

CONSTITUTION
of the
AUSTRALIAN GEOMECHANICS SOCIETY LIMITED

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AUSTRALIAN GEOMECHANICS SOCIETY LIMITED

CONSTITUTION

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INTERPRETATION

In these Rules except in so far as the context or subject matter otherwise indicates or requires:

Act means the Corporations Act 2001 (Cth).

Affiliated International Societies means:

- (a) The International Society for Soil Mechanics and Geotechnical Engineering;
- (b) The International Society for Rock Mechanics; and
- (c) The International Association for Engineering Geology and Environment; and their successor entities.

Annual General Meeting means the Annual General Meeting of the Company.

Annual Subscription means the amount paid by Members to the Company as provided for in Rule 12.

Applicant means a person or entity that has made an application for Membership to the Company.

Application means an application for Membership of the Company in the form as the Board of Directors from time to time determines.

Australian Geomechanics means the journal of the Company.

Board means the Board of Directors of the Company.

Company means Australian Geomechanics Society Limited

Company Secretary means the person appointed to that position from time to time.

Chapter means a group of Members in a particular locality or geographic area pursuant to Rule 27.

Chapter Committee Executive means the Chair, Deputy Chair, ~~Immediate Past Chair~~, Treasurer, Secretary and Symposium Coordinator responsible for the management of the respective chapters.

Financial Year means the year ended 31st December.

General Meeting means a meeting of Members and includes Annual General Meetings.

Invited Member means any person invited by the Board of Directors or National Stakeholders Group to sit on the National Stakeholders Group pursuant to Rule 29.3.

Member means a person or entity whose application for Membership of the Company has been accepted and who has not ceased to be a Member in accordance with these Rules.

National Stakeholders Group (NSG) means the group of Chapter Chairs, International Society representatives, Australian Geomechanics Editor, and Invited Members serving in an advisory capacity to the Board.

NZGS means the New Zealand Geotechnical Society.

International Society Representatives means the Vice-Presidents (or similar position) of the Affiliated International Societies elected by AGS members of the corresponding International Society and serving in an advisory capacity to the Board of Directors as a member of the National Stakeholders Group.

Returning Officer means a person appointed to that position by the Board of Directors.

Rules means these rules as amended from time to time.

Senior Employee means any paid staff member appointed directly by the Board, including the Company Secretary.

Special Resolution means a resolution requiring a majority of 75% or more of the votes cast for the ballot in question.

Voting Member means Professional Members, Corporate Nominee Members, Post Graduate Member, Graduate Member, Life Members, and Retired Members.

Working Party means a group formed by the Board to oversee development of the Company's activities, special interests, courses and technical services.

In these Rules:

- A reference to a function includes a reference to a power, authority and duty; and
- A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- The provisions of the Interpretation Act 1967 apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.
- In writing or written means and includes printing or any other means of representing or reproducing words in visible form.
- Words importing the singular include the plural and words importing the plural include the singular where the context permits.

1. NAME

1.1 The name of the company is the 'Australian Geomechanics Society Limited' (**Company**).

2. REGISTERED OFFICE

2.1 The registered office of the Company and its postal address will be as determined by the Board from time to time.

3. CONTRIBUTION BY MEMBERS

3.1 The liability of the Members is limited. Each Member undertakes to contribute to the Company's property if the Company is wound up while they or it are/is a Member or within 1 year after they or it cease(s) to be a Member, for payment of the Company's debts and liabilities contracted before they or it cease(s) to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

4. PREAMBLE

4.1 Geomechanics is the application of engineering and geological principles to the behaviour of the ground and ground water and the use of these principles in civil, mining, offshore, resource and environmental engineering.

4.2 The Company was established in 1970 as a non-profit unincorporated organisation, to promote and advance the theory and practice of geomechanics and to provide a learned society for all categories of membership.

4.3 The Company serves as an integrated professional Learned Society for soil mechanics, rock mechanics and engineering geology in Australia and chooses to be an affiliated technical society of Engineers Australia.

4.4 The Company also serves as the National Group/Society in Australia for the International Society for Soil Mechanics and Geotechnical Engineering (ISSMGE), the International Society for Rock Mechanics (ISRM), and the International Association for Engineering Geology and the Environment (IAEG). The Company generally supports the objectives of the affiliated international societies, which are based on the advancement of education, understanding and development of their respective disciplines, pursuant to Rule 5(o).

4.5 The Company is part of the Australasian region of the affiliated International Societies. The Company has a close working relationship with the New Zealand Geotechnical Society (NZGS), which is also part of the Australasian region of the affiliated International Societies.

5. OBJECTS

The objects of the Company are:

- (a) encourage the sharing of knowledge and cooperation between engineers, geologists, scientists and technicians engaged in the theory and practice of geomechanics;
- (b) provide opportunities for dialogue amongst practitioners of geomechanics and others with an interest in the field;
- (c) support education and training in geomechanics;
- (d) maintain and improve standards in the theory and practice of geomechanics;
- (e) complement the activities of other technical societies, associations and organisations by providing learned society services in geomechanics for all who have an interest in the field;
- (f) foster awareness of the role of geomechanics in supporting and contributing to the wellbeing of the wider community;
- (g) encourage advancement and excellence in the theory and practice of geomechanics and to promote these both in Australia and overseas;
- (h) promote the objects of the Company through appropriate means;
- (i) form and maintain active Chapters;
- (j) provide programs of activities, technical conferences, workshops, symposia and meetings in support of these objects;
- (k) provide vehicles for the publication of technical papers and news items of relevance to the purpose of the Company;
- (l) promote research, development and improved practice;
- (m) provide awards and honours in recognition of achievement in the practice of geomechanics, and in support of the International Societies;
- (n) provide a suitable forum for the participation and encouragement of young professionals in Geomechanics;
- (o) provide general support to the objectives of the affiliated International Societies so long as such support is consistent with the objects of the Company and these Rules;
- (p) co-operate with other kindred professional bodies both within Australia and overseas in the furtherance of the purpose of the Company;
- (q) provide representatives to sit on local, national and international committees drafting standards, legislation and advisory technical documents.

