

Constitution

of

The International Society of Wave Physics Limited

ACN: 701 677 698 ABN: 77701677698

A Public Company Limited by Guarantee

Adopted on 24 August 2026

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1 GENERAL PROVISIONS

Article 1. Name and Legal Nature

1. The name of the Company is The International Society of Wave Physics Limited.
2. The Company is a public company limited by guarantee (CLG) registered in Australia under the *Corporations Act 2001* (Cth).
3. The Company is established for charitable purposes only and operates on a not-for-profit basis. It intends to apply for registration as a charity with the Australian Charities and Not-for-profits Commission (ACNC) in accordance with law.
4. The Company has no share capital and does not issue shares.
5. No person, by virtue only of being a member of the Company, acquires any ownership or other proprietary right in the assets of the Company.
6. The liability of each Class A member is limited to the amount that the member undertakes to contribute to the assets of the Company if the Company is wound up while the person is a member, which amount is a sum of AUD \$100.

Article 2. Definitions and Interpretation

1. In this Constitution:
 - (1) “ASIC” means the Australian Securities and Investments Commission.
 - (2) “ACNC” means the Australian Charities and Not-for-profits Commission.
 - (3) “Board” means the board of directors of the Company.
 - (4) “Class A member” means a voting member of the Company who has voting rights and assumes the liability by guarantee as provided in this Constitution.
 - (5) “Class B participant” means a non-voting academic participant of the Company who, for statutory purposes, is not a member of the Company, does not assume the liability by guarantee provided in this Constitution, does not have the rights of a member within the meaning of the *Corporations Act 2001* (Cth), and does not participate in the statutory corporate governance of the Company.
 - (6) “Company” or “Society” means The International Society of Wave Physics Limited.
 - (7) “Director” means a director of the Company.

- (8) “Member” means a Class A member; unless the context clearly requires otherwise, Class B participants are not statutory members under this Constitution.
 - (9) “President” means the international academic and executive head of the Company appointed by the Board under [Article 27](#) (Article 27 of this Constitution).
 - (10) “International Academic Council” or “Council” means the International Academic Council.
- 2. A reference to a law includes that law as amended, replaced or re-enacted.
 - 3. Headings in this Constitution are for convenience only and do not affect the interpretation of any provision.

Article 3. Objects and Charitable Purposes

- 1. The Company is established for charitable purposes only and must pursue those charitable purposes for the public benefit, namely the advancement of education and science, in particular through the promotion, dissemination and application of knowledge in wave physics and related scientific fields.
- 2. The specific charitable purposes of the Company include:
 - (1) promoting scientific research in the field of wave physics;
 - (2) advancing education in wave physics and related disciplines;
 - (3) promoting international scientific cooperation and academic exchange;
 - (4) promoting exchange among researchers, educators, students and scientific institutions;
 - (5) organising international scientific conferences, congresses, seminars, workshops, summer schools and other educational activities;
 - (6) establishing, publishing and supporting scientific journals, conference proceedings and other academic publications;
 - (7) conducting or supporting research projects, academic awards, scholarships and other activities consistent with the charitable purposes of the Company;
 - (8) promoting the development of acoustics, elastic dynamics, electromagnetics, non-linear waves, quantum acoustics, gravitational waves, atmospheric acoustics, vibration and noise, spatial wave phenomena and other related fields;
 - (9) disseminating scientific knowledge to the public and the academic community; and

- (10) carrying out all lawful activities incidental or conducive to the attainment of the above charitable purposes.
3. The charitable purposes of the Company are fundamentally based on the advancement of public benefit. All activities must be conducted for the purpose of advancing public benefit and must not have as their primary purpose the private benefit of any private individual or private group.
4. The Company maintains academic independence and is not affiliated with any particular government, political party, commercial enterprise or single university or research institution.
5. The Company does not pursue political purposes and does not engage in political activities inconsistent with its charitable purposes.

