provided that such technology enables all persons participating in the meeting to hear each other at the same time. The provisions of this Constitution relating to proceedings of the Board apply to such conferences to the extent that they are capable of applying, and with any necessary changes.

50.2 Notwithstanding that the Directors are not present together in one place at the time of a conference, a resolution passed by such a conference is deemed to have been passed at a meeting of the Board held on the day and at the time the conference was held.

50.3 A Director present at the commencement of the conference will be conclusively presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the conference.

50.4 Any minutes of a conference of the type referred to in clause 50.1 purporting to be signed by the Chairperson of that conference or by the Chairperson of the

next succeeding meeting of the Board will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference.

- 50.5 When by the operation of clause 50.2 a resolution is deemed to have been passed at a meeting of the Board, that meeting will be deemed to have been held at such place as is determined by the Chairperson of the relevant conference, provided that at least one of the Directors who took part in the conference was at such place for the duration of the conference.

51. Written resolutions of Directors

- 51.1 If all of the Directors required to be given notice of a meeting have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held at the time at which the document was last signed by a Director.

- 51.2 For the purposes of this clause:

- (a) two (2) or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by the Directors;
- (b) a reference to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution; and
- (c) any document so signed by a Director may be received by the Company at the Office (or other place agreed by the Directors) by post, by facsimile or other electronic means or by being delivered personally by that Director.

52. Votes at meetings of the Board

- 52.1 Motions and resolutions arising at any meeting of the Board will be decided by a majority of votes and each Director has one vote.

53. Casting vote for Chairperson

- 53.1 Subject to the Act, in case of an equality of votes the Chairperson of a meeting of the Board will have a second or casting vote.

54. Chairperson

- 54.1 The Chairperson, or failing him or her, the Vice Chairperson must preside at meetings of the Board.

54.2 If the Chairperson or Vice Chairperson is not present within fifteen (15) minutes of the time appointed for holding the meeting or is not willing to act as Chairperson for all or part of that meeting, the Directors present may wait for the arrival of the Chairperson or Vice Chairperson or may choose one of their number to be Chairperson of that meeting or part of that meeting (as the case may be).

55. Board may delegate to a committee of Directors or Members

55.1 The Board may delegate any of its powers to committees consisting of one or more Directors or other Members as it thinks fit, and the Board may revoke that delegation.

55.2 A committee formed under the preceding clause must conform to any terms of reference, directions and regulations that may be imposed upon it by the Board.

55.3 So far as they are capable of application and with any necessary changes, the provisions of this Constitution for regulating the meetings and proceedings of the Board shall govern the meetings and proceedings of committees to the extent that the same are consistent with any directions and regulations made by the Board.

55.4 Where a committee consists of two or more persons, a quorum will be any two members of the committee or such larger number as the committee itself determines.

56. Defects in appointment or qualifications of Director

56.1 All acts done at any meeting of the Board or of a committee appointed by the Board or by any person acting as a Director will be as valid as if every such person or committee had been duly appointed and was qualified and entitled to vote, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Director or of the committee or of the person acting as aforesaid, or that any Director was disqualified or not entitled to vote.

57. No alternate directors

57.1 The Directors shall not be entitled to appoint alternate directors.

58. Board may invite guests to attend meetings

58.1 The Board may in its discretion and on such terms as may be agreed, invite one or more persons to attend one or more meetings of the Board as a guest to observe and contribute to the discussion of the matters before the Board, provided always that any such person shall:

- (a) be entitled to attend one or more meetings of the Board at the continuing discretion of the Board from time to time;

- (b) not be considered to be a Director of the Company as a consequence of attending such meetings,
- (c) not be held out by the Board or by the Company as a Director or Member of the Company as a consequence of his or her attendance at such meetings; and
- (d) not be entitled to vote on any matter put to a vote at such meetings.

59. Minutes of all proceedings to be kept

59.1 The Board will cause minutes of:

- (a) the names of Directors present at meetings of Board and meetings of Members;
- (b) all proceedings and resolutions of meetings of Members.
- (c) all proceedings and resolutions of meetings of the Board, including meetings of committees of Directors;
- (d) all resolutions passed by Members without a meeting; and
- (e) all resolutions passed by the Board without a meeting,

to be duly entered in books kept for that purpose in accordance with the Act.

59.2 The Board will cause all the minutes required by this Constitution to be signed by:

- (a) the Chairperson of the meeting at which the proceedings took place or at which the resolutions were proposed; or
- (b) the Chairperson of the next succeeding meeting.

59.3 Where the minutes are duly signed in accordance with clause 59.2 those minutes shall be presumed to be an accurate record of the relevant proceedings and resolutions unless the contrary is proved.

59.4 Books containing the minutes of proceedings of meetings of Members will be open for inspection by any Member without charge. Inspection may be made available online.

60. Appointment and removal of Secretary

60.1 A Secretary or Secretaries will be appointed by the Board in accordance with the Act for such term, at such remuneration and on such conditions as they think fit.

