

4. Membership

4.1 General

The minimum number of Members is one.

4.2 Membership Classes

- (a) The Company will have the following Membership Classes:
 - (i) General Members;
 - (ii) Corporate Members;
 - (iii) Honorary Members; and
 - (iv) such other Membership Classes or sub-classes of Membership as are prescribed by the Board from time to time.
- (b) Membership of the Company must be within a Membership Class or a sub-class of Membership in accordance with this clause, clauses 4.3 and 4.4, and any by-laws or policies prescribed by the Board from time to time.
- (c) A person admitted to a Membership Class or a sub-class of Membership of the Company will be entitled to exercise all the rights and privileges and will be required to meet all liabilities and requirements attaching to that Membership Class or sub-class of Membership by reason of this Constitution and the Regulations.

4.3 Eligibility

- (a) To be eligible to apply for Membership, a person must:
 - (i) be committed to the Purpose; and
 - (ii) meet the eligibility criteria of the relevant Membership Class as set out in this Constitution and in any by-laws or policies prescribed by the Board from time to time.
- (b) The eligibility criteria applicable to each Membership Class are as follows (and as may be set out in by-laws or policies prescribed by the Board from time to time):
 - (i) General Member – the individual:
 - (A) is a Scholar;
 - (B) is an Expert; or
 - (C) has at least ten years' experience in a specific discipline.
 - (ii) Corporate Member – a body corporate with at least five General Members who are associates, officers, owners, employees or affiliates of that body corporate.
 - (iii) Honorary Member - the individual wishes to be a Member but is ineligible to be admitted as a General Member; and
 - (iv) With respect to any additional Membership Class or sub-class prescribed by the Board – the individual meets the relevant eligibility criteria prescribed by the Board for that Membership Class or sub-class.

4.4 Membership Rights

General Member and Honorary Member

- (a) Each General Member and Honorary Member is entitled to:
 - (i) receive notices of, attend and speak at a General Meeting;
 - (ii) vote at a General Meeting; and
 - (iii) receive any additional General Member or Honorary Member benefits as are prescribed by the Board from time to time.

Corporate Member

- (b) Each Corporate Member is:
 - (i) entitled to receive notices of, attend and speak at a General Meeting;
 - (ii) not entitled to vote at a General Meeting; and

- (iii) entitled to receive any additional Corporate Member benefits as are prescribed by the Board from time to time.

4.5 Application

- (a) An application for Membership must be made in writing in the form and manner (if any) approved by the Board.
- (b) An applicant must pay the annual membership fee determined by the Board (if any).
- (c) An applicant must agree in writing to contribute the Guaranteed Amount in accordance with clause 18.1.

4.6 Admission

- (a) The Board must consider and resolve, in accordance with any relevant by-laws or policies, whether to accept or reject each application for Membership within a reasonable time.
- (b) The Board does not have to give reasons for accepting or rejecting any application.
- (c) If the Board accepts an application, the Secretary must, as soon as possible:
 - (i) enter the applicant's details into the Register, subject to the payment of the annual membership fee (if any); and
 - (ii) notify the Member in writing of the date their membership commenced.
- (d) If the Board rejects an application, the Secretary must notify the applicant in writing of the rejection as soon as possible.
- (e) A person becomes a Member when their name is entered into the Register.

4.7 Joining Fee and Annual Membership Fee

- (a) The Board may determine the amount of the annual membership fee from time to time, which may differ for different Membership Classes and sub-classes.
- (b) Honorary Members are not required to pay any annual membership fee or joining fee.
- (c) The Board may determine that any new Member who joins after the start of a Financial Year must, for that Financial Year, pay a joining fee equal to:
 - (i) the full annual membership fee;
 - (ii) a pro rata annual membership fee based on the remaining part of the Financial Year; or
 - (iii) a fixed amount determined from time to time by the Board.
- (d) The annual membership fee is due and payable on the dates prescribed by the Board.
- (e) The rights of a Member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until it is paid.
- (f) If a Member does not pay their annual membership fee within 60 days of receiving a notice of payment from the Company, the Member is deemed to have resigned their Membership.

4.8 Register

- (a) The Secretary must maintain the Register.
- (b) The Register must contain:
 - (i) the name, address, Membership Class, and date of admission to Membership – for each current Member; and
 - (ii) the name, date of admission to Membership and date on which a person stopped being a Member – for each person who ceased to be Member in the past seven years.
- (c) The Secretary may keep former Member entries separately from current Member entries.
- (d) Notices may be served on a Member at their address in the Register.
- (e) The Company must give Members access to the Register in accordance with the Act.
- (f) Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members.

4.9 Ceasing to be a Member

- (a) A person ceases to be a Member on:
 - (i) resignation;
 - (ii) expulsion in accordance with clause 4.10;
 - (iii) deemed resignation in accordance with clause 4.7(f);
 - (iv) the Board deeming, in their sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence within 60 days;
 - (v) failing to satisfy the relevant eligibility requirements for the Member's Membership Class and the Membership not being transferred to another Membership Class;
 - (vi) in the case of a natural person:
 - (A) death;
 - (B) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (C) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health,
 - (vii) in the case of a body corporate:
 - (A) being dissolved or otherwise ceasing to exist;
 - (B) having a liquidator or provisional liquidator appointed to it; or
 - (C) being insolvent.
- (b) A Member whose Membership is terminated will be liable for all moneys due by that Member to the Company in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
- (c) The Board may, in its sole discretion, refund all or part of any joining fee or annual membership fee in the event of a person ceasing to be a Member, either on a pro rata basis or otherwise.
- (d) There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith under this clause.
- (e) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

4.10 Discipline of Members

- (a) The Board may suspend or expel a Member from the Company if:
 - (i) it decides it is not in the interests of the Company for the person to continue or remain as a Member;
 - (ii) the Member has breached the provisions of this Constitution;
 - (iii) the Member has breached the VASEA Code of Conduct; or
 - (iv) the Member has otherwise engaged in conduct that is unbecoming of a Member or prejudicial to the Company.
- (b) The Board may not resolve to suspend or expel a Member outside of a Board meeting.
- (c) If the Board intends to consider a resolution to suspend or expel a Member, it must notify the Member in writing at least 7 days prior to the relevant Board meeting:
 - (i) of the date, place and time of the meeting where the resolution will be considered;
 - (ii) of the intended resolution and the grounds on which it is based; and
 - (iii) that they may attend the meeting and give an oral or written explanation or submission before the resolution is voted on.
- (d) After considering any oral or written explanation or submission, the Board may resolve to:
 - (i) take no further action;
 - (ii) warn the Member;
 - (iii) suspend the Member's rights for up to 12 months; or

- (iv) expel the Member.
- (e) Any Member expelled from the Company may at any time apply to the Board to be readmitted as a Member.
- (f) No person may become a Director following expulsion or while suspended unless they are subsequently readmitted as a Member.

4.11 Body corporate Representative

- (a) A Corporate Member must appoint an individual as its Representative. The appointment may be a standing one.
- (b) A Representative may exercise any and all powers of the Corporate Member unless the appointment specifies otherwise.
- (c) The appointment may be made by reference to a position held.
- (d) A Corporate Member may appoint more than one Representative but only one Representative:
 - (i) may exercise the body's powers as Corporate Member at any one time; and
 - (ii) may be counted for the purposes of determining a quorum at a General Meeting.

4.12 Liability of Members

The liability of a Member is limited to the Guaranteed Amount, being \$10.