Article 4. Not-for-Profit Nature

1. The Company must pursue charitable purposes only and must apply its income in promoting those charitable purposes.
2. The Company must not distribute any income or assets directly or indirectly to any member or former member of the Company in their capacity as a member.
3. Paragraph 2 does not prevent the Company, acting in good faith and in accordance with applicable law, from:
 - (1) paying a member for goods or services provided to the Company at fair and reasonable rates;
 - (2) reimbursing a member for expenses properly incurred on behalf of the Company;
 - or
 - (3) making a payment to a member where the payment is made directly in furtherance of the charitable purposes of the Company.
4. The Company must not pay any fee, remuneration or honorarium to a Director in respect of the Director's office or services as a Director.
5. The Company may make reasonable payments to a Director for services performed for the Company in a capacity other than merely acting as a Director, including services relating to academic publishing, journal editorship, conference organisation, scientific programmes, research, education, administration or other activities that further the charitable purposes of the Company, provided that such payments are authorised by the Board in accordance with this Constitution and applicable law.

6. A Director who is to receive or benefit from a payment referred to in paragraph 5 must not participate in the discussion or vote on that payment and must not be counted in determining whether a quorum is present for that decision, except to the extent otherwise permitted by applicable law.
7. Nothing in this Article permits a payment, distribution or transfer that is prohibited by the *Corporations Act 2001* (Cth), applicable charity law or any other applicable Australian law.
8. This Article overrides any other provision of this Constitution to the extent of any inconsistency and may not be amended, repealed or replaced in a manner that would cause the Company to cease to satisfy the applicable requirements for a not-for-profit charitable company.

Article 5. Use of Income and Property

1. The income of the Company must be used only to promote the charitable purposes of the Company. The property of the Company must be used only to promote and advance the charitable purposes of the Company.
2. Without limiting paragraph 1, income and property may be applied towards:
 - (1) scientific research;
 - (2) education;
 - (3) academic conferences and academic activities;
 - (4) academic publishing;
 - (5) research grants and academic awards;
 - (6) international academic exchange;
 - (7) administrative and compliance work necessary or incidental to the attainment of the charitable purposes of the Company; and
 - (8) other activities that are consistent with and conducive to the charitable purposes of the Company.
3. The Company must not pay profits or dividends to members.
4. This Article must not be construed as permitting any payment, transfer or distribution that contravenes [Article 4](#) (Article 4) or applicable law.

Article 6. Applicable Law and Replaceable Rules

1. This Constitution is subject to the following laws and instruments:
 - (1) the *Corporations Act 2001* (Cth);
 - (2) the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
 - (3) applicable regulations;
 - (4) applicable ACNC Governance Standards;
 - (5) if the Company carries on activities outside Australia, applicable ACNC External Conduct Standards; and
 - (6) other applicable Australian laws.
2. If any provision of this Constitution conflicts with a mandatory provision of Australian law, the mandatory provision of law prevails.
3. Matters of internal governance of the Company provided for in this Constitution are governed by this Constitution; matters not provided for in this Constitution and applicable to the Company are governed by the relevant provisions of the *Corporations Act 2001* (Cth), including applicable replaceable rules.
4. This Constitution does not purport to exclude or modify any statutory provision that cannot be excluded or modified by law.

2 MEMBERSHIP

Article 7. Members of the Company

1. The Company has Class A members.
2. The Company has a Class B academic participation category, including academic fellows, academic committee members, researchers, students, partners and other academic participants who support the objects of the Society.
3. Class B participants do not have voting rights or liability by guarantee as statutory members of the Company.
4. The criteria for admission to Class B participation, the classification, rights and obligations, service content and management procedures of Class B participants shall be formulated by the International Academic Council, submitted to the Board for consideration and approval, and authorised for implementation by the Board.
5. Membership of the International Academic Council does not itself confer statutory membership of the Company.

Article 8. Class A Voting Members

1. Class A members are voting members of the Company, and each Class A member has one vote.
2. Class A members have the rights conferred on members by this Constitution and applicable law.
3. To the extent permitted by law and this Constitution, Class A members have in particular the right to:
 - (1) appoint and remove Directors;
 - (2) make decisions on matters expressly reserved to members by law or this Constitution;
 - (3) obtain reasonable information relating to the governance and finances of the Company;
 - (4) exercise other rights conferred on members by applicable law or this Constitution.

