

Constitution

The Australian Ceramics Association
ACN 001 535 502
(Company)

Table of contents

1	Definitions and interpretation	1
	1.1 Definitions	1
	1.2 Interpretation.....	1
2	Reading this constitution with the Corporations Act	1
3	Name of the Company	2
4	Type of company	2
5	Limited liability of Members	2
6	The guarantee	2
7	Definitions	2
8	Object of Company	2
9	Powers	2
10	Not-for-profit	3
11	Amending the constitution	3
12	Membership and register of Members	3
13	Classes of Member	4
14	Who can be a Member	5
15	How to become a Member	5
16	When a person becomes a Member	6
17	When a person stops being a Member	6
18	No notices	6
19	Disciplining Members	7
20	General Meetings	7
21	Member resolutions	9
22	Minutes of meetings	9
23	Auditor's right to attend meetings	9
24	Representatives of Members	9
25	Using technology to hold meetings	10
26	Appointment of proxy	10
27	Number of Directors	11
28	Election and appointment of Directors	11
29	Election of chairperson	11
30	Term of office	12
31	When a Director stops being a Director	12
32	Powers of Directors	12
33	Delegation of Directors' powers	13
34	Payments to Directors	13
35	Execution of documents	13
36	Duties of Directors	13
37	Conflicts of interest	14
38	Directors' meetings	14

39	Calling Directors' meetings	15
40	Chairperson for Directors' meetings	15
41	Quorum at Directors' meetings	15
42	Using technology to hold Directors' meetings	15
43	Passing Directors' resolutions	15
44	Circular resolutions of Directors	15
45	Secretary	16
46	Minutes and records	16
47	Financial and related records	17
48	By-laws	17
49	Notice	17
50	Notice to the Company	17
51	Notice to Members	17
52	When notice is taken to be given	18
53	Financial year	18
54	Indemnity, insurance and access	18
55	Insurance	18
56	Directors' access to documents	19
57	Winding up	19
58	Distribution of Surplus Assets	19

CONSTITUTION OF THE AUSTRALIAN CERAMICS ASSOCIATION

ACN 001 535 502 (Company)

Preliminary

1 Definitions and interpretation

1.1 Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

Annual General Meeting means the annual general meeting of the Association held under clause 20.2;

Corporations Act means the *Corporations Act 2001* (Cth);

Director means any person occupying the position of a director of the Company;

General Meeting means any meeting of Members and includes the Annual General Meeting;

Existing Member means a person who is a current Member of the Company at the time this constitution is resolved to come into force by the Company;

Member means any member admitted in accordance with this constitution and registered in the register of Members in any class;

Member Present means, in connection with a General Meeting, a Member present in person, by representative or by proxy at the venue or venues for the meeting;

President means a person elected by the Directors to be the Company's president under clause 29;

Registered Charity means a charity that is registered under the ACNC Act;

Secretary means any person appointed to perform the duties of a secretary of the Company;

Special Resolution means a resolution that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution; and

Surplus Assets means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

1.2 Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

2 Reading this constitution with the Corporations Act

2.1 The replaceable rules set out in the Corporations Act do not apply to the Company.

2.2 While the Company is a Registered Charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.

- 2.3 If the Company is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.
- 2.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

3 Name of the Company

The name of the Company is The Australian Ceramics Association.

4 Type of company

The Company is a not-for-profit public company limited by guarantee.

5 Limited liability of Members

The liability of Members is limited to the amount of the guarantee in clause 6.

6 The guarantee

Each Member must contribute an amount not more than \$5 (the guarantee) to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the Member stopped being a Member; or
- (b) costs of winding up.

7 Definitions

In this constitution, words and phrases have the meaning set out in clauses 1 and 2.

8 Object of Company

The Company's object is to pursue the following purpose(s):

- (a) To advance culture in the area of ceramics by:
 - (i) fostering a lively, engaged ceramics community throughout Australia;
 - (ii) publishing The Journal of Australian Ceramics, supporting ceramic artists in their studio practice, advocating for excellence in ceramics education and training and providing opportunities for members of the Australian community to recognise, experience and value ceramics in their daily lives;
- (b) To promote education in the area of ceramics.

