AUSTRALIAN MANUFACTURING TECHNOLOGY INSTITUTE LIMITED
ABN: 67 063 114 429

COMPANY CONSTITUTION

CORPORATIONS ACT

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

AUSTRALIAN MANUFACTURING TECHNOLOGY INSTITUTE LIMITED

1. In this Constitution -

“Act” means the *Corporations Act 2001* (Cth) for the time being in force or any replacement of that Act.

“Appointed Director” means a Director appointed under clause 21.3.

"ByLaws" means the ByLaws in force for the time being established by the Board.

"Board" means the Board of the Institute established pursuant to clause 20. ;

"Delegate" means a Delegate of a Member appointed by that Member to be its Delegate pursuant to clause 12.

“Director” means a member of the Board.

“Ecosystem Member” means a member admitted under clause 8.

"Eligible Director" means a Director who has continuously been a Director for the past 12 months.

“Elected Director” means a Director elected under clause 21.2.

“Financial Year” means the period commencing the 1st July and ending on the following 30th June.

"Institute" means Australian Manufacturing Technology Institute Limited.

“Life Member” means a Member elected under clause 9.

“Manufacturing Technology Supplier” means a Member admitted under clause 7.

"Member" means a member of the Institute pursuant to clause 6.

“Register” means the register of Members kept in accordance with the Act.

"Secretary" means any person appointed under this Constitution to perform the duties of a company secretary of the Institute.

"Voting Member" means a Manufacturing Technology Supplier or an Ecosystem Member.

"Year" means calendar year and "month" means calendar month.

Words importing the singular number include the plural number and vice-versa.

2. Expressions referring to writing or a document include writing or a document in electronic form.

3. Unless the context requires otherwise, words or expressions in this Constitution which are dealt with by a provision of the Act have the same meaning as in that provision.

4. **Purpose of the Institute**

4.1 The Institute's objects are:

(a) to be the leading industry body representing, advancing and advocating for businesses and individuals in the manufacturing technology sector;

(b) to foster strong and sustainable manufacturing technology within the precision engineering and advanced manufacturing sector, through representation, advocacy and the provision of resources and services to its members and industry;

(c) to represent the interests of manufacturers, importers, exporters and distributors of manufacturing technology, with a particular focus on advancing technological development; and

(d) to expand access to and use of innovative manufacturing technologies in Australia by way of promotional, networking, collaborative and advocating activities.

5. **Preservation of the Institute's core purpose**

The Voting Members may not pass a special resolution that amends this Constitution if the amendment changes the purpose of the Institute from representing the interests of manufacturers, importers, exporters and distributors of manufacturing technology.

6. **Membership**

The Membership shall consist of the following classes:

(a) Manufacturing Technology Suppliers;

(b) Ecosystem Members

(c) Any classes of non-voting members created by the Board under clause 27(e); and

(d) Life Members.

7. **Manufacturing Technology Suppliers**

(a) Manufacturing Technology Suppliers are the businesses admitted as Manufacturing Technology Supplier Members as at 29 October 2025 and any other businesses admitted as Manufacturing Technology Supplier Members after 29 October 2025.

(b) A nomination for Manufacturing Technology Supplier Membership shall not be made except by a business, and:

(i) such business must be primarily engaged in manufacturing, distributing, importing or exporting technology for the purposes of carrying out or enabling manufacturing activities. Such technology may be physical or digital; and .

(ii) such business may be conducted by any legal entity including a corporation, trust, partnership, joint venture and sole trader, but whatever legal entity is used to conduct the business, only that entity, if accepted as a Member by the Board, is entitled to Manufacturing Technology Supplier Membership of the Institute.

(c) Proof satisfactory to the Board of the legal status of the legal entity is required to be submitted as part of the nomination in accordance with the Application for Membership.

8. **Ecosystem Members**

8.1 Ecosystem Members are the businesses admitted as Manufacturing Technology Users as at 29 October 2025 and any other businesses admitted as Ecosystem Members after 29 October 2025.