4. Directors are appointed by Class A members and constitute the Board. The Board, as the governing body of the Company, independently exercises its functions and powers as Directors in accordance with law.
5. Class A members may, by special resolution and in accordance with this Constitution and applicable law, amend, repeal or replace this Constitution, but may not by such amendment cause the Company to cease to have a not-for-profit nature or charitable purposes, or weaken the charitable asset protection provided in this Constitution.
6. This Constitution has expressly vested the appointment, supervision and removal of the President in the Board; Class A members do not directly exercise such powers unless this Constitution is lawfully amended in the future to expressly change that power arrangement.

Article 9. Admission and Cessation of Class A Membership

1. A person may become a Class A member only if all of the following conditions are satisfied:
 - (1) the person meets the eligibility requirements set out in this Constitution;
 - (2) the person applies for membership in accordance with the requirements; and
 - (3) the person is approved by the existing Class A members in accordance with the requirements.
2. The Company must maintain a register of members.
3. Membership ceases if:
 - (1) the member resigns in writing;
 - (2) the member dies or, being a body corporate, is deregistered;
 - (3) the member's membership is lawfully terminated in accordance with this Constitution and applicable law; or
 - (4) other circumstances of cessation of membership provided by law occur.
4. Before termination of membership for alleged misconduct, the member shall in principle be given a reasonable opportunity to make representations.

Article 10. Liability by Guarantee of Members

1. If the Company is wound up while a person is a Class A member, or within 12 months after the person ceases to be a Class A member, the Class A member undertakes to contribute to the assets of the Company an amount of AUD \$100 for payment of the Company's debts and costs of winding up.
2. Class B participants do not assume the liability by guarantee provided in this Article.
3. The liability by guarantee of a Class A member is a sum of AUD \$100.

Article 11. Rights and Obligations of Members

1. Class A members shall:
 - (1) support the lawful objects of the Society;
 - (2) comply with this Constitution;
 - (3) maintain the not-for-profit nature of the Society; and
 - (4) comply with applicable law.
2. A Class A member shall not, by reason only of membership, claim distribution of the assets of the Society.

Article 12. Class A Member Meetings and Voting

1. The Company must hold an annual general meeting of its Class A members in accordance with the *Corporations Act 2001* (Cth), this Constitution and applicable law.
2. The Society shall convene Class A member meetings in accordance with this Constitution and applicable law.
3. To the extent permitted by law, Class A members may attend meetings in person or by electronic means.
4. Unless otherwise provided by law or this Constitution, the quorum for a Class A member meeting is two Class A members; if the Company has only one Class A member, the applicable law applies.
5. An ordinary resolution is passed by more than 50% of the valid votes cast by Class A members entitled to vote.
6. A special resolution must be passed by at least 75% of the valid votes cast by Class A members entitled to vote, and is subject to the notice and other procedural requirements under applicable law.

7. Class A members may appoint proxies to vote in accordance with applicable law.

Article 13. Special Resolutions and Amendment of Constitution

1. The making, amendment, repeal or replacement of this Constitution may only be done by special resolution of Class A members in accordance with the *Corporations Act 2001* (Cth).
2. The Board may recommend amendments to the Constitution to members, but the Board may not unilaterally amend or repeal this Constitution.
3. Any amendment to the Constitution is subject to applicable law and the provisions of this Constitution concerning charitable purposes, not-for-profit nature, charitable asset protection and winding up.
4. Except in the case of winding up, dissolution or termination of the Company in accordance with this Constitution and applicable law, Class A members may not, by amendment, repeal or replacement of this Constitution, cause the Company to cease to have a not-for-profit nature or charitable purposes, or cause the fundamental restrictions on charitable asset protection in this Constitution to cease to have effect.
5. Any resolution purporting to contravene paragraph 4 of this Article is void.
6. Where required by law, the Company shall notify or lodge relevant changes with ASIC, the ACNC or other regulatory bodies.

Article 14. Member Accountability

1. The Society shall be accountable to Class A members in an open, transparent and responsible manner.
2. The Board shall provide Class A members with reasonable opportunities to:
 - (1) ask questions concerning the governance and activities of the Society;
 - (2) obtain information concerning finances and governance;
 - (3) propose resolutions in accordance with law; and
 - (4) raise concerns regarding governance or compliance.
3. The Society shall establish appropriate procedures to enable members to raise governance issues and to avoid unreasonable adverse treatment by reason of raising issues in good faith.

