



ARTICLES OF ASSOCIATION

education.au limited

COMPANY LIMITED BY GUARANTEE

Amended 23 November 2001

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PART A - INTERPRETATION

1.1 In these Articles unless the context otherwise requires:

"Articles" means the articles of association of the Company as amended from time to time;

"Auditor" means the Company's auditor from time to time;

"Board" means the Board of Directors of the Company;

"Business day" has the same meaning as in the Law;

"Committee" means a committee formed or appointed under Article 41;

"Commonwealth" means the Commonwealth of Australia;

"Company" means *education.au limited*;

"Director" includes any person occupying the position of Director of the Company;

"Directors" means all or some of the Directors acting as a Board;

"EdNA" means Education Network Australia;

"Law" means the Corporations Law in force throughout Australia as set out in section 82 of the Corporations Act 1989;

"Member" means a person entered in the Register of Members;

"Office" means the Company's registered office for the time being;

"Register of Members" means the register of Members of the Company;

"registered address" means the last known address of a Member as noted in the Register;

"Seal" means the Company's common seal;

"Secretary" means any person appointed by the Directors to perform any of the duties of a secretary of the Company;

"States and Territories" means the States and Territories of New South Wales, Victoria, Queensland, South Australia, Western Australia and Tasmania and the Australian Capital Territory and the Northern Territory.

- 1.2 In these Articles, unless the context otherwise requires:
- (a) words importing the singular include the plural and vice versa;
 - (b) words importing any gender include the other genders;
 - (c) words importing persons include corporations;
 - (d) subject to these Articles, words or expressions defined in the Law have, unless the contrary intention appears, the same meaning in these Articles;
 - (e) headings do not affect construction or interpretation.
- 1.3 Except so far as the contrary intention appears in these Articles, an expression in a provision of these Articles that deals with a matter dealt with by a particular provision of the Law, has the same meaning as in that provision of the Law.
2. The Company has the objects, and is established for the purposes, set out in the Memorandum of Association.

PART B - MEMBERSHIP

3. The Members of the Company shall be those persons who from time to time hold the offices of Ministers of Education in right of the Commonwealth and all of the States and Territories. Subscribers to the Memorandum of Association who do not hold any such office shall cease to be Members of the Company.
4. A Member may from time to time in writing under the hand of the Member or of the Member's attorney or duly appointed delegate authorise a person to act as the Member's representative at any meeting of or otherwise for the purpose of the Company and any person so authorised shall be entitled to exercise the same powers (including the power to appoint a proxy) as the Member could exercise and may in like manner give to the Company notice in writing of the revocation of appointment. An appointment or revocation of appointment shall not bind the Company until received by it.
5. Fees and subscription payable by Members of the Company shall be such as the Company in general meeting shall from time to time prescribe.
6. All fees and subscriptions shall become due and payable at such times and in such manner as the Directors shall from time to time prescribe.

PART C - GENERAL MEETINGS

7. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law.
8. The Directors may, at any time, convene a general meeting.
9.
 - (a) A Member may only requisition the Directors to convene a general meeting in accordance with section 246 of the Law.
 - (b) A Member may not convene or join in convening a general meeting except under section 246 of the Law.
 - (c) Any reasonable expenses incurred by the requisitionists, consequent upon the failure of the Directors to convene a general meeting, shall be paid to the requisitionists by the Company.
10.
 - (a) At least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting at which a special resolution will be considered.
 - (b) At least 14 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of all other general meetings.
11. A notice convening a general meeting must:
 - (a) specify the place, date and hour of the meeting; and
 - (b) state the general nature of the business to be transacted at the meeting.
- 12.1
 - (a) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a requisition under Article 9).
 - (b) The Directors must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.
- 12.2 The failure or accidental omission to send a notice of a general meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.
13. All general meetings other than the annual general meeting shall be called Extraordinary General Meetings.
14. In Articles 15, 18 and 20, "Member" includes a Member present in person or by proxy, attorney or representative.