- (r) foster a culture of inclusion that encourages respect for diverse ideas, perspectives and personal backgrounds to the benefit of the Company.

6. POWERS

6.1 For the purpose of carrying out its objectives, the Company shall have all of the powers of an individual including the power to do all or any of the following:

- (a) make representations to the Governments of the day;
- (b) purchase, lease or otherwise acquire or dispose of any property whatsoever;
- (c) borrow or raise money from its Members or otherwise create, execute and issue mortgages, debentures, debenture stock or other securities with or without a charge upon all or any of the property of the Company;
- (d) charge a fee for participation in any technical or social activity to defray the expenses of such activities and to use such funds to subsidise other activities in furtherance of the objects of the Company;
- (e) invest moneys from its Members and funds raised from technical or social activities in such securities or otherwise as the Board of Directors may from time to time determine;
- (f) spend moneys received from its reserves on activities intended to further the objects of the Company;
- (g) to join with any other kindred associations in the joint attainment of any of the objectives of the Company; and
- (h) to do all such lawful acts, matters and things as are incidental or conducive to the attainment of any of the objects of the Company.

7. MEMBERSHIP

Membership Qualifications

7.1 An individual or entity is qualified to be a Member of the Company if:

- (a) the individual or entity is involved in the practice of geomechanics; or
- (b) an individual has an active interest in geomechanics and relevant qualifications, occupation and/or experience in relation to geomechanics.

Categories of Members

7.2 The categories of Membership are:

- (a) Professional Member;
- (b) Corporate Member;
- (c) Corporate Nominee Member;
- (d) Undergraduate Member;
- (e) Post Graduate Member;
- (f) Graduate Member;
- (g) Retired Member;
- (h) Life Member;
- (i) or such other categories as determined by the Board from time to time provided Members in these categories do not have the right to vote or hold office.

7.3 Professional Member

Professional Members are persons who hold an appropriate formal qualification in an area relevant to geomechanics, are working in the geomechanics industry or have an interest in the geomechanics field.

7.4 Corporate Member

Corporate Members are commercial corporate entities or government organisations or instrumentalities involved in the practice of geomechanics.

7.5 Corporate Nominees Member

Up to two (2) persons nominated by Corporate Members.

7.6 Undergraduate Member

Undergraduate Members are persons who are registered for a full-time study course for the attainment of an appropriate formal qualification in an area relevant to geomechanics.

7.7 Post Graduate Member

Post Graduate Members are persons who are registered for a full-time study course who hold an appropriate formal qualification in an area relevant to geomechanics.

7.8 Graduate Member

Graduate Members are persons who hold an appropriate formal qualification in an area relevant to geomechanics, are working in the geomechanics industry, and are under the age of thirty (30).

7.9 Retired Member

A Retired Member is a Member who is retired from full-time employment in the field of geomechanics, and who held membership in the Company, its unincorporated predecessor, or an overseas kindred association prior to their retirement.

7.10 Life Member

A Life Member is categorised by the Board of Directors as such in recognition of their outstanding contribution to the objects of the Company.

7.11 Post-nominals shall not be used to indicate Membership or grade.

7.12 Only Professional Members, Corporate Nominee Members, Life Members, and Retired Members are eligible to:

- (a) hold office in the Company (other than the Returning Officer);
- (b) stand for election to the Board of Directors pursuant to Rule 19.2 and for a position as the Chair of a Chapter Committee.

Application for Membership

7.13 All Members of the unincorporated association shall upon formation of the Company, become Members of the Company in the appropriate class.

7.14 A person or entity that wishes to become a Member of the Company under these Rules must: -

- (a) complete and lodge with the Company Secretary an Application; and
- (b) pay the relevant Annual Subscription.

Approval of Application and Admission to Membership

- 7.15 As soon as practicable after receiving an Application, the Company Secretary must refer the Application to the Board of Directors which must determine whether to approve or reject the Application.
- 7.16 Once the Board of Directors approves or rejects an Application, the Company Secretary must as soon as practicable notify the Applicant of that approval or rejection.
- 7.17 The Company Secretary must, on payment by the relevant annual subscription enter the Applicant's name in the Membership Register.
- 7.18 **Membership of the AGS entitles each person to membership of one of the AGS' Affiliated International Societies. Each member shall advise the Company Secretary of their preferred Affiliated International Society at the time of application. Upon approval of AGS membership and payment of the relevant annual subscription of AGS membership the Company Secretary will also enrol the applicant into their preferred Affiliated International Society.**

8. CESSATION OF MEMBERSHIP

- 8.1 A person ceases to be a Member of the Company if the person:
- (a) dies; or
 - (b) resigns Membership;
 - (c) fails to renew Membership and pay Annual Subscription fee by 120 days after the end of Financial Year; or
 - (d) is otherwise removed from the Register in accordance with these Rules.
- 8.2 Where a Member of the Company ceases to be a Member, the Company Secretary must make an appropriate entry in the Register recording the date on which the Member ceased to be a Member.
- 8.3 A resigned Member is not entitled to a refund of any part of the Annual Subscription.