3 THE BOARD OF DIRECTORS

Article 15. Status and Powers of the Board

1. The Board is the governing body of the Company.
2. The Board is responsible for managing and directing the affairs of the Company.
3. Subject to the *Corporations Act 2001* (Cth), this Constitution and matters reserved by law to members, the Board has authority to exercise the powers of the Company.
4. The Board is responsible for:
 - (1) corporate governance;
 - (2) financial management;
 - (3) legal and regulatory compliance;
 - (4) risk management;
 - (5) protection of the Company's assets;
 - (6) budget approval;
 - (7) appointment and supervision of officers and staff;
 - (8) contract approval;
 - (9) oversight of conferences, publications and academic activities;
 - (10) ensuring that the Society continues to advance its charitable, scientific and educational objects; and
 - (11) appointment, supervision and removal of the President.
5. This Constitution expressly vests the power to appoint, supervise and remove the President in the Board. In exercising such powers, the Board acts independently in its capacity as the Board of the Company, and not as agent of the Class A members.
6. The Board may delegate authority to others to perform specific functions in accordance with law, but the Board remains subject to proper supervision obligations.
7. The Board shall provide Class A members with reasonable information concerning the activities, finances and governance of the Society, subject to confidentiality, privacy and other limitations imposed by law.

Article 16. Composition of the Board

1. The Board shall consist of no fewer than three and no more than five Directors.
2. At least two Directors must ordinarily reside in Australia.
3. The Company must at all times satisfy the requirements of applicable law as to the number and residency of Directors.
4. Directors must be natural persons and meet the qualifications for office prescribed by law.

Article 17. Appointment of Directors

1. Directors are appointed by Class A members by ordinary resolution, subject to applicable law.
2. The Board may recommend candidates for appointment as Directors to Class A members.
3. Appointment of a Director requires the consent of the candidate and satisfaction of all statutory requirements.
4. The term of office of a Director is in principle four years, and the Director may be reappointed.
5. Where practicable, the Board may adopt staggered terms to maintain continuity of governance.

Article 18. Vacation of Office of Directors

1. A Director vacates office for any of the following reasons:
 - (1) resignation;
 - (2) death;
 - (3) disqualification from office by law;
 - (4) removal by members, to the extent permitted by law; or
 - (5) other circumstances provided by law.
2. Upon vacation of office by a Director, the Company must ensure that the number of Directors and the number of Directors resident in Australia continue to satisfy legal requirements.

Article 19. Director Qualifications and Director ID

Each Director must:

1. be at least 18 years of age;
2. consent to act as Director;
3. hold a valid Director Identification Number where required by law;
4. satisfy all qualifications for office prescribed by applicable law; and
5. comply with the duties of Directors prescribed by law.

Article 20. Duties of Directors

1. Each Director must comply with all duties of Directors under the *Corporations Act 2001* (Cth) and applicable charity law.
2. Directors shall:
 - (1) act with reasonable care and diligence;
 - (2) act in good faith in the best interests of the Company;
 - (3) exercise powers for a proper purpose;
 - (4) act honestly and fairly;
 - (5) be properly accountable for the finances of the Society;
 - (6) comply with the charitable objects of the Society;
 - (7) properly disclose and manage conflicts of interest;
 - (8) not misuse their position or information obtained through their position; and
 - (9) take reasonable steps to avoid the Company continuing to trade while insolvent.

Article 21. Chair of the Board

1. The Board shall elect one of its number as Chair of the Board.
2. The Chair of the Board is responsible for:
 - (1) chairing Board meetings;
 - (2) promoting good corporate governance;
 - (3) promoting communication between the Board and members;

- (4) overseeing significant governance and compliance risks; and
 - (5) performing other duties assigned by the Board.
3. The Chair of the Board has no power to unilaterally overturn Board resolutions.
 4. The Chair has a casting vote only to the extent permitted by law and this Constitution.

Article 22. Board Meetings

1. The Board shall in principle meet at least once every quarter.
2. Meetings may be held in person, by telephone, video conference or other electronic means that enable effective participation by Directors.

