

API AUTHORISATION – CHANGES TO THE CONSTITUTION

CURRENT SECTION	AS AUTHORISED	PROPOSED NEW SECTIONS	PROPOSED VARIATION (PER NEW MARCH CONSTITUTION)	EFFECT OF CHANGE
5.3	<p>Admission of Members</p> <p>A person will become a Member, and the Directors will direct the Company Secretary to record a Member’s name in the Register of Members kept by the Company, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and the Policies and provided the Member has submitted an application, which is accepted by the Directors, in which the Member undertakes to:</p> <p>(a) be bound by this Constitution and the Policies (including Policies specific to the relevant category of Membership);</p> <p>(b) pay the fees and subscriptions determined to apply to the Member under clause 7; and</p> <p>(c) support the Company in the encouragement and promotion of its Objects.</p>	5.4 and 5.6	<p>5.4 Membership Application</p> <p>(a) A person may apply to become a Member by:</p> <p>(i) completing the specified application form determined by the Board, from time to time and delivering it to the Company, including agreeing to:</p> <p>(A) be bound by this Constitution and the Policies (including Policies specific to the relevant category of Membership); and</p> <p>(B) support the Company in the encouragement and promotion of its Objects.</p> <p>(ii) satisfying the Board that they meet the criteria applicable to the relevant category of Membership set out in this Constitution and the Policies as determined by the Board, from time to time; and</p>	<p>The previous clause 5.3 has been separated into two new clauses to separate out applications and actual admission of Members. The clause has also been simplified and slightly restructured.</p> <p>The new clause 5.4 reframes to reflect the membership application process, as opposed to the “admission of members”. The new wording makes it clear when an applicant will become a member while still plainly setting out what members are agreeing to when applying for membership with API.</p> <p>The proposed variation does not impose any new obligations or requirements on members. The effect of this clause remains the same.</p> <p>The new clause 5.6 sets out the actual consideration of an application and that it is the Board that accepts, or rejects, applications for Membership. The previous clause still required an application to be accepted by the</p>

		<p>(iii) paying any fees and subscriptions determined by the Board, from time to time to apply to the Member under clause 7</p> <p>(b) A person becomes a Member when their name is entered on the Register of Members.</p> <p>5.6 Membership Approval</p> <p>(a) The Board may approve or reject an Application for Membership.</p> <p>(b) If the Board approves an application for Membership, the Secretary must as soon as possible:</p> <p>(i) enter the new Member on the Register of Members, and</p> <p>(ii) write to the applicant to tell them that their application was approved, and the date that the Membership started.</p> <p>(c) If the Board rejects an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give</p>	<p>Directors.</p> <p>The effect of clause 5.6 remains the same as the former clause 5.3.</p>
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			reasons.	
5.4	<p>Subject to this Constitution, the Policies of the Company will set out:</p> <p>(a) the categories of Membership;</p> <p>(b) the criteria to be met by each category of Member;</p> <p>(c) the categories of Affiliate Members and the privileges and benefits of each category of Affiliate Member which will not include the right to receive notice, attend or to vote at, General Meetings; and</p> <p>(d) the procedure for suspending or cancelling Membership.</p>	5.3	<p>Subject to this Constitution, the Policies of the Company will set out:</p> <p>(a) the categories of Membership in accordance with clauses 5.1 and 5.2;</p> <p>(b) the criteria to be met by each category of Member;</p> <p>(c) the privileges and benefits of each category of Membership, including voting rights, and any right to receive notice or attend General Meetings;</p> <p>(d) the procedure for suspending or cancelling Membership.</p>	<p>Point (a) of this clause has been updated to include cross-references to other clauses. All other points in this clause remain the same except for point (c).</p> <p>Point (c) has been simplified to avoid restating the information contained within the Policies to which this clause defers to. API confirms that Affiliate Members still are not permitted to receive notice, attend or vote at General Meetings, however this is stated exclusively in the Policies of API rather than at point (c) of this clause.</p> <p>The effect of this clause remains the same.</p>
5.9	<p>Cessation</p> <p>A person ceases to be a Member on:</p> <p>(a) resignation;</p> <p>(b) death;</p> <p>(c) the termination of their Membership according to this Constitution or the Policies;</p> <p>(d) without limiting anything else in</p>	5.7 and 5.8 and 7.3	<p>5.7 Cessation of Membership</p> <p>A person will cease to be a Member on:</p> <p>(a) resignation – by providing the Company fourteen (14) days prior written notice;</p> <p>(b) death;</p> <p>(c) bankruptcy;</p> <p>(d) becoming of unsound mind or a</p>	<p>This clause has been amended to ensure that what events and conditions will cause a person to cease being a Member of API are clear and specific.</p> <p>Particularly, a notice requirement of 14 days was added to resignation at point (a). The wording of “termination” was replaced with “expulsion”. The effect of the Board “terminating” membership or expelling the Member is the same – being that the Member ceases to be a</p>