9 Powers

Subject to clause 10, the Company has the following powers, which may only be used to carry out its purpose(s) set out in clause 8:

- (a) the powers of an individual; and

- (b) all the powers of a company limited by guarantee under the Corporations Act.

10 Not-for-profit

- 10.1 The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in clauses 10.2 and 57.
- 10.2 Clause 10.1 does not stop the Company from doing the following things, provided they are done in good faith:
- (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company; or
 - (b) making a payment to a Member in carrying out the Company's purpose(s).
- 10.3 A Member must not participate in any decision to approve payments that are provided to them under clause 10.2(a) or 10.2(b).

11 Amending the constitution

- 11.1 The Members may amend this constitution by passing a Special Resolution at a General Meeting.
- 11.2 The Company must comply with any provision of the Corporations Act with regard to any consent which may have previously been required to the amendment of this constitution.

12 Membership and register of Members

- 12.1 The members of the Company are:
- (a) the Existing Members; and
 - (b) any other person that the Directors allow to be a Member, in accordance with this constitution.
- 12.2 The Company must establish and maintain a register of Members. The register of Members must be kept by the Secretary and must contain:
- (a) for each current Member:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices
 - (iv) the class of Member; and
 - (v) date the Member was entered on to the register.
 - (b) for each person who stopped being a Member in the last 7 years:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address nominated by the Member for the service of notices; and

(iv) dates the Membership started and ended.

12.3 The Company must give Members access to the register of Members.

12.4 Information that is accessed from the register of Members must only be used in a manner relevant to the interests or rights of Members.

13 Classes of Member

The Company has the following classes of Members:

(a) Honorary Members:

- (i) The Directors may invite a person or persons to be Honorary Members of the Company without payment and for the period and on the conditions the Directors determine.
- (ii) Honorary Members have all the rights of other Members except that they are not eligible:
 - (A) to be a Director;
 - (B) to vote at General Meetings; or
 - (C) obtain insurance through the Company.
- (iii) The total number of Honorary Members must not exceed 2% of the total number of Members.

(b) Members

- (i) Any natural person who in the opinion of the Directors is a ceramicist of high standing or is interested in furthering the aims of the Company may be admitted as a Member.
- (ii) Members have all the rights ascribed to Members under this Constitution including but not limited to eligibility to be a Director, to vote at General Meetings and to obtain insurance through the company.

(c) Group Members

- (i) Any incorporated or unincorporated entity which in the opinion of the Directors is interested in furthering the aims of the Company may be admitted as a Group Member.
- (ii) Group Members:
 - (A) have all the rights of other Members;
 - (B) are eligible to have their representative be a Director;
 - (C) are eligible vote at General Meetings;
 - (D) are not eligible to obtain insurance through the Company.

(d) Student Members

- (i) Any person who in the opinion of the Directors is interested in furthering the aims of the Company may be admitted as a Student Member.
- (ii) Student Members:
 - (A) have all the rights of other Members;

- (B) are eligible to be a Director;
 - (C) are eligible vote at General Meetings;
 - (D) are not eligible obtain insurance through the Company.
- (e) Overseas Members
- (i) Any person or incorporated or unincorporated entity resident outside of Australia who in the opinion of the Directors is interested in ceramics may be admitted as an Overseas Member.
 - (ii) Overseas Members:
 - (A) have all the rights of other Members;
 - (B) are eligible to be a Director;
 - (C) are eligible to vote at General Meetings;
 - (D) are not eligible obtain insurance through the Company.
- (f) Life Members
- (i) On the recommendation of the Directors any Member or ceramicist of distinction may be elected a Life Member at any General Meeting by the vote of two thirds of the Members present and voting.
 - (ii) Life Members
 - (A) have all the rights of other Members;
 - (B) are eligible to be a Director;
 - (C) are eligible to vote at General Meetings;
 - (D) may obtain insurance through the Company on payment of the insurance fee.