Article 23. Quorum and Voting

1. The quorum for a Board meeting is a majority of the Directors holding office.
2. Unless otherwise provided by law or this Constitution, matters before the Board are decided by a majority of votes cast by Directors present and entitled to vote.
3. Each Director has one vote.
4. The Chair of the Board has a casting vote only to the extent permitted by law and this Constitution.

Article 24. Conflicts of Interest

1. A Director who has a material personal interest in a matter of the Company must disclose that interest as required by law.
2. Subject to [Article 4](#) (Article 4) and applicable law, a Director who has a material personal interest in a matter must not participate in the discussion or vote on that matter, except to the extent permitted by applicable law.
3. The Company shall maintain appropriate records of material conflicts of interest and how they were dealt with.

Article 25. Delegation and Signing of Company Documents

1. The Board may delegate specific authorities to the President, the Company Secretary, committees, officers, employees or other appropriate persons.

2. A delegation shall specify its scope.
3. The Board may at any time amend, suspend or revoke such delegation.
4. The President and the International Academic Council, by virtue of their positions alone, do not automatically have authority to sign contracts or incur legal obligations on behalf of the Company.
5. Contracts and legal documents of the Company must be signed by persons authorised by the Board in accordance with law.

4 PRESIDENT AND INTERNATIONAL ACADEMIC COUNCIL

Article 26. Office of President

1. The Society has the office of President.
2. The President is the international academic head and executive academic head of the Society.
3. The office of President and the office of Director are legally independent of each other.
4. The President may also be a Director, but must be separately appointed as a Director in accordance with this Constitution and applicable law.
5. If the President is not a Director, the President does not have voting rights at Board meetings by virtue only of being President.

Article 27. Appointment and Removal of President

1. The President is nominated by a vote of the International Academic Council and appointed by a Board resolution.
2. The President serves a term of four years and may serve one consecutive term; consecutive terms shall not exceed two terms unless the Board determines otherwise in accordance with law.
3. The appointment, supervision and removal of the President are determined by the Board.
4. The office of President terminates if:
 - (1) the President resigns;
 - (2) the President dies;
 - (3) the President becomes disqualified from office by law;
 - (4) the President is removed by the Board; or
 - (5) other circumstances of termination of office provided by law or this Constitution.
5. The International Academic Council has only the power to nominate or recommend candidates for President, and does not have the final power to appoint or remove the President.

6. Class A members do not directly exercise the power to appoint, remove or supervise the President on a day-to-day basis; such governance power has been expressly vested in the Board by this Constitution.

Article 28. Functions of the President

Within the powers and authority of the Board and subject to delegation by the Board, the President is responsible for:

1. providing international academic leadership;
2. ensuring the proper functioning of the International Academic Council;
3. coordinating international scientific conferences, seminars and summer schools;
4. promoting international scientific cooperation and academic exchange;
5. representing the Society in academic and scientific fields;
6. developing academic programs;
7. promoting academic publishing;
8. proposing annual academic plans;
9. advising the Board on scientific and academic matters when necessary; and
10. performing other duties conferred by the Board in accordance with law.

For activities involving significant expenditure, contracts, legal obligations or matters reserved to the Board, the President must obtain prior approval from the Board.

Article 29. Executive Authority of the President

1. The President exercises executive and operational authority only within the scope expressly delegated by the Board.
2. The Board may, by written delegation, determine the President's financial authority, contract signing authority, personnel management authority, conference and activity authority, publishing authority and other executive authorities.
3. The President must exercise authority within the scope of delegation.
4. The Board may at any time suspend, amend or revoke a delegation.
5. This Article shall not be construed as transferring the legal responsibilities of Directors under law to the President.

Article 30. International Academic Council

1. The Society establishes an International Academic Council as the principal international academic body of the Society.
2. The International Academic Council is an internal academic body of the Society.
3. The International Academic Council is not a separate legal entity.
4. The International Academic Council does not have independent statutory powers of the Company.
5. Activities conducted by the International Academic Council in the name of the Society are subject to the supervision of the Board.