	<p>this clause 5.9, that Member no longer meeting the requirements for Membership according to clause 5.4</p>		<p>person whose property is liable to be dealt with under a law relating to mental health;</p> <p>(e) the expulsion of the Member in accordance with this Constitution or the Policies;</p> <p>(f) without limiting anything else in this clause 5.7, that Member no longer meeting the requirements for Membership.</p> <p>5.8 Expulsion of Member</p> <p>The Board may resolve to:</p> <p>(a) expel or terminate a Member in accordance with clause 6.2(a)(iv); or</p> <p>(b) suspend a Member – for such period and on such terms determined by the Board,</p> <p>where the Member contravenes the terms of this Constitution or the Policies as determined by the Board.</p> <p>7.3 Non-payment of fees</p> <p>(a) ...</p> <p>(b) If the Fee remains unpaid for more than thirty-one days from the due date,</p>	<p>Member of the API.</p> <p>Two additional events that trigger cessation of membership were added to this clause, at new points (c) and (d). A person will now also cease to be a Member if they become bankrupt, of unsound mind or a person whose property is liable to be dealt with under a law relating to mental health.</p> <p>These additions do not have any substantial effect, as these were already cessation triggering events at clause 8.2.2 of the API Membership Policy – a document which the ACCC has already authorised as part of the Authorisation.</p> <p>The new clause 5.8 has been inserted to tie together clauses 5.7 and 6.2 and clearly articulate how a Member may be expelled, terminated or suspended.</p> <p>New clause 7.3(b) has been added to reflect that non-payment of fees also triggers removal of the Member. This is presently a trigger in the API Membership Policy after 60 days of non-payment. The timeframe has been shortened for administrative ease, noting 60 days is a significantly long time for unpaid fees, and Members are provided with multiple reminders in the lead up to payment of fees.</p>
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			the Member will be removed from the Register of Members and will be required to reapply for Membership in accordance with the Policies and this Constitution.	
6.1	<p>Jurisdiction</p> <p>All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Company whether under the Policies or under this Constitution.</p>	6.1	<p>Jurisdiction</p> <p>All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Company whether under the Policies or under this Constitution.</p>	There has been no change to this clause 6.1.
6.2	<p>Professional Standards Policies</p> <p>(a) The Directors may make a Policy or Policies:</p> <p>(i) for the hearing and determination of:</p> <p>(A) grievances by any Member who feels aggrieved by a decision or action of the Company (or a State Committee); and</p> <p>(B) disputes between Members relating to the conduct or administration of the Company; and</p> <p>(C) complaints by a member of the public;</p>	6.2	<p>Professional Standards Policies</p> <p>(a) The Board may implement Policies:</p> <p>(i) for the hearing and determination of:</p> <p>(A) grievances by any Member; and</p> <p>(B) disputes between Members relating to the conduct or administration of the Company; and</p> <p>(C) complaints by a member of the public;</p>	<p>The terminology in this clause has been updated from “the Directors” to “the Board”, an administrative change that was made throughout the New Constitution for internal consistency and clarity.</p> <p>Clause 6.2(a)(i)(A) has been made broader, to allow the Board to make policies for the hearing and determination of grievances by any Member, without limiting the nature of the grievance. This has not altered the substance of the Policies concerning grievances, to which this clause 6.2 refers.</p> <p>Clause 6.2(a)(iv) has been updated to more accurately reflect that the Policies of the Board concern both expulsion and</p>

<p>(ii) for the discipline of Members;</p> <p>(iii) for the formation and administration of a Professional Standards Committee which must be independent of any party before it on the matter which is the subject of the appeal in question; and</p> <p>(iv) for the termination of Members.</p> <p>(b) The Directors or the CEO in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:</p> <p>(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Directors or any duly authorised Committee; or</p> <p>(ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company; or</p> <p>(iii) prejudiced the Company or brought the Company or themselves into disrepute, and for the avoidance of doubt, will include breach of a law</p>		<p>(ii) for the discipline of Members;</p> <p>(iii) for the formation and administration of a Professional Standards Committee which must be independent of any party before it on the matter which is the subject of the appeal in question; and</p> <p>(iv) for the expulsion or termination of Members.</p> <p>(b) The Board or the CEO in their sole discretion may refer an allegation (which in the opinion of the Board or CEO is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:</p> <p>(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Board or any duly authorised Committee; or</p> <p>(ii) acted in a manner unbecoming of a Member or</p>	<p>termination</p> <p>The effect of the changes to this clause is to more accurately reflect that the Board makes Policies about Member grievances generally and both expulsion and termination of Members.</p>
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	<p>which subjects that Member to criminal sanctions;</p> <p>for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or by persons as the Directors or the CEO consider appropriate.</p>		<p>prejudicial to the Objects and interests of the Company; or</p> <p>(iii) prejudiced the Company or brought the Company or themselves into disrepute, and for the avoidance of doubt, will include breach of a law which subjects that Member to criminal sanctions,</p> <p>for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or by persons as the Board or the CEO consider appropriate.</p>	
15.1	<p>Making and amending Policies</p> <p>(a) In addition to the Policies made pursuant to clause 6.2, the Board may from time to time make Policies:</p> <p>(i) that are required to be made under this Constitution; and</p> <p>(ii) which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those Policies.</p>	22.1	<p>Making and amending Policies</p> <p>The Board may from time to time make Policies:</p> <p>(a) that are required to be made under this Constitution; or</p> <p>(b) which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those Policies.</p>	<p>This clause has been simplified to remove unnecessary preceding wording.</p> <p>This clause has also been amended to remove references to the effective period for Policies the Board creates. API confirms all API Policies specify an "effective date" on their cover pages. It also allows more flexibility in relation to Policies which may be required to take effect within a different timeframe, for example where API wishes to provide more than 28 days' notice of any changes.</p> <p>The effect of the clause remains</p>

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(b) The Policies referred to in clauses 6.2 and 15.1(a) take effect 28 days after the service of the Policy on the Members and will be in force and effect on and from that date.

substantially the same.