

Constitution of Screen Canberra Limited

A Public Company Limited by Guarantee

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Constitution of Screen Canberra Limited

PART A COMPANY NAME AND TYPE

1. Company Name

- 1.1 The name of the Company is Screen Canberra Limited (**Company**).
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2. Company Type

- 2.1 The Company is a public company limited by guarantee under the Act.
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3. Interpretation

- 3.1 In this Constitution, unless there is something in the subject or context which is inconsistent:
- (a) **“Act”** means the Corporations Act 2001 (Cth);
 - (b) **“Annual General Meeting”** means an annual general meeting of the Company duly called and held in accordance with clause 15;
 - (c) **“Board”** means the Board of Directors elected or appointed in accordance with this Constitution;
 - (d) **“Business Day”** means a day except a Saturday or Sunday or other public holiday in the Australian Capital Territory.
 - (e) **“By-Law”** means the by-laws of the Company as created and amended from time to time in accordance with clause 57;
 - (f) **“Chair”** means the person appointed to preside at any General Meeting of the Company or any meeting of the Board of Directors as specified in this Constitution;
 - (g) **“Constitution”** means this Constitution as amended or supplemented from time to time;
 - (h) **“Company”** means the Company referred to in sub-clause 1.1;
 - (i) **“Deputy Chair”** means the Deputy Chair appointed under clause 40;
 - (j) **“Director”** means a person who holds the position of a Director of the Company;
 - (k) **“Financial Member”** means a Member who has paid all Membership Fees due and payable under clause 11;
 - (l) **“General Meeting”** means the Annual General Meeting or any Special General Meeting of the Company;
 - (m) **“Majority”** means over fifty per cent (50%);

- (n) **“Member”** means a Member of the Company pursuant to clause 7;
- (o) **“Nominations Committee”** has the meaning provided in clause 26.
- (p) **“Non-Financial Member”** means a Member who has not paid their annual Membership Fee, in full, by:
 - (i) the 1 July in any year, or
 - (ii) such other due date that the Board determines in accordance with sub-clause 12.1; unless they cease to be a member in accordance with paragraph 12.1(b).
- (q) **“Objectives”** means the Objectives of the Company as set out in clause 5;
- (r) **“Secretary”** means the person appointed as the Secretary of the Company in accordance with this Constitution and includes any assistant or acting secretary;
- (s) **“Special General Meeting”** means a special general meeting of the Company; and
- (t) **“Voting Member”** means a member who is also a Financial Member.

3.2 In this Constitution, unless the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) words of one gender include any gender;
- (c) a reference to persons includes a natural person and any partnership, association, body, an authority or entity whether incorporated or not;
- (d) a reference to a person includes the legal personal representatives, employees, agents, contractors successors and permitted assigns of that person;
- (e) the words “writing” and “written” include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (f) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (g) a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (h) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
- (i) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.
- (j) a clause that deals with an expression with a special meaning in a particular Part or Division of the Act, has the same meaning as that Part or Division of the Act, unless a contrary intention appears.

4. Replaceable Rules

4.1 Subject to Part 28.4 of the Act, the replaceable rules do not apply to the Company.

5. Objectives

5.1 The Objectives of the Company are to:

- (a) develop and maintain a thriving Screen Industry in the Australian Capital Territory, its surrounding region and nationally;
 - (b) represent the interests of the Screen Industry in the Australian Capital Territory, its surrounding region and nationally, in dealings with all levels of government;
 - (c) develop and deepen the skills, expertise, and services of all participants in the Screen Industry in the Australian Capital Territory, its surrounding region and nationally;
 - (d) foster and maintain effective working relationships between the Screen Industry and financiers in the Australian Capital Territory, its surrounding region, nationally and internationally;
 - (e) foster and maintain effective working relationships between the Screen Industry and all other relevant industries and community groups in the Australian Capital Territory, its surrounding region, nationally and internationally;
 - (f) generally promote the achievements, skills, and expertise of the participants of the Screen Industry in the Australian Capital Territory, its surrounding region, nationally and internationally;
 - (g) undertake such further and other initiatives as the Board determines in the best interests of the Screen Industry, or a part of it, in the Australian Capital Territory and its surrounding region.
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6. Company Powers

6.1 The Company can only exercise the powers in section 124(1) of the Act to:

- (a) carry out the Objectives of the Company set out in clause 5; and
- (b) do all things incidental or convenient in relation to the exercise of a power under paragraph 6.1(a).

PART B MEMBERSHIP

7. Admission

7.1 The Members of the Company are:

- (a) the persons who are specified in the application for registration of the Company as persons who consent to becoming Members; and
- (b) any other person admitted to membership in accordance with this Constitution.

8. Membership Process

- 8.1 Every applicant for membership of the Company must submit an application to the Board in a form approved by the Board from time to time (**Membership Application**) which must:
- (a) be in writing;
 - (b) be signed by the applicant;
 - (c) be accompanied by the membership fee; and
 - (d) include a statement of intention to become a Director of the Company.
- 8.2 The Board must consider any valid Membership Application at the next Board Meeting after the Board receives the Member Application.
- 8.3 In considering the Membership Application, the Board must have regard to whether the proposed Member satisfies the requirements to be a Director as set out in clause 25.1.
- 8.4 The Board is not required to give any reason for rejecting a Membership Application.
- 8.5 If the Board rejects a Membership Application, the Secretary must:
- (a) notify the applicant in writing; and
 - (b) return the applicant's membership fee (if any).

9. Rights of Members

Members have:

- (a) the right to attend, speak and vote at all General Meetings; and
- (b) such further and other rights as the Board determines from time to time.