Article 31. Composition of the International Academic Council

1. The International Academic Council shall consist of scientists, researchers, educators and other persons of academic influence who support the objects of the Society.
2. The Council may include representatives from Oceania, East and Southeast Asia, Europe, North America and other regions.
3. The Council shall in principle have no fewer than 20 members, but the Board may determine a different number as necessary in practice.
4. Members of the International Academic Council are not Directors by reason of their membership of the Council.
5. Members of the International Academic Council, unless separately appointed as Directors, do not require a Director ID.

Article 32. Selection of Members of the International Academic Council and Academic Office Holders

1. Members of the International Academic Council are recommended by countries and regions and determined by the Board in accordance with this Constitution.
2. Candidates for President are nominated by a vote of the International Academic Council and appointed by the Board.

3. Vice Presidents, Secretary-General and other academic office holders are elected, nominated or recommended by the International Academic Council and appointed by the Board.
4. The term of office and conditions for reappointment of the President, Vice Presidents, Secretary-General and other academic office holders shall be determined by the Board.
5. The appointment, supervision and removal of any academic office holder are governance powers of the Board; relevant decisions of the International Academic Council are of a nominating or recommending nature and, except as expressly provided in this Constitution, do not have final corporate effect.

Article 33. Functions of the International Academic Council

The Council may:

1. advise on scientific strategy;
2. develop academic program recommendations;
3. recommend conference academic agendas;
4. recommend academic publication plans;
5. promote international scientific cooperation;
6. recommend scientific awards and grants;
7. advise on academic standards;
8. establish academic working groups;
9. formulate provisions concerning the criteria for admission to Class B participation, the classification, rights and obligations, service content and management procedures of Class B participants, and propose them to the Board; and
10. perform other academic functions approved by the Board.

Article 34. Limitations on Powers of the Council

Unless expressly authorised by the Board, the International Academic Council may not:

1. enter into contracts on behalf of the Company;
2. borrow money;

3. open or operate the Company's bank accounts;
4. dispose of the Company's assets;
5. incur financial liabilities on behalf of the Company;
6. employ persons on behalf of the Company;
7. amend this Constitution;
8. appoint or remove Directors;
9. appoint or remove the President;
10. make statutory company filings; or
11. exercise powers expressly reserved by law or this Constitution to members or the Board.

The Council may make recommendations on the above matters but may not exercise corresponding corporate powers itself.

Article 35. Relationship Among President, Council and Board

1. The President is responsible for academic and executive leadership, but is subject to supervision by the Board.
2. The International Academic Council is responsible for international academic coordination, professional advice and nominations or recommendations under this Constitution.
3. The Board is responsible for the ultimate corporate governance, legal, financial and regulatory affairs of the Company and bears the duties of Directors under law.
4. Class A members exercise powers expressly reserved by law and this Constitution to members, including appointment and removal of Directors, amendment of this Constitution by special resolution, and other matters belonging to members under law.
5. The appointment, supervision and removal of the President are within the functions and powers of the Board and are not within the direct functions and powers of Class A members or the International Academic Council.
6. The Board may further delegate powers to the President or the Council to the extent permitted by law.

5 COMPANY SECRETARY AND OTHER OFFICERS

Article 36. Company Secretary

1. The Board must appoint at least one Company Secretary.
2. At least one Company Secretary must ordinarily reside in Australia.
3. The Company Secretary is responsible for assisting the Company in maintaining statutory registers, company records, ASIC filings, ACNC reporting, meeting notices and minutes, and other records required by law.
4. The Company Secretary is subject to the leadership of the Board and performs the duties imposed by applicable law.

Article 37. Other Officers and Employees

The Board may appoint officers, researchers, administrative personnel and other staff as necessary.

Article 38. Remuneration and Expenses

1. Any payment made by the Company to a Director, including reimbursement of expenses or any other payment, must comply with [Article 4](#) (Article 4) and applicable law.
2. Remuneration paid to non-Director personnel shall be reasonable and consistent with the charitable purposes of the Company.

6 FINANCES, RECORDS AND REPORTING

Article 39. Financial Management

1. The Board is responsible for the financial management of the Society.
2. The Board shall establish appropriate financial control systems.
3. The property of the Society may only be applied towards the charitable purposes of the Society and administrative activities permitted by law.
4. The Board must take reasonable steps to ensure that the Society does not continue to trade while insolvent.

