

By-Laws

of

XBRL AUSTRALIA LIMITED

(ACN 099 302 342)

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CORPORATIONS ACT
COMPANY LIMITED BY GUARANTEE
By-Laws
OF
XBRL AUSTRALIA LIMITED
(ACN 099 302 342)

1. DEFINITIONS

In these By-Laws, unless provided in these By-Laws to the contrary, words and expressions defined in the Constitution of XBRL Australia shall have the meaning there indicated.

2. MEMBERSHIP

2.1. CONDITIONS

An applicant for:

- (a) admission to membership of XBRL Australia, or;
- (b) a change in class of membership;

must:

- (c) subject to By-Law 3 comply with the requirements set out in:
 - (i) the Constitution; and
 - (ii) these By-Laws;

for admission to membership; and

- (d) comply with any other condition or possess any other qualification as The Board may in its absolute discretion determine (whether generally or in any particular case).

2.2. REFUSAL OF APPLICATION

The Board may, in its absolute discretion and with or without giving reasons, refuse to:

- (a) accept any Application;
- (b) admit any applicant for membership; or
- (c) grant any application for a change in the class of membership to which a Member is admitted.

2.3. CLASSES OF MEMBERS

The classes of membership shall be determined by The Board from time to time, with the rights and delegations of each class of membership set out in Schedule 1 to these By-Laws.

3. SPECIAL CASES

Subject to provisions of the Corporations Act to the contrary The Board may dispense with any or all of the requirements set out in the Constitution and the By-Laws regarding admission to membership and admit a person to membership of XBRL Australia or grant an application for a change in the class of membership to which the member is admitted:

- (a) if that person or entity has extensive experience or is engaged in an activity considered beneficial to furthering the objects of XBRL Australia as set out in clause 2 of the Constitution; or
- (b) if that person or entity has rendered valuable service in advancing the interests or excellence in the development, adoption and/or use of XBRL; or
- (c) for any special reason which The Board resolves is sufficient.

4. APPLICATION FOR MEMBERSHIP

4.1. APPLICATIONS

Applications for membership of XBRL Australia may be in writing or in electronic form, in a form approved, by The Board, and containing the date of the application and the applicant's:

- (a) if an individual, full name;
- (b) if a business, the organisation name, ABN and the full name and job title of the Primary Contact;
- (c) preferred postal and electronic addresses for service of notices and other communications;
- (d) preferred telephone and facsimile contact numbers for use during business hours and, optionally, outside business hours;
- (e) type of business or industry that the Member operates in;
- (f) indication of annual revenue as shown in the last annual accounts of the Member, or if last accounts not for a full year, the annualized amount of the revenue recorded, or if no accounts produced, an indication of the estimate

of the current full year revenue. This information is used only for the determination of subscription fees in accordance with By-Law 6, so the indication given need only be sufficient for that purpose;

4.2. CONSIDERATION OF APPLICATION

On receipt of the application, the Secretary will assess the eligibility of the applicant based on the details on the application form. The Secretary may request further information or evidence to support the application and/or to determine the appropriate membership fee to be levied. If the Secretary determines that the application should be rejected, it must be referred to the Board for final determination. The Secretary may also refer the application, for any reason, to the Board for determination.

4.3. DEFERRAL

If the Secretary requires further evidence, or refers the application to the Board, under By-Law 4.2, determination of the application will be deferred until that evidence has been supplied or the determination made.

5. ADMISSION

5.1. NOTIFICATION AND FEE

As soon as practicable following acceptance of an Application, the Secretary will issue a request for:

- (a) in the case of an applicant for admission to membership of XBRL, the entrance fee and annual subscription as set out in SCHEDULE 1 to these By-Laws, plus GST and any other taxes or government imposts as applicable; or
- (b) in the case of an applicant for a change in the class of membership to which the Member is admitted, such additional fee as may be prescribed in SCHEDULE 1 to these By-Laws, plus GST and any other taxes or government imposts as applicable.