8.2 A nomination for Ecosystem Membership shall not be made except by a business, and:

(a) such business must be primarily engaged in using manufacturing technology or in the provision of services to manufacturing operations; and

(b) such business may be conducted by any legal entity including a corporation, trust, partnership, joint venture and sole trader, but whatever legal entity is used to conduct the business, only that entity is entitled to Ecosystem Membership of the Institute.

8.3 Proof satisfactory to the Board of the legal status of the legal entity is required to be submitted as part of the nomination in accordance with the Application for Membership.

8.4 The Board may from time to time subdivide Ecosystem Members into different special interest groups by providing for such groups in the ByLaws. Such a subdivision will not alter the rights of Ecosystem Members as set out in this Constitution.

9. **<u>Life Members</u>**

9.1 The Institute may elect as Life Members individuals whose service to the industry and the Institute have been worthy of the highest honour at the annual general meeting upon the recommendation of the Board to the meeting.

9.2 Life Members shall be elected by at least a three-fourths majority of the votes cast at the annual general meeting.

9.3 A Life Member shall be entitled to attend all General Meetings but shall be entitled to such benefits or privileges as may be conferred upon Life Members by the Institute from time to time.

9.4 The Members at a general meeting called for the purpose may deprive any Life Member of their status as a Life Member by resolution approved by at least a three-fourths majority of the votes cast at the Meeting.

10. **<u>Transfer of membership</u>**

No Member may directly or indirectly transfer or agree to transfer its Membership of the Institute.

11. **<u>Register of Members</u>**

11.1 The Secretary shall keep and maintain a Register of Members in which shall be entered the full name, address, date of entry and the date of the last payment of any subscription fee by each Member;

11.2 Each Member shall communicate its address in writing to the Secretary so often as it may change to enable it to be registered.

11.3 The Register shall differentiate between Manufacturing Technology Suppliers, Ecosystem Members and Life Members.

11.4 The Register shall also list the name and address of the Delegate of each Voting Member.

12. **Appointment of Delegate and Voting**

12.1 Each Voting Member shall appoint a Delegate in accordance with clause 12.2. A Voting Member is entitled to be represented at any Meeting of the Institute by its Delegate.

12.2 The Institute shall accept the appointment of a Delegate from each Voting Member. The Voting Member must notify the Board in writing of the name of its Delegate. The Voting Member may at any time by giving 7 days written notice to the Board withdraw its Delegate and replace the Delegate with another Delegate named in the notice.

12.3 Each Voting Member is, subject to the provisions of clause 12.4, entitled to cast one vote at any meeting of the Institute.

12.4 A Delegate is not entitled to attend or vote at any Meeting or in any postal ballot on behalf of a Member unless all monies due and payable to the Institute by the Member of which they are the Delegate have been paid;

13. **Discipline of Members**

13.1 The Board may, by resolution, expel from the Institute any member:

(a) Who does not comply with this document or any ByLaws of the Institute; or

(b) Whose conduct in the opinion of the Board is prejudicial to the interests of the Institute,

and remove that Member's name from the Register.

13.2 At least 21 days before the Board holds a meeting to consider the expulsion of a Member, the Board must give written notice to the Member which states:

(a) The allegations against the Member;

(b) The proposed resolution for the Member's expulsion; and

(c) That the Member has an opportunity at the meeting to address the allegations either orally or in writing.

13.3 The Institute must expel a member and remove the member's name from the Register where:

(a) A meeting is held in accordance with clause 13.2; and

(b) A resolution for expulsion is passed at the meeting by a majority of two-thirds of those present and voting.

13.4 A Member expelled from the Institute does not have any claim on the Institute, its funds or property.

14. Cessation of Membership

A Member may at any time by giving notice in writing to the Board, resign its Membership.

15. General Meetings

15.1 An annual general meeting of the Institute must be held in accordance with the Act.

15.2 A general meeting of the Institute must be convened by the Secretary on a resolution of the Board or may otherwise be called or requisitioned in accordance with the Act.