Article 40. Financial Year

The financial year of the Society is from 1 July to 30 June of each year.

Article 41. Financial Reporting, Audit and Review

1. The Company shall prepare financial reports in accordance with applicable law.
2. Where required by law, the Company shall have its accounts audited or reviewed and appoint an auditor or other appropriately qualified person.
3. Even if not required by law, the Board may decide to conduct a voluntary audit or independent review.
4. The Board shall ensure that financial reports and related filings required by law are completed and lodged within the prescribed time limits.

Article 42. Bank Accounts and Financial Controls

1. The Society's bank accounts must be opened in the name of the Company.
2. Bank accounts may only be operated by persons authorised by the Board.
3. In principle, dual authorisation is required for significant financial transactions.
4. The Board shall prescribe appropriate monetary thresholds and approval authorities.
5. No person may use the funds of the Society for personal purposes.

Article 43. Company Records

The Company shall keep:

1. registers required by law;
2. minutes of member meetings;
3. minutes of Board meetings;
4. financial records;
5. records of conflicts of interest;
6. contracts and material agreements;
7. the Constitution of the Company; and
8. ASIC, ACNC and other regulatory filings.

Article 44. ASIC and ACNC Reporting

1. The Company shall comply with applicable ASIC lodgement obligations.
2. If registered as a charity, the Company shall comply with ACNC reporting obligations.
3. The Company shall report material changes to relevant regulatory bodies where required by law.
4. The Company Secretary, under the supervision of the Board, coordinates routine statutory filing obligations.

7 ETHICS, COMPLIANCE AND DISPUTE RESOLUTION

Article 45. Legal Compliance

1. The Society must comply with all applicable Australian laws.
2. If the Society is registered as an ACNC charity, it shall comply with applicable ACNC Governance Standards.
3. If the Society carries on activities outside Australia, it shall comply with applicable ACNC External Conduct Standards.
4. The Society shall establish necessary compliance policies.
5. No internal rule, committee resolution or academic decision may authorise unlawful conduct.

Article 46. Academic Integrity

The Society shall promote:

1. academic integrity;
2. research integrity;
3. accuracy in scientific communication;
4. protection of intellectual property;
5. proper attribution and authorship practices;
6. ethical research activities; and
7. professional academic conduct.

Article 47. Conflicts of Interest and Related Party Transactions

1. Directors, the President, Council members and officers must disclose relevant conflicts of interest in accordance with law.
2. The Company shall establish a conflicts of interest management system.

3. Related party transactions must comply with applicable law and the Society's conflicts of interest policy.

Article 48. Disciplinary Measures

1. If a person seriously contravenes this Constitution, seriously breaches academic ethics, seriously harms the interests of the Society, engages in unlawful conduct or seriously breaches the Society's policies, the Board may, in accordance with law, suspend or terminate that person's eligibility to participate in the activities of the Society.
2. As a general rule, the person concerned shall be given reasonable notice and an opportunity to be heard.
3. Any disciplinary measure must comply with applicable law.

Article 49. Internal Dispute Resolution

1. The Society shall establish reasonable internal dispute resolution procedures, including, where appropriate, direct negotiation, mediation or review by an independent person.
2. Matters within the governance functions and powers of the Board shall be dealt with by the Board in accordance with law; matters reserved by law or this Constitution to Class A members shall be dealt with by Class A members in accordance with law.
3. This Article does not limit any person's statutory rights under law.

8 INTERNATIONAL ACTIVITIES

Article 50. International Activities

The Society may conduct international conferences, international seminars, international scientific cooperation, academic exchange, academic publishing, educational programs, international research grants and other lawful international academic activities consistent with the charitable objects of the Society.

Article 51. ACNC External Conduct Standards

1. If applicable, the Society shall comply with the ACNC External Conduct Standards.
2. The Board shall establish appropriate systems for managing international transfers of funds, due diligence of overseas partners, records of international activities, risks of overseas activities and oversight of international projects.