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 9.1 A right, privilege or obligation which a Member has:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the Membership.

10. RESIGNATION OF MEMBERSHIP

- 10.1 A Member of the Company may resign from Membership of the Company by written notice to the Company Secretary of their intention to resign and upon the receipt of such notice the Member ceases to be a Member.

11. REGISTER OF MEMBERS

- 11.1 The Company Secretary of the Company must establish and maintain a Register of the Company specifying the name and designated address of each person who is a Member of the Company together with the date on which the person became a Member and the Chapter to which they have been assigned.
- 11.2 The Register must be kept at the Registered Office or principal place of administration of the Company in printed form and must be open for inspection, free of charge, by any Member of the Company at any reasonable hour as coordinated with the Company Secretary. Members are not authorised to copy or to take a photograph of the register.
- 11.3 The Company Secretary will on demand supply Chapter Secretaries with a list of current Members of their Chapter.

12. ANNUAL SUBSCRIPTIONS

- 12.1 A Member of the Company must, upon admission to Membership, pay to the Company an Annual Subscription fee which shall be determined by the Board of Directors from time to time.
- 12.2 Payment shall be made in the manner approved by the Board of Directors and set out in the payment advice notice for the year.
- 12.3 Any Member whose Annual Subscription has not been paid by the due date as specified by the Board of Directors, shall be reported to the Board of Directors which shall cause a notice to be sent to the Member requesting payment by a specified date. If payment is not made by the specified date, namely 120 days after the date of the end of the Financial Year, the Member's name may be removed from the Register.
- 12.4 Members removed from the Register for failing to pay their dues may be restored to Membership on payment of all arrears, or at the discretion of the Board of Directors.
- 12.5 The Board may at its discretion waive Annual Subscription or part thereof for Members of over 30 years in the Company and its predecessor.

13. DISCIPLINING OF MEMBERS

- 13.1 The Board shall create by-laws for the disciplining of Members of the Company and publish these on its website

14. THE BOARD OF DIRECTORS AND ITS POWERS

14.1 The Board of Directors is the committee that oversees the Company and subject to the Act and these Rules the Board of Directors has the power to run the Company including the following specific powers:

- (a) to provide oversight in relation to the strategies and objectives of the Company;
- (b) to schedule the Annual General Meeting of the Company and notify the Members accordingly;
- (c) to exercise all such functions as may be exercised by the Company other than those functions that are required by these Rules to be exercised by a General Meeting of the Company;
- (d) to perform all such acts and do all such things as appear to the Board of Directors to be necessary or desirable for the proper oversight of the affairs of the Company;
- (e) to appoint a paid Company Secretary if necessary and, if the occasion arises, to suspend or dismiss such Company Secretary and to appoint another;
- (f) to determine the duties of the Company Secretary and from time to time review them as necessary;
- (g) to assign to the Company Secretary the routine functions of the Board of Directors and other duties as required;
- (h) to appoint paid employees in support of operations as necessary and, if the occasion arises, to suspend or dismiss such employees and to appoint replacements, if appropriate;
- (i) to determine the duties of the paid employees in support of operations and from time to time review them as necessary;
- (j) to assign to the paid employees in support of operations functions as required in alignment with the objects of the Company;
- (k) to commit funds and assets in support of the objects of the Company in accordance with these Rules;
- (l) to direct the affairs of the Company through policies it determines and strengthen the activities of Chapters;
- (m) to review from time to time the Annual Subscription in consultation with the National Stakeholders Group and record agreed changes in the minutes of meetings;

- (n) to determine general policy, including:
 - (i) anything which in the opinion of the Board of Directors may affect Members of more than one Chapter;
 - (ii) anything which relates to matters outside geographic zones covered by established Chapters;
 - (iii) the name, insignia and styling of the letterhead and the Membership Application form of the Company;
 - (iv) publication policy;
- (o) to determine the awards of the Company, without in any way precluding individual Chapters making Chapter awards subject to approval by the National Stakeholders Group through a simple majority;
- (p) to make official contact with other Australia-wide organisations on an Australia-wide basis;
- (q) to liaise with overseas organisations and societies;
- (r) to formulate new Chapters and terminate existing Chapters as appropriate in consultation with the National Stakeholders Group, and to set or adjust the nominated geographic area for the Chapters accordingly;
- (s) to provide publicity and public relations on an Australia-wide and International basis;
- (t) to affiliate with other societies outside Australia which have similar objectives to those of the Company and arrange the exchange of such privileges as may be mutually decided upon from time to time between the Company and other organisations;
- (u) to appoint representatives to sit on local, national and international committees set up to draft standards, legislation and advisory technical documents and such representatives shall contribute to the technical work of the committees and report to the Board of Directors;
- (v) to co-operate with the New Zealand Geotechnical Society and other regional societies as they may emerge to represent the Australasian region on committees of the Affiliated International Societies and to provide **nominations for the** Regional Vice-President **roles** for each of these organisations;
- (w) to establish Committees to provide specialist advice and oversight on governance matters. Committees will be chaired by a Board member but may be populated by Board members, NSG members or other NSG-approved eminent people;

- (x) to establish Working Parties to oversee development of the Company's activities, special interests, courses and technical services. Working Parties may be chaired and populated by Board members, NSG members, or other NSG-approved eminent people; and,
- (y) to empower the NSG to prepare and submit budgets for any National Events & Initiatives.