15.3 The Board may, subject to the Act, postpone, cancel or change the venue for a general meeting.

15.4 The Secretary must cause notice of any general meeting to be given in accordance with the Act. A person entitled to notice of any general meeting may waive that notice by a notice in writing to the Secretary.

15.5 The non-receipt of notice of a general meeting or proxy form, or of a ballot paper or a failure to give one of these to someone entitled to notice of a general meeting does not invalidate anything done or any resolution passed at the general meeting if the non-receipt or failure occurred by accident or the Member waives notice or attends the meeting.

15.6 The president of the Institute shall preside as chairperson of each General Meeting, but if they are absent the Board shall elect a chairperson for the meeting.

16. Business at General Meetings

16.1 The ordinary business of an annual general meeting shall be:

(a) to consider the Institute's annual financial reports;

(b) to announce the results of appointments and elections of Directors; and

(c) to elect any Life Member.

16.2 The chairperson of a general meeting may require the adoption of any procedures which are in their opinion necessary or desirable for proper and orderly debate, discussion or voting, and for the casting or recording of votes.

16.3 The chairperson of an annual general meeting must allow a reasonable opportunity for Members as a whole at the meeting to ask questions (including asking questions of the auditor or auditor's representative) or make comments on subjects permitted by the Act.

16.4 Subject to this Constitution, the chairperson of a general meeting may refuse to allow a debate or discussion on any business, question, motion or resolution which is not within the business referred to in the notice of meeting and not otherwise required by the Act to be considered at the meeting.

16.5 Subject to the Act, the decision of the chairperson of a general meeting on any matter relating to the conduct of or procedures to be followed at the meeting is final.

17. **Quorum**

17.1 No business may be transacted at any general meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business. At any general meeting 10 Voting Members present in person by way of their Delegates will form a quorum.

17.2 If, at any general meeting, a quorum is not present within half an hour of the time appointed for holding that meeting, the meeting will stand adjourned to a day and hour and at a place fixed by the majority of the Voting Members present, and at such adjourned meeting there must be present a quorum of 10 Voting Members, failing which the meeting is cancelled.

18. **Voting**

18.1 A Voting Member shall have one vote.

18.2 At any general meeting a resolution put to the vote at the meeting will be decided by a show of hands unless a poll is demanded by the chairperson or at least 3 Voting Members present in person or by proxy. The demand for a poll may be withdrawn. A poll may not be demanded on an adjustment or a procedural motion.

18.3 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands has been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the file containing the minutes of the proceedings of the Institute, will be conclusive evidence of fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

18.4 The decision will be taken by simple majority unless otherwise required by the Act or this Constitution.

18.5 A Voting Member shall be entitled to be present and to vote either personally via their Delegate or by proxy.

18.6 A proxy need not be a Member of the Institute.

An instrument appointing a proxy must be in the form prescribed by the Board in the notice of meeting or otherwise in a form complying with the Act. The instrument appointing a proxy must be deposited, or sent by such means as the Board prescribes (including personal delivery, post, email, or any other electronic means), at or to the Registered Office of the Institute or other place specified for that purpose in the notice of meeting, no later than the deadline specified in the notice.

19. Video Conference Meetings

A meeting of members may be called or held using any technology determined by the Directors provided the same shall be reasonably available to all members. In the event of a breakdown of the system being used to conduct a meeting, the meeting shall immediately cease and be adjourned until such time as the cause of the breakdown shall be rectified or if the cause of the breakdown cannot be rectified within 30 minutes then to such date time and place as the chairperson shall determine as if there was no quorum.

20. Constitution of Board

There will be a maximum of eight (8) Directors of the Institute, which must include:

(a) a minimum of five (5) and maximum of six (6) Elected Directors; and

(b) a maximum of two (2) Appointed Directors.

21. Nomination, Election and Appointment of Directors

21.1 Before each annual general meeting, the Directors must determine whether there will be any vacancy of Elected Directors on the Board at the end of the annual general meeting, and:

(a) If there will be any such vacancy, the Board must notify Voting Members at least ten (10) weeks before the annual general meeting of the vacancy or vacancies and invite nominations of Delegates of Manufacturing Technology Suppliers to be submitted in accordance with clause 21.3 at least eight (8) weeks before the date of the annual general meeting;

(b) If the Directors determine that there will be no such vacancy on the Board for Elected Directors, there will be no requirement for an election in connection with the annual general meeting.