14 Who can be a Member

- 14.1 A person who supports the purposes of the Company and pays the membership fee determined by the Company from time to time is eligible to apply to be a Member of the Company under clause 15.
- 14.2 In this clause a 'person' means an individual or an incorporated or unincorporated body.

15 How to become a Member

- 15.1 An applicant for Membership must complete and send to the Secretary an application for Membership in the form that is prescribed by the Directors from time to time.
- 15.2 On receipt of an application the Secretary must:
- (a) review the application to confirm that it contains the information required in the form prescribed in clause 15.1; and
 - (b) if the application does not satisfy the conditions in clause 15.1, reject the application; or
 - (c) if the application does satisfy the conditions in clause 15.1, refer the application to the Directors for consideration.

- 15.3 The Directors must consider an application for Membership within a reasonable time after the Secretary receives the application.
- 15.4 The Directors may conduct the consideration of applicants in any way they consider expedient.
- 15.5 If the Directors approve an application, the Secretary must as soon as possible:
- (a) enter the new Member on the register of Members from the date that the Secretary determined that the applicant meets the requirements for Membership; (clause 15.2(c); and
 - (b) write to the applicant to tell them that their application was approved and the date that their Membership started (see clause 16).
- 15.6 If the Directors reject an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons, and refund any membership fee paid.

16 When a person becomes a Member

Other than Existing Members, an applicant will become a Member from the date they are entered on the register as becoming a Member. (clause 15.5(a))

17 When a person stops being a Member

A person immediately stops being a Member if they:

- (a) die;
- (b) resign, by writing to the Secretary;
- (c) are expelled under clause 19; or
- (d) have not paid the prescribed fee when due.

18 No notices

- 18.1 A Member may elect to opt-out of receiving notices or other communications from the Company by notifying the Secretary in writing.
- 18.2 A Member who opts-out under clause 18.1:
- (a) is not eligible to attend or vote at General Meetings;
 - (b) may reverse the op-out election at any time by notice in writing to the Secretary.
- 18.3 An opt-out election does not apply to notices relating to the payment of membership fees or other money payable to the Company.

19 Disciplining Members

- 19.1 In accordance with this clause, the Directors may resolve to warn, suspend or expel a Member from the Company if the Directors consider that:
- (a) the Member has breached this constitution; or
 - (b) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.
- 19.2 At least 14 days before the Directors' meeting at which a resolution under clause 19.1 will be considered, the Secretary must notify the Member in writing:
- (a) that the Directors are considering a resolution to warn, suspend or expel the Member;
 - (b) that this resolution will be considered at a Directors' meeting and the date of that meeting;
 - (c) what the Member is said to have done or not done;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the Member may provide an explanation to the Directors, and details of how to do so.
- 19.3 Before the Directors pass any resolution under clause 19.1, the Member must be given a chance to explain or defend themselves by:
- (a) sending the Directors a written explanation before that Directors' meeting; and/or
 - (b) speaking at the meeting.
- 19.4 After considering any explanation under clause 19.3, the Directors may:
- (a) take no further action;
 - (b) warn the Member;
 - (c) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (d) expel the Member;
 - (e) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause); or
 - (f) require the matter to be determined at a General Meeting.
- 19.5 The Directors cannot fine a Member.
- 19.6 The Secretary must give written notice to the Member of the decision under clause 19.4 as soon as possible.
- 19.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 19.8 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

20 General Meetings

- 20.1 The Secretary must give at least 21 clear days' written notice of each General Meeting to each Member entitled to attend the General Meeting.