15. DIRECTORS

15.1 Number of Directors

- (a) There must be not less than five (5) directors at any time outside of a period no longer than 14 days to fill a casual vacancy.
- (b) There shall be up to seven (7) Directors of the Company from the Annual General Meeting in 2024 which shall consist of:
 - (i) Five (5) Elected Directors;
 - (ii) Up to two (2) Appointed Directors.

15.2 Initial Directors

- (a) The National Executive Members comprising the Chair, Deputy Chair and Immediate Past Chair immediately prior to incorporation of the Company shall continue until the first Annual General Meeting of the Company in 2024. Thereafter the following Transitional Provisions shall apply.
- (b) The initial directors shall be:
 - (i) The sitting Immediate Past Chair;
 - (ii) The sitting Chair; and
 - (iii) The sitting Deputy Chair.

16. TRANSITIONAL PROVISION

- 16.1 At the Annual General Meeting to be held in 2024, two (2) vacant positions available for the election of Elected Directors shall be filled pursuant to Rule 19.
- 16.2 The term of the sitting Immediate Past Chair as a Director shall expire at the Annual General Meeting in 2025. The person in that role will have had completed their maximum term and will not be eligible to nominate for election at the Annual General Meeting in 2025.
- 16.3 The term of the sitting Chair as a Director shall expire at the Annual General Meeting in 2025. The person in that role will be eligible to nominate for election as a Director at the Annual General Meeting in 2025 for a term of three (3) years which would expire in 2028.

16.4 The term of the sitting Deputy Chair as a Director shall expire at the Annual General Meeting in 2026. The person in that role will be eligible to nominate for election as a Director at the Annual General Meeting in 2026 for a term of three (3) years which would expire in 2029.

16.5 Notwithstanding any other provision in this Constitution as to maximum term of Directors, the maximum term of the initial directors shall cease at the Annual General Meeting set out below:

(a) Sitting Immediate Past Chair – Annual General Meeting 2025

(b) Sitting Chair – Annual General Meeting 2028

(c) Sitting Deputy Chair – Annual General Meeting 2029

17. CASUAL VACANCY

17.1 If there is a casual vacancy in the position of any director, the Board of Directors may by majority vote of the Board of Directors appoint a person to fill the vacancy.

17.2 A person appointed as a director to fill a casual vacancy must retire at the lesser of exactly one year after appointment or on the same day that the Director in whose place they were appointed would have had to, if the casual vacancy had not occurred.

17.3 The Board may seek nominations from the eligible Members to fill any casual vacancy of a Director which exists.

17.4 A retired member of the Board of Directors who filled a Casual Vacancy is eligible to stand for election to the Board pursuant to Rule 19.

18. APPOINTMENT OF RETURNING OFFICER

18.1 The Board of Directors must appoint Returning Officers from time to time for the purpose of the conduct of election of the Directors.

18.2 The Board of Directors may appoint assistants to the Returning Officer.

19. ELECTIONS AND VOTING

19.1 Elected Directors of the Board must be:

(a) A current financial AGS member for at least two financial years immediately prior to their nominating year;

(b) An eligible “Voting Member”; and,

(c) A member of a “Chapter Committee Executive” for at least 18 months within the past six financial years prior to their nomination year; or,

(d) A member or invited member of the National Committee or National Stakeholders Group within the preceding eight financial years; or,

- (e) A member who has made unique and outstanding contributions to the Company over the preceding twenty years through their technical or organisational leadership as determined by a majority vote in the NSG.

19.2 Any national election will use secure online voting methods.

19.3 A census of all eligible “Voting Members”, as defined in the “Interpretation” section of this Constitution, will be determined at the end of the last business day before the election opens for voting.

19.4 On the first day of any national poll, all eligible “Voting Members” will be provided with a unique voting link via email

19.5 Voting in all elections will be conducted using the First-Past-The Post (FPTP) method.

19.6 All elections must remain open for voting for at least 14 calendar days.

19.7 Elected members of the Board of Directors shall not at the same time maintain any role on the National Stakeholders Group or any Chapter Committee Executive.

19.8 Elections for **AGS nominees for** International Society Regional Vice Presidents and/or National Representatives will be undertaken using the same online ballot process for elected board member positions but only amongst the AGS membership of the respective international society. **Successful AGS nominees for** International Society Regional Vice Presidents **and/or National Representative roles** must be a current financial AGS member for five years and must meet any further eligibility criteria as documented in the statutes or by-laws of the respective international societies.

20. APPOINTED DIRECTORS

20.1 In addition to the Elected Directors, the Directors may themselves appoint up to two (2) other Appointed Directors because of their special business or other professional acumen and/or technical skills.

20.2 A person appointed as an Appointed Director will serve a term of up to three (3) years as determined by the Board at the time of their appointment and will have the ability to be re-appointed at the end of term. The tenure of an appointed director may be reviewed by the Elected Directors and limited to two (2) years if the other Directors unanimously determine appropriate for the Company.

20.3 Appointed members of the Board of Directors shall not at the same time maintain any role on the National Stakeholders Group or any Chapter Committee Executive.

21. MAXIMUM TERM

21.1 An Elected Director may not serve more than two (2) consecutive terms of three (3) years as a Director.

21.2 If a Director has served two consecutive terms, they may not be elected or appointed as a Director again until the third Annual General Meeting after the end of their second term of office.

- 21.3 An Appointed Director shall not serve more than six (6) consecutive years.
- 21.4 An Appointed Director shall not be re-appointed having served six (6) consecutive years.