21.2 Subject to the Act, this Constitution and the number of Directors fixed for the time being under clause 20 not being exceeded, the Voting Members may elect any person who is a Delegate of a Manufacturing Technology Supplier as an Elected Director by resolution passed in general meeting or in any other manner allowed under this Constitution, provided that the person:

(a) is nominated to be a Director by a Manufacturing Technology Supplier; and

(b) accepts the nomination.

21.3 Subject to the Act, this Constitution and the number of Directors fixed for the time being under clause 20 not being exceeded, the Directors may at any time appoint a person who is a Delegate of an Ecosystem Member as an Appointed Director by resolution of the Board, provided that the person:

(a) is nominated to be a Director by the Board or by an Ecosystem Member; and

(b) accepts the nomination.

22. <u>**Manner of election and appointment**</u>

22.1 A Director elected or appointed at a general meeting is taken to have been elected or appointed with effect immediately upon the conclusion of that general meeting unless the resolution by which the Director was appointed or elected specifies a time to the contrary.

22.2 The Directors may decide, in their absolute discretion, the form, manner of voting, timing and conduct of any election of Directors and, in the absence of manifest error, the decision of Directors on any matter pertaining to the procedure for, or the timing of, an election of Directors, is final and binding on the Members.

22.3 Without limiting clause 22.2, the Directors may resolve that an election or appointment of Directors that would otherwise occur at a general meeting may take place by other means including:

(a) a postal ballot; or

(b) an electronic or online voting system (whether operated by the Institute or by an external service provider chosen by the Directors, in their absolute discretion) which allows members to vote electronically.

22.4 If the election of Directors is undertaken by means not involving the conduct of a vote at an annual general meeting, each person elected (or re-elected) as a Director following the declaration of the postal or other form of vote will be deemed to have been elected (or re-elected) as a Director with effect immediately upon the conclusion of the annual general meeting.

23. **Election deadlock**

Where an election of Directors results in the number of proposed directors receiving the same number of votes such that the number of all those proposed directors would exceed the number of positions available, the chairperson may determine in their absolute discretion another manner in which to decide the outcome including but not limited to:

(a) allowing the relevant candidates to agree on the matter;

(b) drawing lots; or

(c) the resubmission of the relevant candidates to a further vote of Voting Members.

24. **Appointed Directors**

The Directors (or a nominated committee of the Board) may set out in the ByLaws the guidelines and processes for the selection and removal of persons to be appointed as Appointed Directors. Without limiting the absolute discretion of the Directors to determine the guidelines, processes and persons to be appointed as Directors, the Directors must have regard to:

(a) the objectives of the Institute;

(b) the qualification, experience and skills of the existing Directors; and

(c) the qualifications, experience and skills of any person proposed to be appointed as an Appointed Director.

25. **Term of Directorship**

25.1 A Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected (or re-elected) or appointed (or re-appointed) and, subject to clause 25.2, may seek re-election or re-appointment.

25.2 A Director may only be appointed or elected for a maximum of three (3) consecutive terms.

25.3 A retiring Director remains in office until the conclusion of the annual general meeting at which their term of office expires and, if eligible for re-election or reappointment, may be re-elected or reappointed at that annual general meeting.

25.4 The Board may, by resolution, fill a casual Board vacancy for an Elected Director until the close of the Institute's next annual general meeting.

25.5 The Board may, by appointment, fill a casual Board vacancy for an Appointed Director. Where the vacancy is filled during the year, the Board may exercise its discretion in determining whether the Appointed Director's term of office expires at the conclusion of the 3rd or 4th annual general meeting after the date of appointment.