- 20.2 An Annual General Meeting of the Association must be held not later than five months after the end of each Financial Year at a time and place prescribed by the Directors.
- 20.3 The business of an Annual General Meeting is:
- (a) to confirm the minutes of the previous Annual General Meeting;
 - (b) to receive and consider the reports of the Directors;
 - (c) to receive and consider the accounts, statements and reports required by the Charities Legislation;
 - (d) to elect the required number of Directors for the ensuing year;
 - (e) set membership fees for the ensuing year; and
 - (f) to deal with any business of which due notice has been given in writing.
 - (g) to deal with all business and notices of motion which have been given to the Secretary in accordance with clause 21.
- 20.4 The Directors may by resolution at a validly convened meeting of Directors, call a General Meeting other than an Annual General Meeting at any time.
- 20.5 Every notice convening a General Meeting that is not an Annual General Meeting must be in writing and specify the place the day and the hour of the meeting and any information concerning the business proposed to be transacted as is required to be given by this constitution or the Corporations Act.
- 20.6 Subject to 20.7, at a General Meeting, seven Members who are present and entitled to vote will be a quorum.
- 20.7 If a quorum is not present within 15 minutes of the time fixed for a General Meeting, the General Meeting will be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within 15 minutes of the time appointed for the meeting, then the Members present will be a quorum.
- 20.8 The President, if present, chairs all General Meetings. In the absence of the President the Directors present must elect one of their number to chair the General Meeting.
- 20.9 Subject to this constitution, questions arising at a General Meeting will be decided by a show of hands unless a poll is demanded by not less than five Members and the decision will be deemed a decision of the General Meeting. If there is an equality of votes, the chair of the meeting will have a second or casting vote.
- 20.10 At a General Meeting, unless a poll is demanded by the chair or by at least five Members present and entitled to vote at the General Meeting, a declaration by the chair that a resolution has been:
- (a) carried, or carried by a particular majority; or
 - (b) lost, or not carried by a particular majority;
- and any entry to that effect in the book of proceedings of the Association will be conclusive evidence of that fact without requiring proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 20.11 If a poll is demanded by the chair or by at least five Members present and entitled to vote at the General Meeting, it will be taken in the manner and at the time and place as the chair directs and either at once or after an interval or adjournment or otherwise and the result of the poll will be deemed to be the resolution of the General Meeting at which the poll was demanded. The demand for a poll may be withdrawn. If there is any dispute as to the admission or rejection of a vote, the chair must determine the dispute and any determination made in good faith is final and conclusive.

- 20.12 The chair may, with the consent of the General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

21 Member resolutions

- 21.1 Members may give the Secretary notice of a resolution that they propose to move at the next General Meeting.
- 21.2 Any notice under clause 21.1 must:
- (a) be in writing;
 - (b) set out the wording of the proposed resolution;
 - (c) be signed by not less than 10 Members proposing to move the resolution; and
 - (d) be given to the Secretary before or during the period set out in clause 21.3.
- 21.3 Prior to each General Meeting the Secretary must give the Members written notice of:
- (a) the proposed date of the next General Meeting; and
 - (b) the last date on which resolutions under clause 21.1 may be delivered to the Secretary.
- 21.4 The date specified under clause 21.3(b) must be at least:
- (a) 10 days after the date of the notice under clause 21.3; and
 - (b) 28 days prior to the proposed date of the General Meeting.

22 Minutes of meetings

The Directors must cause minutes to be kept in books provided for the purpose of recording:

- (a) all appointments of Directors made at the Annual General Meeting or by the Board, or of any business conducted at any General Meetings;
- (b) the names of the Directors present at each meeting of the Directors; and
- (c) all resolutions and proceedings at all meetings of the Company.

23 Auditor's right to attend meetings

- 23.1 The Company's auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 23.2 The Company must give the auditor (if any) any communications relating to the General Meeting that a Member of the Company is entitled to receive.