5.2. ALTERNATIVE STATUS

If:

- (a) an applicant for admission to a class of membership is found by The Board not to be eligible for membership of that class of membership; and
- (b) The Board finds the applicant eligible for admission to another class;

The Board may, if the applicant is willing to accept the admission, admit the applicant to membership of that other class.

5.3. ADMISSION

An applicant will become a Member of the relevant class of Members of XBRL Australia, and will be entitled to the privileges of membership, on payment of the amount requested under By-Law 5.1.

5.4. NON-PAYMENT

If an amount due under By-Law 5.1 is not paid within 60 days after the date of the request, The Board may in its discretion cancel its acceptance of the applicant for membership of XBRL Australia.

5.5. MEMBERSHIP RIGHTS

The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.

6. SUBSCRIPTIONS

6.1. DETERMINATION

The Board may set from time to time:-

- (a) the fee payable by applicants:
 - (i) for admission; or
 - (ii) for a change in the class of membership to which a Member is admitted.
- (b) the annual subscription payable by:
 - (i) each class of Members;
 - (ii) any person or persons within a class of membership; and
- (c) the fee payable by any Member or other person for services provided, or costs incurred, by XBRL Australia.

6.2. REMISSION OF ANNUAL SUBSCRIPTION

The Board may in its absolute discretion excuse a Member, for such period as it determines, from the payment of annual subscriptions and fees in whole or in part, without otherwise affecting any of the Member's rights or privileges.

6.3. ANNUAL SUBSCRIPTION YEAR

The annual subscription year will commence on 1 July of each year and continue for one year from that date unless terminated earlier pursuant to a clause in the Constitution or By-Laws. Membership renewal will be automatic upon receipt of the annual membership fee.

6.4. NOTICE OF NON-PAYMENT OF SUBSCRIPTION AND FEES OR CHARGES

If a Member does not pay his or her annual subscription by the date set by The Board in any year, the Secretary must give the Member notice of that fact.

6.5. NON-PAYMENT

If the annual subscription is not paid by the Member within 60 days after the date of the notice referred to in By-Law 6.4, The Board may:

- (a) declare that Member's membership forfeited;
- (b) remove that Member's name from the Register; and
- (c) if any fee or charge other than subscriptions is not paid by a member within three months of the date of demand for payment the The Board may:-
 - (i) declare that the Member's membership is forfeited: and
 - (ii) remove that Member's name from the Register.

6.6. LIABILITY

Any person who for any reason ceases to be a member will remain liable for, and must pay to XBRL Australia, all monies which at the time of ceasing to be a Member were due by that person to XBRL Australia.

7. RESIGNATION AND REMOVAL

7.1. MANNER OF RESIGNATION

A Member wishing to resign his or her or its membership of XBRL Australia must:

- (a) serve the Secretary with notice of resignation;
- (b) pay all monies owing to XBRL Australia.

7.2. ACCEPTANCE OF RESIGNATION

If:

- (a) a Member has complied with By-Law 7.1; or
- (b) the Member has not complied with By-Law 7.1 but undertakes to The Board to do so within a time reasonably acceptable to The Board;

The Board may accept the resignation of the Member.

7.3. FORMER MEMBERS

If The Board accepts the resignation of any Member, The Board must cause the Member's name to be listed on the Register as a former Member in accordance with the *Corporations Act*.

7.4. REMOVAL OF MEMBERS

If any Member:

- (a) wilfully refuses or neglects to comply with the provisions of the Constitution or By-Laws of XBRL Australia; or
- (b) in the opinion of the Directors, is guilty of any conduct which is unbecoming of a Member or is likely to be prejudicial to the interests of XBRL Australia;

and

- (c) refuses or neglects to rectify such conduct within 60 days of notification by the Secretary to cease the offending conduct or comply with the Constitution;

The Board may in its discretion terminate the membership of that Member.

7.5. APPEAL

- (a) If any Member is terminated in accordance with By-Law 7.4 then they may, by notice given to the Secretary within 30 days of receipt of notice of the Resolution, request that the matter be considered at a general meeting of XBRL Australia.
- (b) If a request is made pursuant to By-Law 7.5(a) then a general meeting of XBRL Australia must be called within 60 days of the date of the request to do so.