22. CEASING TO BE A DIRECTOR

- 22.1 For the purposes of these Rules, a vacancy in the office of a Director occurs if that person -
- (a) dies;
 - (b) ceases to be a Member of the Company;
 - (c) becomes insolvent under administration within the meaning of the Corporations Law;
 - (d) resigns office by notice in writing given to the Company Secretary;
 - (e) is removed from office by the Members;
 - (f) becomes mentally incapacitated; or
 - (g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

23. REMOVAL OF DIRECTOR

- 23.1 The Company in a General Meeting may by resolution remove any Director from the office before the expiration of their term of office in accordance with the provisions of the Act.
- 23.2 The Company in General Meeting may by resolution appoint another person to hold office pursuant to Rule until the expiration of the term of office of the Director so removed.

24. MEETINGS OF BOARD OF DIRECTORS AND QUORUM

- 24.1 The Board of Directors must meet at least four times in each calendar year at such place and time as the Board of Directors may determine.
- 24.2 The Board of Directors must meet at least twice each calendar year with the National Stakeholders Group, at such place and time as the Board of Directors may determine.
- 24.3 Electronic meetings, such as teleconferences, videoconferences, provided they are properly constituted shall be deemed to be meetings of a Board. Present in the context of an electronic meeting means the member of the Board can hear and participate at the same time that the meeting is being conducted.

25. QUORUM AND CHAIR OF BOARD OF DIRECTORS

- 25.1 The quorum of the Board of Directors shall be a simple majority of the number of current Directors.
- 25.2 A Chair of Directors shall be elected at the first meeting of Directors following the Annual General Meeting or at any time when there is no Chair and shall act in that capacity until the following Annual General Meeting.
- 25.3 Appointed Directors may not be elected as Chair.
- 25.4 The Chair of Directors does not have a casting vote at General Meetings or meetings of Directors. In the event of a tie, the motion is defeated.
- 25.5 At a meeting of a Board: -
- (a) the Chair must preside; or
 - (b) if the Chair is absent or unwilling to act, one of the remaining members of the Board as may be chosen by the Members present at the meeting must preside.

26. BUSINESS AT BOARD

- 26.1 The agenda for Board meetings will be prepared by the Chair and circulated to Directors by the Company Secretary prior to the meeting.

27. CHAPTERS

- 27.1 For the purpose of this Constitution, the following Chapters have already been established at the date of adoption of this Constitution:
- (a) Newcastle;
 - (b) Sydney/NSW;
 - (c) Queensland;
 - (d) South Australia & Northern Territory;
 - (e) Tasmania;
 - (f) Victoria;
 - (g) Western Australia.
- 27.2 The management for each Chapter shall be undertaken by a committee of Members. Each Chapter shall as a minimum elect:
- (a) A Chapter Chair
 - (b) A Chapter Secretary
 - (c) A Chapter Treasurer

- 27.3 The Board of Directors shall create by-laws for the management, administration, election and operation of Chapters and the management Executive of Chapters.
- 27.4 The Board of Directors may accept an application by another group to form a Chapter as it sees fit from time to time and will consider the merits in relation to the overall Objects of the Company. Any new chapter approved by the Board of Directors shall be required to hold an interim status for a period of no less than two years.
- 27.5 Limitations on Chapters
- Chapters shall not without the written consent of the Board of Directors:
- (a) incorporate;
 - (b) enter into building, employment or other contracts;
 - (c) enter into sponsorship agreements;
 - (d) open and operate a bank account.
- 27.6 Any number of Chapters shall exist covering such geographical areas as the Board of Directors shall decide from time to time.
- 27.7 All Members shall be allocated by the Company Secretary to a Chapter of their choice and that allocation shall be noted in the Register.
- 27.8 Chapters shall have no minimum number of Members but shall be locally active and organise a programme of events of relevance to the purpose and objects of the Company.
- 27.9 Chapters shall be bound by these Rules and the by-laws.
- 27.10 A Member of any Chapter, while visiting the area in which another Chapter is located, shall be entitled to participate in all proceedings of that Chapter except that person shall not be entitled to vote on any motion or resolution at that Chapter's meetings.
- 27.11 A Member who wishes to be transferred to another Chapter may upon notification to the Company Secretary, be transferred to that other Chapter at no additional cost.
- 27.12 The Chapter Secretaries must notify the Company Secretary of any transfer by a Member from one Chapter to another Chapter if the Company Secretary has not been involved in the transfer.
- 27.13 Chapters shall comply with directions from the Board of Directors on matters over which the Board of Directors has authority.
- 27.14 If a Chapter fails to abide by the Board of Director's direction, the Board of Directors shall have the power to take over the affairs of that Chapter or terminate its existence.

28. TERMINATION OF CHAPTERS

- 28.1 If the Board of Directors believes that a Chapter fails to fulfil its obligations as a Chapter, the Board of Directors, shall require that Chapter Committee to improve its performance or show reason why it should not be terminated.
- 28.2 The Board of Directors shall, as far as it is able, arrange for assistance and advice to be provided to the Chapter Committee to overcome specific problems that it may have.
- 28.3 If a Chapter Committee is unable to fulfil its obligations as a Chapter of the Company, it must notify the Board of Directors. In such event, the Board of Directors shall as far as it is able, arrange for assistance and advice to be provided to that Chapter Committee to resolve the problems it may have.
- 28.4 If, after receiving assistance, a Chapter is unable to function in a manner that is considered to be satisfactory to the Board of Directors, a motion shall be proposed at the next Board meeting that the particular Chapter be terminated.
- 28.5 If a Chapter is terminated, it shall be the responsibility of a Chapter's representative to collect all available records, prepare a final report of the Chapter's affairs for the Board of Directors.