24 Representatives of Members

- 24.1 An incorporated or unincorporated body which is a Member may appoint as a representative:
- (a) one individual to represent the Member at meetings; and

- (b) the same individual or another individual for the purpose of being appointed or elected as a Director.
- 24.2 The appointment of a representative by a Member must:
- (a) be in writing;
 - (b) include the name of the representative;
 - (c) be signed on behalf of the Member; and
 - (d) be given to the Company or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 24.3 A representative has all the rights of a Member relevant to the purposes of the appointment as a representative.
- 24.4 The appointment may be standing (ongoing).

25 Using technology to hold meetings

- 25.1 The Company may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

26 Appointment of proxy

- 26.1 A Member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 26.2 A proxy does not need to be a Member.
- 26.3 A proxy appointed to attend and vote for a Member has the same rights as the Member to:
- (a) speak at the meeting; and
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment).
- 26.4 An appointment of proxy (proxy form) must be signed by the Member appointing the proxy and must contain:
- (a) the Member's name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meeting(s) at which the appointment may be used.
- 26.5 A proxy appointment may be standing (ongoing).
- 26.6 Proxy forms must be received by the Company at the address stated in the notice under clause 20.1 or at the Company's registered address at least 48 hours before a meeting.
- 26.7 A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- 26.8 Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:

- (a) dies;
- (b) is mentally incapacitated;
- (c) revokes the proxy's appointment; or
- (d) revokes the authority of a representative or agent who appointed the proxy.

26.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

27 Number of Directors

The Company must have at least three and no more than seven Directors.

28 Election and appointment of Directors

- 28.1 The existing Directors are the people who have agreed to act as Directors and who are named as Directors in the records of the Company at the time this constitution is resolved to come into force by the Company.
- 28.2 Apart from the existing Directors and Directors appointed under clause 28.5 the Members may elect a Director by a resolution passed in a General Meeting.
- 28.3 Each of the Directors must be appointed by a separate resolution, unless:
- (a) the Members present have first passed a resolution that the appointments may be voted on together; and
 - (b) no votes were cast against that resolution.
- 28.4 A person is eligible for election as a Director of the Company if he or she:
- (a) is a Member of the Company;
 - (b) is nominated and seconded in writing by two Members entitled to vote at least fourteen days prior to the annual General Meeting;
 - (c) give the Company their signed consent to act as a Director of the Company; and
 - (d) are not ineligible to be a Director under the Corporations Act.
- 28.5 The Directors may appoint a person as a Director to fill a casual vacancy or as an additional Director if that person:
- (a) is a Member of the Company;
 - (b) gives the Company their signed consent to act as a Director of the Company; and
 - (c) is not ineligible to be a Director under the Corporations Act or the ACNC Act.
- 28.6 If the number of Directors is reduced to fewer than three or is less than the number required for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to three (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.

29 Election of chairperson

The Directors must elect a Director as the Company's President and to fill any other offices the Directors deem necessary.

30 Term of office

- 30.1 At each annual General Meeting:
- (a) any Director appointed by the Directors to fill a casual vacancy or as an additional Director must retire; and
 - (b) at least one-third of the remaining Directors must retire.
- 30.2 The Directors who must retire at each annual General Meeting under clause 30.1(b) will be the Directors who have been longest in office since last being elected. Where Directors were elected on the same day, the Director(s) to retire will be decided by lot unless they agree otherwise.
- 30.3 Other than a Director appointed under clause 28.5, a Director's term of office starts at the end of the annual General Meeting at which they are elected and ends at the end of the annual General Meeting at which they retire.
- 30.4 Each Director must retire at least once every three years.
- 30.5 A Director who retires under clause 30.1 may nominate for election or re-election, subject to clause 30.6.
- 30.6 A Director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a Special Resolution.

31 When a Director stops being a Director

A Director stops being a Director if they:

- (a) give written notice of resignation as a Director to the Company;
- (b) die;
- (c) are removed as a Director by a resolution of the Members;
- (d) stop being a Member of the Company;
- (e) are a representative of a Member, and that Member stops being a Member;
- (f) are a representative of a Member, and the Member notifies the Company that the representative is no longer a representative;
- (g) are absent for 3 consecutive Directors' meetings without approval from the Directors;
or
- (h) become ineligible to be a Director of the Company under the Corporations Act or the ACNC Act.