8. CEASING TO BE A MEMBER

8.1. AUTOMATIC TERMINATION

A Member's membership of XBRL Australia will cease with immediate effect if his or her membership is declared forfeited under By-Law 6.4 or terminated under By-Law 7.4.

8.2. MONIES OUTSTANDING

Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of any subscription; and

- (b) will remain liable for and will pay to XBRL Australia all annual subscriptions and moneys which were due to XBRL Australia at the date of ceasing to be a Member.

8.3. REMOVAL OF NAME

If a Member's membership ceases under By-Law 7.1 or 8.1, the The Board must cause the Member's name to be listed on the Register as a former Member in accordance with the *Corporations Act*.

9. REINSTATEMENT

9.1. APPLICATION FOR REINSTATEMENT

If a person was excluded from membership pursuant to By-Law 8.1 and the relevant circumstances leading to the exclusion from membership are remedied or cease to exist, then upon:

- (a) written application to The Board by the person; and
- (b) production by the person of any evidence reasonably required by The Board;

The Board may reinstate the person as a Member of XBRL Australia.

9.2. REGISTER

The Board must cause the name of any person who is reinstated as a Member under By-Law 9.1 to be entered on the Register.

10. REGISTERS

10.1. SEPARATE REGISTERS

XBRL Australia must maintain:

- (a) the Register; and
- (b) any other register required by the *Corporations Act*.

10.2. INFORMATION ON REGISTERS

The Register must set out:

- (a) the class of membership of each Member;
- (b) if an individual, full name;
- (c) if a business, the organisation name, ABN and the full name and job title of the Primary Contact;
- (d) preferred postal and electronic addresses for service of notices and other communications;

- (e) preferred telephone and facsimile contact numbers for use during business hours and, optionally, outside business hours;

10.3. REQUIRED INFORMATION

Each member must furnish to the Board and enable the Board to compile a record of any information as is reasonably required of Members.

10.4. ENTRIES IN THE REGISTER

No entry in the Register or any other Register may be made or amended without the consent of The Board.

10.5. ENQUIRIES

The Board may from time to time require any Member to satisfy The Board whether any particulars regarding that Member appearing in the Register, or any other Register, are correct.

10.6. RECTIFICATION

The Board may, if satisfied that any particulars appearing on the Register or any other Register are incorrect, order their removal and may subject to the Corporations Act order that the relevant register be rectified by making any other entry or entries as it deems fit.

10.7. CLOSING OF REGISTERS

The Register may be closed for a period not exceeding seven days immediately preceding the commencement of the period prescribed for service of notice of meetings of members or the dispatch of voting papers. Only those members whose names are entered on the Register at the time of closing are entitled to be served with notice of each meeting.

10.8. NOTIFICATION BY MEMBERS

Members must promptly notify the Secretary of any change in the details recorded on the Register.

11. BY LAW 11 DELETED

12. BY LAW 12 DELETED

13. BY LAW 13 DELETED

14. BY LAW 14 DELETED

15. BY LAW 15 DELETED

16. BY LAW 16 DELETED

17. MINUTES

17.1. MINUTES

The Directors must cause minutes to be made of:

- (a) the names of Directors and Members present at all general meetings, meetings of The Board and meetings of committees of The Board;
- (b) all proceedings of general meetings, meetings of The Board and meetings of committees of The Board;
- (c) all appointments of officers;
- (d) all orders made by The Board and committees of The Board; and
- (e) all disclosures of interests made pursuant to clause 35 of the Constitution.

17.2. EXECUTION OF MINUTES

Minutes must be confirmed by email or signature by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant body, and if so confirmed will as between Members be conclusive evidence of the matters stated in such minutes.

18. FUNDS

18.1. ACCOUNTS AT FINANCIAL INSTITUTIONS.

All monies, when received on account of XBRL Australia must be paid into the accounts maintained by XBRL Australia.