29. NATIONAL STAKEHOLDERS GROUP

- 29.1 The Board shall establish a group known as the National Stakeholders Group to act as an advisory group to the Board of Directors.
- 29.2 The National Stakeholders Group shall comprise the Chapter Chairs, the International Society representatives, the Australian Geomechanics Editor, the Company Secretary, and any Invited Members.
- 29.3 The Board of Directors or National Stakeholders Group may from time to time invite a representative from any Chapter to sit on the National Stakeholders Group, for a period and on terms which the Board of Directors and National Stakeholders Group shall determine. Approval of Invited Members shall be subject to a simple majority vote of the combined Board of Directors and National Stakeholders Group at one of the two annual meetings.
- 29.4 The National Stakeholders Group shall meet at least twice each calendar year with the Board of Directors pursuant to Rule 24.2.
- 29.5 The Board shall create by-laws for the management, establishment, administration, and operation of the National Stakeholders Group.
- 29.6 The Board must formally consider any NSG recommendations relating to the operation of the Company.

30. ANNUAL GENERAL MEETINGS

30.1 The Company must, at least once in each calendar year and within the period of five (5) months after the expiration of each Financial Year of the Company, convene an Annual General Meeting of its Members.

31. CALLING OF ANNUAL GENERAL MEETING OF THE COMPANY

31.1 The Annual General Meeting of the Company may, subject to the Act be convened on such date and at such place and time as the Board of Directors deems fit.

31.2 The Board must inform the membership of the date, place and time of the Annual General Meeting and a proposed agenda at least 14 days in advance of the meeting.

31.3 All members of the Company are entitled to attend the Annual General Meeting at their own expense.

31.4 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting must include:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) to receive from the Board of Directors reports upon the activities of the Company during the last preceding Financial Year;
- (c) to receive and consider the audited statement of accounts; and
- (d) any other matter of which appropriate notice has been received.

32. CALLING OF GENERAL MEETINGS

32.1 The Board of Directors may, whenever it thinks fit, convene a General Meeting of the Company.

32.2 A General Meeting of the Company must be convened by the Board of Directors in pursuance of a requisition to the Company Secretary signed by forty (40) or more Members, stating the business for which it is required. It will not be acceptable for such meetings to transact any other business except that for which the meeting is specially summoned, or any amendment which, in the opinion of the meeting, must bear directly on that business.

32.3 Upon a requisition being so delivered, the Company Secretary must call a meeting of the Board of Directors within 14 days, and the Board of Directors must forthwith proceed to convene a General Meeting of the Company to be held at such time as they think fit, not more than 60 days after the delivery of the requisition.

- 32.4 A requisition of Members for a General Meeting:
- (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the Members making the requisition;
 - (c) must be lodged with the Company Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 32.5 If the Board of Directors fails to convene a General Meeting to be held within 60 days after the date on which a requisition of Members for the meeting is lodged with the Company Secretary, any one or more of the Members who made the requisition may convene a General Meeting to be held not later than 3 months after that date.
- 32.6 A General Meeting convened by Members must be convened as nearly as is practicable in the same manner as General Meetings that are convened by the Board of Directors.
- 32.7 The Board must inform the membership of the time and place of General Meetings and a proposed agenda at least 14 days in advance of the meeting.
- 32.8 All Members of the Company are entitled to attend the General Meeting at their own expense.

33. PROCEDURE AND QUORUM

- 33.1 No item of business must be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.

Quorum of Company General Meeting

- 33.2 15 Members present in person constitute a quorum for the transaction of the business of a General Meeting of the Company.
- 33.3 A Member or proxy may attend a General Meeting of the Company by some means of telecommunications which allows the Member to participate in the General Meeting, to hear and to be heard.

Lack of Quorum

- 33.4 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members must be dissolved and in any other case must stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

33.5 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present in person (being not less than 3) shall constitute a quorum.

34. PRESIDING MEMBER

34.1 The Chair or, in the Chair's absence, an alternative Director from the Board, must preside as Chair at each General Meeting of the Company.

35. ADJOURNMENT

35.1 The Chair of a General Meeting at which a quorum is present may, with the consent of the majority of Members present who are entitled to vote at the meeting, adjourn the meeting from time to time and place to place, but no business must be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

35.2 Where a General Meeting is adjourned for 14 days or more, the Company Secretary must give written or oral notice of the adjourned meeting to each Member of the Company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

35.3 Except as provided in Rules 35.1 and 35.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

36. MAKING OF DECISIONS

36.1 A question arising at a General Meeting of the Company must be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

36.2 At a General Meeting of the Company, a poll may be demanded by the Chair or by not less than five (5) Members present in person at the meeting.

36.3 Where a poll is demanded at a General Meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to the election of a Chair of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the Chair directs

and the resolution of the poll on the matter must be deemed to be the resolution of the meeting on that matter.

37. VOTING

- 37.1 Upon any question arising at a General Meeting a Voting Member has one vote only.
- 37.2 All votes must be given personally or by proxy.
- 37.3 In the case of an equality of votes on a question at a General Meeting, the Chair of the meeting is not entitled to exercise a second or casting vote and the question is defeated.