- 15.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 15.2 A quorum of Members requires five (5) Members to be present.
- 15.3 If a quorum is not present within 30 minutes after the time appointed for a meeting:
- (a) if the meeting was convened on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven (7) days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, it is automatically dissolved.
- 16.1 The Chairperson, or in the Chairperson's absence the deputy Chairperson, of Directors' meetings will be the Chairperson at every general meeting.
- 16.2 If:
- (a) there is no Chairperson or deputy Chairperson; or
 - (b) neither the Chairperson nor deputy Chairperson is present within 10 minutes after the time appointed for holding the meeting; or
 - (c) the Chairperson and deputy Chairperson are unwilling to act as Chairperson of the meeting,
- the Directors present may elect a Chairperson.
- 16.3 If no appointment is made pursuant to Article 16.2, then:
- (a) the Members may elect one of the Directors present as Chairperson; or
 - (b) if no Director is present or is willing to take the Chair, the Members may elect one of the Members present as Chairperson.
- 16.4 If there is a dispute at a general meeting about a question of procedure, the Chairperson may determine the question.

- 17.1 The Chairperson of a meeting at which a quorum is present:
- (a) in his or her discretion may adjourn a meeting with the meeting's consent; and
 - (b) must adjourn a meeting if the meeting directs him or her to do so.
- 17.2 An adjourned meeting may take place at a different venue to the initial meeting.
- 17.3 The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.
- 17.4 Notice of an adjourned meeting must only be given in accordance with Article 10 if a general meeting has been adjourned for more than 21 days.
- 18.1 Subject to the Law in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 18.2 A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by:
- (a) the Chairperson;
 - (b) at least three (3) Members, present in person or by proxy, who have the right to vote at the meeting;
 - (c) a Member or Members, present in person or by proxy, and representing not less than 10% of the total voting rights of all the Members having the right to vote at the meeting.
- 18.3 Unless a poll is demanded:
- (a) a declaration by the Chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the proportion of the votes in favour of or against the resolution.
- 18.4 The demand for a poll may be withdrawn.
- 19.1 A poll will be taken when and in the manner that the Chairperson directs.
- 19.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 19.3 The Chairperson may determine any dispute about the admission or rejection of a vote.

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

PART D - VOTES OF MEMBERS

- 20.1 Subject to these Articles:
- (a) every Member or a representative of a Member appointed pursuant to Article 4 may vote;
 - (b) on a show of hands every Member or proxy present has one vote; and
 - (c) on a poll every Member, whether present in person or by proxy, has one vote.
- 20.2 In the case of an equality of votes, the Chairperson of the meeting shall, both on a show of hands and on a poll, have a second or casting vote.
21. A Member is not entitled to vote or to be counted in a quorum if fees or subscriptions payable by the Member are more than one month in arrears at the date of the meeting.
- 22.1 If a Member appoints a proxy, that proxy may vote on a show of hands.
- 22.2 A proxy may demand or join in demanding a poll.
- 23.1 The instrument appointing a proxy shall be in writing under the hand of the Member or of the Member's representative appointed pursuant to Article 4 or of the Member's attorney or delegate duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member or representative of the Member appointed pursuant to Article 4 shall be entitled to instruct the proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as the proxy thinks fit.

23.2 The instrument appointing a proxy may be in the following form or in a form approved by the Directors.

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I,..... of.....being a member of ***education.au limited*** hereby appoint of.....or failing him/her of.....as my proxy to vote for me on my behalf at the (*annual general meeting or *general meeting) of the Company, to be held on theday of, 20..... and at any adjournment thereof.

My proxy is hereby authorised to vote:

* in favour of

the following resolutions:

* against

(Insert resolutions)

Signed thisday of, 20

.....

24.1 The written appointment of a proxy or attorney and any instrument appointing a representative under Article 4, shall be deposited at the Office, or such other address nominated by the Company, not less than 24 hours before:

- (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.

24.2 If the appointment purports to be executed under a power of attorney or other authority, then the original document or a notarially certified copy of it, shall be deposited at the Office with the appointment.

25. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or the revocation of the instrument (or of the authority under which the instrument was executed) provided no intimation in writing of the death, unsoundness of mind or revocation has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

PART E - APPOINTMENT AND REMOVAL OF DIRECTORS

- 26.1 There will be nine Directors.
- 26.2 The Board of the Company will comprise:
- (a) one representative from each of:
 - (i) the State and Territory school sector;
 - (ii) the non-Government school sector;
 - (iii) the vocational education & training sector;
 - (iv) the higher education sector; and
 - (v) the Commonwealth sector;
 - (b) three representatives each with financial, legal or technical expertise relevant and appropriate to the operations of the Company;
 - (c) an independent Chairperson.
- 26.3 Appointments to the Board of Directors must be made in writing:
- (a) in respect of each Director appointed under Article 26.2(a), signed by a person duly authorised to act on behalf of the relevant sector;
 - (b) in respect of each Director appointed under Article 26.2(b) signed by a majority of Directors appointed under Article 26.2(a); and
 - (c) in respect of the Director appointed under Article 26.2(c), signed by or on behalf of the Commonwealth, after consultation with the State and Territory Ministers holding office as Ministers for Education.
- 26.4 In making each appointment to the Board the relevant Members may take such advice as they see fit.
- 26.5 An appointment made in writing purporting to be signed by a person or persons apparently entitled to make an appointment under this Article 26 shall be deemed to be valid and shall take effect upon receipt by the Company.
- 27.1 The person or persons entitled to appoint a Director under Article 26 shall be entitled to revoke a Director's appointment by notice in writing and to appoint another person as a Director in that person's place.
- 27.2 The Company may by resolution remove a Director, in which case the person or persons who appointed that Director shall appoint another Director in that person's place.

28. Directors shall hold office until:
- (a) their appointment is revoked;
 - (b) Article 27.2 applies; or
 - (c) Article 29 applies.
- 29.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of Article 27 or the Law, the office of a Director becomes vacant if the 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) resigns office by notice in writing to the Company;
 - (c) is absent without the consent of the Directors from meeting of the Directors held during a period of six months;
 - (d) without the consent of the Company in general meeting holds any other office of profit under the Company; or
 - (e) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his or her interest as required by the Law.
- 29.2 If a Director ceases to hold office by reason of one of the events in Article 29. 1, the person or persons who appointed that Director shall appoint another Director in that person's place.

PART F - REMUNERATION OF DIRECTORS

- 30.1 The Directors shall be paid such remuneration as is from time to time determined by the Company in general meeting.
- 30.2 The Directors shall also be paid all travelling and other expenses incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company. Such travelling, hotel and other expenses shall not exceed the rates from time to time specified for members of the Australian Government Public Service.

PART G - POWERS AND DUTIES OF DIRECTORS

- 31.1 Subject to the Law and to any other provision of these Articles, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the Company, and may exercise all such powers of the Company as are not, by the Law or by these Articles, required to be exercised by the Company in general meeting.
- 31.2 Without limiting the generality of Article 31. 1, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debenture or give any other security for a debt, liability or obligation of the Company or of any other person.
- 31.3 The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- 31.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
- 31.5 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors or in such other manner as the Directors determine.
- 32.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees and other committees;
 - (b) all resolutions and proceedings of general meetings, Directors' meetings and meetings of Directors' committees and other committees;
 - (c) all orders made by the Directors and Directors' committees and other committees; and
 - (d) all disclosures of interests made pursuant to Article 37.
- 32.2 Minutes must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant body.
- 32.3 The Company must keep all registers required by these Articles and the Law.

- 33.1 The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- 33.2 Notwithstanding Article 33.1 the Directors shall meet at least four (4) times in each calendar year.
- 33.3 A Director at any time, and a Secretary shall on the requisition of a Director, convene a meeting of the Directors.
- 33.4 The Directors and all committees shall make the fullest use of communications technology in their meetings to reduce costs.
- 34.1 Notice of every Directors' meeting shall be given to each Director.
- 34.2 A notice convening a meeting of Directors:
- (a) shall be in writing and shall be given by one of the following means:
 - (i) by delivering it to the address of the Director being served as set out in the Company's Register of its Directors;
 - (ii) by sending it by pre-paid post to the address of the Director being served referred to in paragraph (i); or
 - (iii) by sending it by telex or facsimile to the machine situated at the address of the Director being served referred to in paragraph (i); and
 - (b) shall be given or deemed to be given:
 - (i) if delivered personally, upon delivery;
 - (ii) if sent by pre-paid post, on the second business day after the date of posting;
 - (iii) if sent by telex, on receipt by the sender of the recipient's answer back code and number; and
 - (iv) if sent by facsimile, by properly addressing the facsimile transmission and transmitting it, on the day after its despatch.
- 34.3 A Directors' meeting may be held by the Directors communicating with each other by a technological means by which they are able simultaneously to hear each other and to participate throughout the discussion.
- 34.4 The Directors need not all be physically present in the same place.
- 34.5 A Director who participates in a meeting held in accordance with Article 34.3 is deemed to be present and entitled to vote at the meeting.
35. At a meeting of Directors, a quorum is four (4) Directors unless otherwise determined by the Directors.