18.2. FUNDS OF XBRL AUSTRALIA

The funds of XBRL Australia must be applied:

- (a) in accordance with the budget approved by The Board; and
- (b) subject to any directions which may be given from time to time by The Board.

18.3. SIGNATURES

Subject to By-Law 18.4, all cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed on behalf of XBRL Australia, as the case may be:

- (a) by any Director; and
- (b) countersigned by:
 - (i) the Secretary; or
 - (ii) any other Officer appointed by The Board for that purpose.

18.4. CHEQUES

Subject to By-Law 18.3 any cheque drawn on any account of XBRL Australia may be signed or endorsed on behalf of XBRL Australia by any two Directors or Officers, who have been authorised by The Board for that purpose.

18.5. ENDORSEMENT ON CHEQUES

Cheques or other negotiable instruments paid to any account maintained by XBRL Australia for collection requiring the endorsement of XBRL Australia may be endorsed by the Secretary or by such other Officer of XBRL Australia as may be appointed by The Board for that purpose.

SCHEDULE 1
MEMBER'S FEES

All amounts referred to in this Schedule are in Australian Dollars and are exclusive of GST or any other taxes, levies or government imposts.

ENTRANCE FEES

There are no entrance fees payable on joining or applying for membership of XBRL Australia.

CHANGE OF MEMBERSHIP CLASS

There are no fees payable for a change in membership class.

ANNUAL SUBSCRIPTION

The Annual Subscription referred to in By-Law 6.1 shall be:

1. for a Sponsor, \$5000 per annum
2. for an Ordinary member, \$1000 per annum
3. for an Academic member, \$NIL per annum
4. for an Facilitator member, \$NIL per annum

MEMBERSHIP CLASSES, RIGHTS AND OBLIGATIONS

Membership Class	Membership Rights	Membership Obligations
Academic	<ul style="list-style-type: none"> - Participation in discussion groups, forums and projects. - Membership of XBRL International Inc. - Discounted admission and registration fees to XBRL International and XBRL Australia events. 	<ul style="list-style-type: none"> - Promote XBRL to students and others as part of their educational responsibilities.
Ordinary	<ul style="list-style-type: none"> - Participation in discussion groups, forums and projects. - Membership of XBRL International Inc. - Discounted admission and registration fees to XBRL International and XBRL Australia events. - Listing on XBRL Australia and XBRL International websites. 	<ul style="list-style-type: none"> - Pay annual subscription fee. - Incorporate XBRL into systems and products where appropriate. - Promote XBRL to contacts in the Australian business community whenever practical and appropriate.

<p>Sponsor</p>	<ul style="list-style-type: none"> - Right to create discussion groups, forums and projects. - Participation in discussion groups, forums and projects. - Membership of XBRL International Inc. - Discounted admission and registration fees to XBRL International and XBRL Australia events. - Listing on XBRL Australia and XBRL International websites. 	<ul style="list-style-type: none"> - Pay annual subscription fee. - Incorporate XBRL into systems and products where appropriate. - Promote XBRL to contacts in the Australian business community whenever practical and appropriate.
<p>Facilitator</p>	<ul style="list-style-type: none"> - Right to appoint one Director to The Board. - Right to create discussions groups, forums and projects. - Participation in discussion groups, forums and projects. - Membership of XBRL International Inc. - Discounted admission and registration fees to XBRL International and XBRL Australia events. - Listing on XBRL Australia and XBRL International websites. 	<ul style="list-style-type: none"> - Appoint one Director to The Board and ensure active participation. - By way of Ex Gratia payment only and at such times as each Facilitator may determine, underwrite any shortfall in revenue to cover incurred and expected expenses and other costs.

SCHEDULE 2
INITIAL CO-CHAIRS

Strategy Working Group:

David Hardidge

David Scott Stokes

Domain Working Group:

David Huxtable

Paul Phenix

Specification Working Group:

Geoff Shuetrim

Adrian Floate

Education Working Group:

James Richards

Hendrika Tibbitts

Liaison Working Group:

Brian Hollingworth

John Turner