60.2 Any Secretary may be removed by the Board.

61. Annual accounts to be laid before AGM

- 61.1 At the AGM in every year the Board will lay before the Company the financial report for the last financial year of the Company, together with such other accounts, reports and statements as are required by law.
- 61.2 A copy of the Company's annual financial reports must be sent to all Members other than those Members who have provided written notice to the Company stating that they do not wish to receive a copy of every document which is required to be laid before each AGM, as required by law.

62. Auditors

- 62.1 The auditors of the Company will:
- (a) be appointed and may be removed as provided in the Act; and
 - (b) perform the duties and have the rights and powers as may be provided in the Act.

63. Directors to determine inspection rights

- 63.1 The Board will determine from time to time whether and to what extent, at what time and place or places, and under what conditions, the accounting records and other documents of the Company will be open to the inspection of Members.
- 63.2 Subject to the Act, (but excluding section 2470 of the Act), a Member not being a Director does not have the right, but may in the absolute discretion of the Board, be authorised to inspect or to require or receive any information, or to require discovery of any record or document of the Company or any information respecting any detail of the Company's trading or business, or any matter which is or may be in the nature of a trade secret, confidential information, mystery of trade or secret process which may relate to the conduct of the business of the Company.

64. Method of service of notices

- 64.1 A notice may be served by the Company on a Member or other person receiving notice under this Constitution by any of the following methods:
- (a) by serving it personally on a Member;
 - (b) by leaving it at the address of the Member in the Register of Members;
 - (c) by sending it by post in a prepaid letter, envelope or wrapper addressed to the Member at the address of the Member in the Register of Members;
 - (d) by sending it by facsimile transmission to a facsimile number nominated by the Member for the purpose of serving notices on the Member; or

(e) by emailing it to an email address nominated by the Member for the purpose of serving notices on the Member.

64.2 For the purposes of paragraphs (b) and (c) of the preceding clause, a Member may provide the Company with an address other than that of the address of the Member in the Register of Members for the purpose of serving notice on that Member.

64.3 If the address of a Member in the Register of Members is not within Australia, all notices will be posted by airmail, or sent by, email, facsimile transmission or air courier.

65. Time of service of notices

65.1 Any notice sent by post, airmail or air courier will be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier and in proving service it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier. A certificate in writing signed by any manager, Secretary or other officer of the Company that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive evidence thereof.

65.2 Any notice sent by facsimile transmission will be deemed to have been served on receipt by the Company of a transmission report confirming successful transmission. A notice sent by email will be deemed to have been served on the date of transmission of the email unless a message indicating non-delivery is received.

66. Signatures on notices

66.1 The signature to any notice to be given by the Company may be written or printed or a facsimile thereof may be affixed by mechanical or other means. A notice to be given by the Company may also be digitally signed.

67. Use of technology

67.1 Without limiting any other provision in this Constitution allowing use of any particular technology for any purpose, where under this Constitution, the Act or any other law:

- (a) a notice may or must be given;
- (b) an appointment may or must be made;
- (c) a document or action must be signed or authorised;
- (d) a document or file must be accessed, retained or inspected;
- (e) a resolution may or must be made or voted on; and/or

(f) a meeting may or must be held,

each of those things may be done by use of such electronic or other technology (including the internet) as may be available and permitted by the Board, provided that:

(g) the use of such electronic or other technology must not be contrary to law; and

(h) the use of such technology must not, in the case of:

(i) a notice, cause any person who was entitled to receive the notice to be unable to receive it;

(ii) a signature or authorisation, create any doubt veracity;

(iii) an access or inspection, cause a person to be unable to access or inspect the document or file without commonly available technology;

(iv) a resolution, cause any person who was entitled to vote on the resolution, to be unable to do so; or

(v) a meeting, cause any person who was entitled to be present at the meeting, to be unable to hear the proceedings of the meeting and things tabled or discussed at the meeting or to speak or make submissions to the meeting, as the case may be.

68. Company to indemnify and insure

68.1 To the extent permitted by law:

(a) the Company indemnifies every person who is or has been an Officer of the Company (or of a wholly-owned subsidiary of the Company) against any liability for costs and expenses incurred by that person in defending any proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the court grants relief to the person under the Act; and

(b) the Company indemnifies every person who is or has been an Officer of the Company (or of a wholly-owned subsidiary of the Company) against any liability incurred by the person, as an Officer of the Company (or of a wholly-owned subsidiary of the Company), to another person (other than the Company or a related body corporate of the Company) unless the liability arises out of conduct involving a lack of good faith.

68.2 To the extent permitted by law, the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against liability;

- (a) incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company or in the course of acting in connection with the affairs of the Company or a subsidiary of the Company or otherwise arising out of the Officer's holding such office, provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of sections 182 and 183 of the Act; or
- (b) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

68.3 Where used in this clause 110, the word "proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer or in the course of acting in connection with the affairs of the Company or otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company.