38. PROXIES

- 38.1 A Member, entitled to attend and vote at a General Meeting shall be entitled to appoint another person as the Member's proxy to attend and to vote instead of that Member. A proxy for this purpose must be lodged in writing to the Company not later than 72 hours prior to the General Meeting.
- 38.2 The instrument appointing a proxy shall be in writing and signed by the Member.
- 38.3 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 38.4 The instrument appointing a proxy shall be deposited by original or email copy at such place as is specified for that purpose in the notice convening the meeting (or if no such place is specified, at the registered office) prior to the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
- 38.5 Every instrument of proxy shall be in such form acceptable to the Company generally or in a particular case.

39. COMPANY SECRETARY

- 39.1 The Company Secretary will be appointed by the Board of Directors from time to time.
- 39.2 The Company Secretary will have no voting rights.
- 39.3 Unless otherwise determined by the Board of Directors, the Company Secretary shall also be the Public Officer of the Company.
- 39.4 The Company Secretary of the Company must, as soon as practicable after being appointed, lodge notice with the Company of their address.
- 39.5 It is the duty of the Company Secretary to:
- (a) record all appointments of the Board of Directors;
 - (b) record the names of members of the Board of Directors present at a committee meeting or a General Meeting of the Company;
 - (c) minute all proceedings at Board of Directors meetings and General Meetings of the Company;

- (d) maintain the Register of Members; and
- (e) provide Chapter Secretaries on demand with a list of current Members of a Chapter.

39.6 The Company Secretary shall send to all Members of the Board of Directors copies of the minutes of the Board of Directors meetings as soon as they are available.

40. BY-LAWS

Power to make by-laws

40.1 The Board of Directors may, make by-laws regulating any aspect of the operation of the Company, including but not limited to by-laws relating to:

- (a) Admission of members;
- (b) Disciplinary matters; and
- (c) the conduct and organisation of Chapters and National Stakeholders Group.

40.2 Each Member is obliged to comply with the Company's by-laws.

41. SEALS

41.1 Custody and use of seal

The Board of Directors may adopt and provide for the safe custody of the Seal of the Company, and the Seal shall not be used except by the authority of the Directors.

41.2 Affixing of seal

Any affixation of the seal shall be signed by a Director and countersigned either by another Director or by the Company Secretary and recorded in the Minutes of the meetings of Directors.

42. MINUTES AND RECORDS

42.1 Books and records

The Directors shall keep and maintain and locate at the Company's Registered Office all books and records required by the Act.

42.2 Minutes

The Directors shall cause minutes to be made:

- (a) Of all proceedings of meetings of the Company and of all proceedings of meetings of the Directors and the same shall be duly entered in records maintained for the purpose as required by this Constitution and the Act.
- (b) The Directors shall enter in the minutes: -
 - (1) all appointments of officer bearers;
 - (2) names of Directors present at all meetings of the Company and the Board;
 - (3) all proceedings of all meetings of the Company and of the Directors;
 - (4) and such minutes shall be signed by the Chair of the meeting at which the proceedings were held.
- (c) The record of attendance of Directors at meetings shall be published annually in the report of the Directors to the Company at the Annual General Meeting.

42.3 Signing of minutes

Those minutes of meetings must be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

42.4 Minutes as evidence

Any minutes of a meeting purporting to be signed by the chair of the meeting or of the next succeeding meeting are (in the absence of proof to the contrary) sufficient evidence of:

- (a) the matters stated in the minutes of the meeting;
- (b) the meeting having been duly convened and held; and
- (c) the validity of all proceedings at the meeting.

42.5 Member's records

Each Member shall keep records of their activities including records of financial transactions from time to time which shall be produced as and when required by the Directors.

43. NOTICES

- 43.1 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution the Company Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member in the manner provided in this Rule the intention to propose the resolution as a Special Resolution.
- 43.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 43.3 Notices by the Company to Members
- (a) A notice may be given by the Company to a Member:
 - (1) by serving it personally at, or by sending it by post or email as the Member has supplied to the Company for the giving of notices; or
 - (2) if the Member does not have a registered address and has not supplied another address to the Company for the giving of notices, by exhibiting it at the registered office of the Company.
 - (b) The fact that a person has supplied a postal or email address for the giving of notices does not require the Company to give any notice to that person by that method.
 - (c) A certificate signed by a Director or Company Secretary of the Company to the effect that a notice has been given in accordance with these Rules is conclusive evidence of that fact.

43.4 Notices by the Company to Directors

Subject to these Rules, a notice may be given by the Company to any Director either by serving it personally at, or by sending it by post in a prepaid envelope to, the Director's or alternate Director's usual residential or business address, or such other address, or by email to such email address, as the Director or alternate Director has supplied to the Company for the giving of notices.

43.5 Notices by Members or Directors to the Company

Subject to these Rules, a notice may be given by a Member, Director to the Company by serving it on the Company at, or by sending it by post in a prepaid envelope to, the registered office of the Company or by email to the principal email address or facsimile number at the registered office of the Company.

43.6 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a General Meeting, on the day after the date of its posting; or
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by email, service of the notice is take effect to be taken to be effected at the time the email is sent.
- (c) Where the Company gives a notice under Rule 43.3(a)(2) by exhibiting it at the registered office of the Company, service of the notice is to take effect when the notice was first so exhibited.

43.7 The provisions of Rule 43 apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

44. INDEMNITY AND INSURANCE

44.1 Rules 44.2 and 0 apply:

- (a) to each person who is or has been a Director of the Company; and
- (b) to such other officers or former officers of the Company or of its related bodies corporate as the Directors in each case determine.