32 Powers of Directors

- 32.1 The Directors are responsible for managing and directing the activities of the Company to achieve the purposes set out in clause 8.
- 32.2 The Directors may use all the powers of the Company except for powers that, under the Corporations Act or this constitution, may only be used by Members.
- 32.3 The Directors must decide on the responsible financial management of the Company including:
- (a) any suitable written delegations of power under clause 32; and

- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

32.4 The Directors cannot remove a Director or auditor. Directors and auditors may only be removed by a Members' resolution at a General Meeting.

33 Delegation of Directors' powers

33.1 The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate.

33.2 The delegation must be recorded in the Company's minute book.

34 Payments to Directors

34.1 The Company must not pay fees to a Director for acting as a Director.

34.2 The Company may:

- (a) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
- (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.

34.3 Any payment made under clause 34.2 must be approved by the Directors.

34.4 The Director receiving payment under 34.2 cannot participate in any discussion of or vote in relation to the payment.

34.5 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Corporations Act) and this constitution.

35 Execution of documents

The Company may execute a document without using a common seal if the document is signed by:

- (a) two Directors of the Company; or
- (b) a Director and the Secretary.

36 Duties of Directors

The Directors must comply with their duties as Directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in clause 8;
- (c) not to misuse their position as a Director;

- (d) not to misuse information they gain in their role as a Director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 37;
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the Company to operate while it is insolvent.

37 Conflicts of interest

- 37.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):
- (a) to the other Directors; or
 - (b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.
- 37.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.
- 37.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clauses 37.4:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 37.4 A Director may still be present and vote if:
- (a) their interest arises because they are a Member of the Company, and the other Members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company (see clause 55);
 - (c) their interest relates to a payment by the Company under clause 54 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Director to vote on the matter; or
 - (e) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

38 Directors' meetings

- 38.1 The Directors may decide how often, where and when they meet.
- 38.2 The Directors may allow any person they think fit to attend all or part of any Directors meeting with or without the right to address the meeting.

39 Calling Directors' meetings

- 39.1 A Director may call a Directors' meeting by giving reasonable notice to all of the other Directors.
- 39.2 A Director may give notice in writing or by any other means of communication that has previously been agreed to by all of the Directors.

40 Chairperson for Directors' meetings

- 40.1 The Elected President is entitled to chair Directors' meetings.
- 40.2 The Directors at a Directors' meeting may choose a Director to be the chairperson for that meeting if the President has sent an apology or is:
- (a) not present within 30 minutes after the starting time set for the meeting; or
 - (b) present but does not want to act as chairperson of the meeting.

41 Quorum at Directors' meetings

- 41.1 Unless the Directors determine otherwise, the quorum for a Directors' meeting is a majority (more than 50%) of Directors.
- 41.2 A quorum must be present for the whole Directors' meeting.

42 Using technology to hold Directors' meetings

- 42.1 The Directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Directors.
- 42.2 The Directors' agreement may be a standing (ongoing) one.
- 42.3 A Director may only withdraw their consent within a reasonable period before the meeting.

43 Passing Directors' resolutions

A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

44 Circular resolutions of Directors

- 44.1 The Directors may pass a circular resolution without a Directors' meeting being held.
- 44.2 A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 44.3 or clause 44.4.
- 44.3 Each Director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

- 44.4 The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 44.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in clause 44.3 or clause 44.4.

45 Secretary

- 45.1 The Company must have at least one Secretary, who may also be a Director.
- 45.2 A Secretary must be appointed by the Directors (after giving the Company their signed consent to act as Secretary of the Company) and may be removed by the Directors.
- 45.3 The Directors must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 45.4 The role of the Secretary includes:
- (a) maintaining a register of the Company's Members; and
 - (b) maintaining the minutes and other records of General Meetings (including notices of meetings), Directors' meetings and circular resolutions.