26. **Election of President**

If the president's term as president has expired at the most recent Annual General meeting, the Board shall elect an Elected Director as president in accordance with this clause 26 at the first Board meeting after the annual general meeting, and the president's term as president will expire on the 3rd Annual General Meeting after their election:

(a) If the president ceases to be a Director for any reason before the expiry of their term, they will also cease to be president;

(b) The Board may by resolution remove a president as president, or fill a vacancy in the office of president, and elect another Elected Director as president. The Board may exercise its discretion in determining whether the new president's term of office expires at the conclusion of the 3rd or 4th annual general meeting after the date of appointment.;

(c) Each Director shall have a vote on the election and removal of president notwithstanding that the motion affects the Director personally; and

(d) A president may only be elected as president for a maximum of two (2) consecutive terms or until the expiry of their maximum term as a Director under clause 25.2 (whichever occurs first).

27. **Powers of the Board**

Subject to the Act and this Constitution, the Board:

(a) has the power to control and manage all the business and affairs of the Institute.

(b) may exercise all the powers and functions of the Institute not required to be exercised in general meetings of the Members of the Institute.

(c) may make ByLaws and alter, amend, add to or rescind same as the occasion may require, and such ByLaws shall have full force and effect, provided that they are not inconsistent with this Constitution. The ByLaws may be altered by a resolution passed at a Meeting of the Board of which notice setting out the proposed amendment has been given to the Directors prior to the Meeting. The ByLaws may include:

(i) procedures for voting at general meetings;

(ii) conduct of elections of Elected Directors; and

(iii) procedures for Appointments to the Board.

(d) has the power from time to time to appoint Committees and to delegate to such Committees any area of business as the Board may deem fit. The Board shall establish the rules under which such a Committee shall operate, and may dissolve same at any time without assigning any reason therefore. Written notice to members of that Committee of such a decision shall be given, after which no funds may be expended or bills incurred on behalf of the Board or of the Institute. The president shall be voting ex officio Member of each Committee.

(e) has the power from time to time to create new classes of non-voting members, with criteria for admission to be set out in the ByLaws.

(f) may determine the entrance fee and annual subscription for each category of Membership.

28. **Disqualification of Board**

The office of Director shall become vacant if they:

(a) cease to be a Member or a Delegate of a Member;

(b) become bankrupt or make any arrangement or composition with their creditors generally;

(c) become of unsound mind;

(d) resign their office by notice in writing;

(e) for more than three months are absent without permission of the Board from Meetings of the Board held during that period;

(f) fail to attend two consecutive Board Meetings without leave or apology (and such apology must be satisfactory to the Board};

(g) are removed in accordance with this Constitution; or

(h) are a Director appointed by the Board and the Board by written notice to the Director withdraws their appointment as a Director. The Board may appoint another person to fill that vacancy.

29. **Voting at Board**

29.1 Each Director shall have a deliberative vote.

29.2 The decision will be taken by simple majority.

30. **Quorum**

A quorum for a Meeting of the Board shall be a majority of the Directors of the Board rounded down.

31. **Meetings of Board**

31.1 The Board shall meet as often as is necessary to properly conduct the business of the Institute.

31.2 Notice shall be given to Directors of any meeting specifying the date, time and location and general nature of the business to be transacted. The Institute shall pay all reasonable expenses incurred by the Director in attending any Board Meeting.

31.3 Subject to clause 30 the Board may act notwithstanding any vacancy on the Board.

31.4 For the purposes of this Constitution, the contemporaneous linking together by telephone, videoconference or other electronic means of audio or audiovisual communication of a number of Directors, not less than a quorum shall be deemed to constitute a meeting of the Board and all provisions as to meetings of the Board shall apply to such meeting.

31.5 A resolution in writing signed by a majority of the Directors entitled to vote shall have the same force and effect as a resolution passed at a Board meeting even though such resolution was not passed at a Board meeting, provided that the resolution has been circulated to all Directors.

32. **Chairperson of Board Meetings**

The president shall preside as chairperson at every meeting of the Board and in their absence the Directors present shall elect one of their numbers to be chairperson of the meeting.