9 WINDING UP

Article 52. Winding Up and Dissolution

1. The Society may only be wound up or dissolved in accordance with applicable law.
2. A decision to wind up requiring member approval must be approved by special resolution of Class A members in accordance with the *Corporations Act 2001* (Cth).
3. During winding up, the Company shall cooperate with ASIC, the ACNC and other relevant regulatory bodies.
4. The power of Class A members to decide by law to wind up or dissolve the Company is not excluded by the restrictions in this Constitution relating to not-for-profit nature and charitable purposes.

Article 53. Surplus Assets

1. Upon winding up of the Society, after payment of all debts and costs of winding up, any surplus assets must not be distributed to any member or former member of the Company.
2. Subject to the *Corporations Act 2001* (Cth), other applicable laws and any court order, any surplus assets must be transferred to one or more charities:
 - (1) whose charitable objects are the same as, similar to or inclusive of the objects of the Company; and
 - (2) whose governing documents prohibit the distribution of profits and surplus assets to their members, at least to the same extent as the Company.
3. The charity or charities to receive the surplus assets shall be determined by Class A members by special resolution at or before the time of winding up.
4. If Class A members fail to make such determination, the matter shall be dealt with in accordance with applicable law, including, where applicable, by application to a court of competent jurisdiction.
5. This Article has priority effect and overrides any other provision of the Constitution inconsistent with this Article.

10 OTHER PROVISIONS

Article 54. Indemnity and Insurance for Directors and Officers

To the extent permitted by law, the Company may:

1. indemnify Directors and officers in respect of liabilities and expenses incurred in the proper discharge of their duties; and
2. purchase insurance for Directors, officers, employees and other appropriate persons.

Any indemnity or insurance must not contravene Australian law.

Article 55. Notices and Electronic Communications

To the extent permitted by law, the Company may send notices, convene meetings and conduct voting by electronic means.

Article 56. Interpretation and Severability

1. This Constitution shall be interpreted consistently with the *Corporations Act 2001* (Cth), ACNC-related laws and other Australian laws.
2. If any provision is invalid or unenforceable, it shall be construed restrictively or severed to the extent necessary, without affecting the validity of the remaining provisions.
3. If this Constitution conflicts with a mandatory provision of Australian law, the law prevails.
4. If a resolution of the Board conflicts with this Constitution, this Constitution prevails.
5. If a resolution of the International Academic Council conflicts with this Constitution or a lawful resolution of the Board, this Constitution or the lawful resolution of the Board prevails.

Article 57. Transitional Provisions

1. The initial Class A members at incorporation shall be those persons who agree to become members of the Company, subject to applicable law.
2. The initial Directors shall be appointed in accordance with the Company's registration documents and applicable law.

3. The initial President shall be appointed by the Board; after the International Academic Council is established, subsequent Presidents shall be selected in accordance with [Article 27](#) (Article 27).
4. The initial International Academic Council shall be established by the Board after incorporation.
5. Initial Class B participants shall be directly invited or designated by the Board in accordance with the objects of the Society; after the inaugural International Academic Council is established, the admission and management of subsequent Class B participants shall be carried out in accordance with [Article 7](#) (Article 7) and [Article 33](#) (Article 33).
6. No internal policy, committee rule or internal resolution may override this Constitution or mandatory Australian law.
7. The Society shall at all times maintain a clear distinction between the following two levels:
 - (1) the corporate governance level, implemented by Class A members and the Board in accordance with their respective powers under law and this Constitution; and
 - (2) the academic governance and coordination level, implemented by the President and the International Academic Council within the scope of authority delegated by the Board.

Article 58. Internal Policy-making Power

1. The Board has the power to make, amend and repeal policies, rules, by-laws and implementation procedures consistent with this Constitution and applicable law, for the purpose of regulating meeting notices, proxy voting, disciplinary measures, conflicts of interest management and other internal governance and operational matters.
2. Any policy, rule or procedure made under this Article must not conflict with this Constitution or applicable mandatory Australian law, nor diminish the rights of Class A members under this Constitution and applicable law.
3. The power conferred by this Article continues for the duration of the Company and does not cease upon the expiry of any transitional period.

11 SIGNATURE PAGE

Chair of the Board: _____ Company Secretary: _____

Signature: _____ Signature: _____

Date: _____ Date: _____

Inaugural President: _____

Signature: _____

Date: _____