46 Minutes and records

- 46.1 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of General Meetings;
 - (b) minutes of circular resolutions of Members; and
 - (c) a copy of a notice of each General Meeting.
- 46.2 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees); and
 - (b) minutes of circular resolutions of Directors.
- 46.3 To allow Members to inspect the Company's records:
- (a) the Company must give a Member access to the records set out in clause 46.1; and
 - (b) the Directors may authorise a Member to inspect other records of the Company, including records referred to in clause 46.2 and clause 47.1.
- 46.4 The Directors must ensure that minutes of a General Meeting or a Directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting; or
 - (b) the chairperson of the next meeting.
- 46.5 The Directors must ensure that minutes of the passing of a circular resolution (of Members or Directors) are signed by a Director within a reasonable time after the resolution is passed.

47 Financial and related records

- 47.1 The Company must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 47.2 The Company must also keep written records that correctly record its operations.
- 47.3 The Company must retain its records for at least 7 years.
- 47.4 The Directors must take reasonable steps to ensure that the Company's records are kept safe.

48 By-laws

- 48.1 The Directors may pass a resolution to make by-laws to give effect to this constitution.
- 48.2 Members and Directors must comply with by-laws as if they were part of this constitution.

49 Notice

- 49.1 Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 50 to 52, unless specified otherwise.
- 49.2 Clauses 50 to 52 do not apply to a notice of proxy under clause 26.6.

50 Notice to the Company

Written notice or any communication under this constitution may be given to the Company, the Directors or the Secretary by:

- (a) delivering it to the Company's registered office;
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the Company to the Members as the Company's email address or other electronic address; or
- (d) sending it to the fax number notified by the Company to the Members as the Company's fax number.

51 Notice to Members

- 51.1 Written notice or any communication under this constitution may be given to a Member:
- (a) in person;
 - (b) by posting it to, or leaving it at the address of the Member in the register of Members or an alternative address (if any) nominated by the Member for service of notices;
 - (c) sending it to the email or other electronic address nominated by the Member as an alternative address for service of notices (if any);
 - (d) sending it to the fax number nominated by the Member as an alternative address for service of notices (if any); or

- (e) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).

51.2 If the Company does not have an address for the Member, the Company is not required to give notice in person.

52 When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and
- (d) given under clause 51.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

53 Financial year

53.1 The Company's financial year is from 1 July to 30 June, unless the Directors pass a resolution to change the financial year.

54 Indemnity, insurance and access

54.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.

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

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

- (a) to the extent that the Company is not precluded by law (including the Corporations 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).

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

55 Insurance

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

56 Directors' access to documents

- 56.1 A Director has a right of access to the financial records of the Company at all reasonable times.
- 56.2 If the Directors agree, the Company 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.

57 Winding up

If the Company is wound up:

- (a) the Company must be wound up in the manner required by the Corporations Act; and
- (b) any Surplus Assets must not be distributed to a Member or a former Member of the Company, unless that Member or former Member is a charity described in clause 58.1.

58 Distribution of Surplus Assets

- 58.1 Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 8; and
 - (b) which also prohibit the distribution of any Surplus Assets to its Members to at least the same extent as the Company.
- 58.2 The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.

This constitution was adopted by a special resolution of the Members on 2016.

UPDATES TO THIS DOCUMENT

AGM, 7 OCTOBER 2021

7.1 A proposed amendment to the Constitution to remove the requirement for an Honorary Member to be TACA member.

CONSTITUTION 13 (a) (i)

Current wording: The Directors may invite **members** to be Honorary Members of the company without payment and for the period and on the conditions the Directors determine.

Proposed wording: The Directors may invite **a person or persons** to be Honorary Members of the company without payment and for the period and on the conditions the Directors determine.

MOTION: that the word “members” in the CONSTITUTION 13 (a) (i) be replaced by “a person or persons”. Proposed: Mike Hall; seconded Kate Jones; all in favour