33. **Directors Contracts**

33.1 A Director shall not be disqualified by reason only of them being a Director from holding any office or place of profit under any company in which the Institute is a shareholder, or otherwise interested, or from contracting with the Institute, nor shall any such contract or any contract or arraignment entered into by or on behalf of the Institute in which the Director is in any way interested be avoided or in any way affected, nor shall the Director be liable to account to the Institute for any profit arising from such office or place of profit or realised by such contract or arrangement by reason only of the Director holding that office or the fiduciary relationship thereby created.

33.2 No Director shall as a Director vote in respect of any contract or arrangement in which they have a direct or indirect material interest, and if they do vote then that vote shall not be counted.

33.3 Any Director who has a direct or indirect interest in any proposed contract or arrangement shall declare that interest in the manner required by the Act, and shall comply with the Act at all times.

34. **Notices**

34.1 Any notice that is required to be given to a Member, or Director, by or on behalf of the Institute, under this Constitution may be given by:

(a) delivering the notice to the Member or Director personally; or

(b) sending it by prepaid post addressed to the Member or Director at that Member or Director's address shown in the register of members; or

(c) electronic transmission, if the Member or Director has requested that the notice be given to them in this manner.

34.2 Where a notice is sent by mail, service of the notice shall be deemed to be effective by properly addressing, prepaying, and mailing the notice, and to have been effected on the expiration of two (2) business days after mailing;

34.3 Where a notice is sent by electronic transmission, service of the notice shall be deemed to be effective the day following the sending of the electronic transmission;

35. **Irregularity of Appointment**

All acts done by any meeting of the Institute or of the Board or of a Committee or by any person acting as a Delegate shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any person acting as aforesaid, be as valid as if every such person had been duly appointed or was qualified to so act.

36. **Non-Profit**

36.1 The assets and income of the Institute shall be applied exclusively to the promotion of the objects, and no portion shall be paid or distributed directly or indirectly to the Members of the Institute, except as a bona fide remuneration for services rendered or expenses incurred on behalf of the Institute.

36.2 Subject to the Act, the Institute has power to do all things incidental or conducive to achieve its purposes. The Institute may only exercise its powers and use its income and assets (including any surplus) for its purposes.

36.3 The Institute may:

(a) acquire, hold and dispose of real or personal property;

(b) open and operate accounts with financial institutions;

(c) invest its money in any security in which trust monies may lawfully be invested;

(d) raise and borrow money on any terms and in any manner as it thinks fit;

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

(f) appoint agents to transact business on its behalf;

(g) enter into any other contract it considers necessary or desirable.

36.4 The assets and income of the Institute shall be applied exclusively to the promotion of its objects, and no portion shall be paid or distributed directly or indirectly to the Members of the Institute, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Institute.

36.5 The Secretary must perform any duty or function required under the Act to be performed by a company secretary.

37. Winding Up

In the event of the Institute being dissolved, the amount which remains after such dissolution and satisfaction of all debts and liabilities shall not be paid to or on behalf of the Members but shall be paid and applied equally to the Royal Children's Hospital [Melbourne] and Royal Children's Hospital [Sydney].

38. Indemnity

38.1 The Institute shall indemnify each Officer of the Institute out of the assets of the Institute, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an Officer of the Institute..

38.2 In this clause, 'Officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.

38.3 In this clause, 'to the relevant extent' means:

(a) to the extent that the Institute is not precluded by law (including the Act) from doing so; and

(b) for the amount that the Officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

The indemnity is a continuing obligation and is enforceable by an Officer even though that person is no longer an officer of the Institute.

39. Insurance

To the extent permitted by law (including the Act), and if the Directors consider it appropriate, the Institute may pay or agree to pay a premium for a contract insuring a person who is or has been a Director or Secretary of the Institute against any liability incurred by the person as an officer of the Institute.

40. Directors' Access to Documents

40.1 A Director has a right of access to the financial records of the Institute at all reasonable times.

40.2 If the Directors agree, the Institute must give a Director or former Director access to:

(a) certain documents, including documents provided for or available to the Directors; and

(b) any other documents referred to in those documents.