44.2 Indemnity

- (a) Every member of the Board and other Officer shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of their office, which is incurred by them as a result of carrying out the actions of the Company in good faith and with due diligence.
- (b) The question of whether the person referred to in Rule 44.2(a) has acted in good faith and with due diligence is to be determined by the Company. If the person is a member of the Board of Directors, that person shall be disqualified from discussion and voting on the matter at issue.

44.3 Insurance

The Company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,
- (c) for any person to whom this Rule 0 applies against any liability incurred by the person as an officer or auditor of the Company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

45. GENERAL

45.1 Submission to jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of the State or Territory in which the registered office of the Company is located, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

45.2 Prohibition and enforceability

- (a) Any provision of, or the application of any provision of, these Rules which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, these Rules which is void, illegal or unenforceable in any place does not affect the validity, legality, or enforceability of that provision in any other place or of the remaining provisions in that or any other place.

46. FINANCIAL YEAR

The financial year of the Company shall commence on the 1st day of January in each year and shall end of the 31st day of December.

47. ACCOUNTS AND AUDITS

47.1 Budget

- (a) A Senior Employee designated by the Board of Directors at each AGM shall prepare a detailed budget for the upcoming Financial Year, showing anticipated income from all sources and anticipated expenditure for all approved activities.
- (b) Each Chapter Committee Executive shall prepare and provide the designated Senior Employee with their proposed budget for projects and/or events it wishes to deliver annually.
- (c) The organising committees for non-chapter conferences shall prepare and provide the designated Senior Employee with their proposed budget.
- (d) Course Coordinators or a selected representative shall prepare and provide the designated Senior Employee with their proposed budget.

47.2 Auditor

- (e) The accounts of the Company shall be audited by the Company's auditor and provided to the Members, together with the auditor's report, at the same time as they are notified of the Annual General Meeting of the Company.
- (f) An auditor shall be appointed by the Company and shall perform their duties as regulated by the Act or any resolution of the Company.

47.3 Records

- (a) The Board of Directors shall cause to be kept such accounting or other records as will clearly explain the transactions and financial position of the Company and enable true and fair statement of financial performance and statement of financial position and any documents required by law to be attached thereto to be prepared from time to time and shall cause those records to be kept in such manner as to enable them to be properly audited.
- (b) The Board of Directors shall at the Annual General Meeting put before the Company an audited statement of financial performance and statement of financial position for the period since the preceding accounts made up to date for the Financial Year.

47.4 Location of records

The said records shall be kept at the registered office of the Company or at such other place as the Board of Directors think fit and shall at all times be open for inspection by the persons authorised herein.

47.5 Inspection of records

Subject to the Act, the Board of Directors shall from time to time determine such time and place and under what conditions the accounting and other records of the Company shall be open to the inspection of any Director, Member or their Representative or advisors. The Board of Directors shall have unfettered right to decline access to any book or document of the Company to any other person except as required by the Act or authorised by the Board of Directors or by the Company.

47.6 People entitled to receive accounts

A copy of the statement of financial performance and statement of financial position (including every document required by law to be attached thereto) which is to be put before the Company accompanied by a copy of the auditor's report thereon shall, not less than 21 days before the date of the meeting, be sent to every person entitled to receive notice of meetings of the Company.

48. AMENDMENTS TO CONSTITUTION

All proposals for changes to the Constitution shall be formulated by the Board, in consultation with the National Stakeholders Group, and carry the majority endorsement of the National Stakeholders Group.

Members who wish to propose changes to the Constitution can forward proposals to the Board or forward them to the National Stakeholders Group through their Chapter Chair, for consideration.

Proposals endorsed by the National Stakeholders group shall be voted upon by the Membership as a Special Resolution, with all Voting Members invited to participate.

The membership will be provided with proposals for changes, with appropriate justifications, at least 21 days prior to the vote being held.

49. PAYMENTS ETC. OF OFFICE BEARERS AND MEMBERS

- 49.1 A member of the National Stakeholders Group or Chapter Committees must not be appointed to any salaried office of the Company, or any office of the Company paid by fees, and no remuneration or other benefit in money or money's worth must be given by the Company to any member of the National Stakeholders Group or Chapter Committees except:
- (a) repayment of out-of-pocket expenses; and
 - (b) reasonable and proper rent for premises let to the Company.
- 49.2 The Directors shall be paid such modest remuneration as is determined annually by a remuneration committee comprising the NSG. The amount determined by the remuneration committee shall be tabled at each Annual General Meeting for approval by the Members by simple majority. In the event that the determination of the remuneration committee is not supported by a majority of the Members then the existing remuneration shall continue until the next Annual General Meeting but if it receives the support of the majority of the Members then it shall apply from the date of approval and in either event, such remuneration shall be deemed to accrue from day to day.
- 49.3 The Directors shall also be entitled to be paid all reasonable travelling, accommodation and other expenses incurred by them in attending and returning from meetings of the Directors or otherwise in connection with the business of the Company or in the execution of their duties as Directors.

50. DISTRIBUTION OF PROFITS

- 50.1 No distribution of profits

The income and property of the Company must be applied solely towards the promotion of the objects of the Company set out in Rule 5, and no portion of the income or property is to be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members of the Company.

51. WINDING UP

- 51.1 No distribution of surplus

If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it must not be paid to or distributed amongst the Members of the Company but must be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company under Rule 50.1, such institution or institutions to be determined by the Members at or before the time of dissolution and in default thereof by the Chief Justice of an Australian court of appropriate jurisdiction or another Judge of that Court who has or acquires jurisdiction in the matter, and if and so far as effect cannot be given to the above provision then to some charitable object.