- 36.1 Subject to these Articles, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.
- 36.2 In case of an equality of votes, the Chairperson of the meeting, in addition to his or her deliberative vote (if any), has a casting vote.
- 37.1 A Director shall not vote in respect of any contract or proposed contract with the Company in which he or she is in any way, whether directly or indirectly, interested or in respect of any matter arising out of such a contract or proposed contract and, if he or she votes in contravention of this Article, his or her vote shall not be counted.
- 37.2 Each Director shall disclose his or her interest to the Company in accordance with the Law and the Secretary shall record all declarations in the minutes of the relevant Directors' meeting.
38. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of convening a general meeting of the Company.
- 39.1 The Chairperson of Directors is the person appointed to that office under Article 26.
- 39.2 The Directors may appoint a deputy Chairperson.
- 39.3 If at any meeting of the Directors the Chairperson or the deputy Chairperson is not present within 10 minutes after the time appointed for holding of the meeting, or if present but unwilling to Chair the meeting, the Directors present must elect one of their number to be Chairperson of the meeting.

PART H - COMMITTEES

- 40.1 The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit.
- 40.2 A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.
- 40.3 The members of such a committee may elect one of their number as Chairperson of their meetings.
- 40.4 Where such a meeting is held and:
- (a) a Chairperson has not been elected as provided by Article 40.3; or
 - (b) the Chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,
- the members present may elect one of their number to be Chairperson of the meeting.
- 40.5 Committee may meet and adjourn as it thinks proper.
- 40.6 Actions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.
- 40.7 In the case of an equality of votes, the Chairperson, in addition to his or her deliberative vote (if any), has a casting vote.
- 40.8 Meetings of committee shall be governed by the provisions of the Articles which deal with Directors' meetings so far as they are applicable, (including, without limitation, Article 32) and are not inconsistent with this Article 40.
- 41.1 Directors may constitute such advisory committees as they see fit, comprising such of their number and such other persons as they shall determine.
- 41.2 Advisory committees shall be subject to the direction and control of the Board.
- 41.3 The provisions of Article 40.3 to Article 40.8 inclusive shall apply to the proceedings and conduct of advisory committees as if they had been constituted under Article 40.
42. The Company will consult and collaborate with stakeholders in the development of its business plans and the provision of services to the education and training community throughout Australia.

PART I - GENERAL

- 43.1 If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- 43.2 For the purposes of Article 43.1, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- 43.3 This Article 43 and Article 34 apply to meetings of committees as if all members of the committee were Directors.
44. If it is discovered that:
- (a) there was a defect in the appointment of a person as a Director, or member of a committee; or
 - (b) a person appointed to one of those positions was disqualified;
- all acts of the Directors or the committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.
- 45.1 A Secretary of the Company holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.
- 45.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 46.1 The Directors shall provide for the safe custody of the seal.
- 46.2 The seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the seal, and every document to which the seal is affixed shall be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.
- 47.1 The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Law.

- 47.2 The Directors shall cause the accounts of the Company to be audited in accordance with the requirements of the Law.
- 48.1 A notice may be given by the Company to any Member by delivering it to the Departmental Secretary relevant in the case of that Member either personally or by sending it by post, telex or facsimile to the office of that Departmental Secretary.
- 48.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the second business day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 48.3 A notice sent by facsimile transmission is deemed to be served:
- (a) by properly addressing the facsimile transmission and transmitting it; and
 - (b) on the day after its despatch.
- 48.4 Notice of every general meeting must be given to:
- (a) every Member; and
 - (b) the Auditor.
- 48.5 No other person is entitled to receive notice of a general meeting.
49. The provisions of clauses 12 and 13 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have the effect and be observed as if they were repeated in these Articles.
50. Every officer, auditor or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by that person in his or her capacity as officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Law granted to him or her by the Court.