10. Members Obligations

- 10.1 The Constitution is a contract between each Member and the Company and each Member agrees to be bound by the Constitution and By-Laws.
- 10.2 All Members must comply with and observe the Constitution and By-Laws and any determination or resolution which is validly made or passed by the Company or the Board.
- 10.3 All Members submit to the jurisdiction of the Australian Capital Territory in respect of any disputes between a Member and the Company or a Member and another Member.

11. Membership Fee

- 11.1 Each Member must pay an annual membership fee as determined by the Board from time to time (**Membership Fee**).
- 11.2 The Board may alter the Membership Fee from time to time, as it sees fit.

- 11.3 The Membership Fee covers the 12 month period from 1 July to 30 June and is due for payment on 1 July each year or any other time as the Board may determine from time to time.

12. Non payment of Membership Fees

- 12.1 A Member whose membership fees are in arrears:
- (a) by less than 3 months - is a Non-Financial Member; or
 - (b) by 3 months or more - ceases to be a Member.
- 12.2 The Board may, at its sole discretion and on such terms as it thinks fit, reinstate a Member if the Member pays all their arrears of membership fees.

13. Cessation of Membership

- 13.1 In addition to paragraph 12.1(b), a Member ceases to be a Member if they:
- (a) give the Secretary written notice of their resignation;
 - (b) become of unsound mind or a person whose estate becomes liable to be dealt with in any way under a law relating to mental health;
 - (c) enter into liquidation (otherwise than for the purpose of reconstruction or amalgamation) or if a receiver or official manager or provisional liquidator is appointed;
 - (d) commit an act of bankruptcy;
 - (e) in the opinion of the Board, refuse or neglect to comply with the provisions of this Constitution;
 - (f) are guilty of any conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interest of the Company; or
 - (g) fail to be elected as a Director within three months of being admitted into membership or otherwise cease to be a Director.
- 13.2 For the avoidance of doubt, if paragraphs 13.1(e) to 13.1(f) apply to a Member, the Board must pass a resolution to terminate that Member's membership and the Secretary must notify the Member in writing of the termination and provide the reasons for the termination.

14. Appeal to Cessation of Membership

- 14.1 If any Member ceases to be a Member as a result of paragraph 13.1(e) or 13.1(f) (**Terminated Member**), the Terminated Member may lodge a written appeal (**Appeal**) to the Secretary to be reinstated.
- 14.2 If the Terminated Member lodges an Appeal in accordance with paragraph 14.1, the Board must call and hold a Special General Meeting within 30 Business Days of the Secretary receiving the Appeal.
- 14.3 The only business at the Special General Meeting under sub-clause 14.2 will be to determine whether the Terminated Member should be reinstated.

- 14.4 The Board must, at least 10 Business Days prior to the Special General Meeting, provide the Terminated Member with a written notice of the intended special resolution to affirm their decision to terminate the Member's membership.
- 14.5 The Special General Meeting will be held in accordance with this Constitution.
- 14.6 The Terminated Member must be given an opportunity to present their case for reinstatement, orally, or in writing, at the Special General Meeting.
- 14.7 The Terminated Member remains a non-member unless and until the Special General Meeting overturns the Board's decision by special resolution, in which case the Terminated Member is reinstated as a Member.

PART C GENERAL MEETINGS

15. Annual General Meeting

The Company must hold an Annual General Meeting, each year, in accordance with the Act.

16. Special General Meetings

- 16.1 All General Meetings, other than an Annual General Meeting, are Special General Meetings.
- 16.2 The Board may convene a Special General Meeting:
- (a) as required under this Constitution;
 - (b) as required under the Act; and
 - (c) at any time it thinks fit.
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17. General Meetings

- 17.1 The Board must give at least 21 Days notice of every General Meeting to:
- (a) every Voting Member, except those Voting Members who (having no registered address within Australia) have not supplied to the Company an address within Australia;
 - (b) every Director; and
 - (c) the auditor or auditors of the Company,
- except:
- (d) for special resolutions which requires notice in accordance with the Act; and
 - (e) where there is an agreement for shorter notice between the Voting Members
- 17.2 A notice of a General Meeting must include:
- (a) the place of the meeting

- (b) the date of the meeting;
 - (c) the time of the meeting; and
 - (d) the business to be transacted at the General Meeting.
- 17.3 A General Meeting may, at the sole discretion of the Board, be held in two or more places linked together by any technology that:
- (a) gives the Members present at those places a reasonable opportunity to participate in proceedings;
 - (b) enables the Chair to be aware of proceedings in each place; and
 - (c) enables the Members in each place to vote on a show of hands and on a poll.
- 17.4 If a General Meeting is to be held in two or more places in accordance with sub-clause 17.3:
- (a) a Member present at one of the places is taken to be present at the General Meeting; and
 - (b) the Chair of that General Meeting may determine, at its sole discretion, which place the meeting is taken to have been held.
- 17.5 Subject to the Act, the Board may postpone, cancel or change the venue of a General Meeting by giving at least 5 Business Days written notice before the time the General Meeting was to be held to:
- (a) every Voting Member;
 - (b) every Director; and
 - (c) the auditor(s) of the Company.
- 17.6 A notice postponing, cancelling or changing the venue for a General Meeting must specify the new date, time and place of the General Meeting.

PART D PROCEEDINGS AT GENERAL MEETINGS

18. Quorum for General Meetings

- 18.1 For the purpose of this clause, "Voting Member" includes a person attending as a proxy of a Voting Member.
- 18.2 The Quorum for a General Meeting is more than 50% of Voting Members.
- 18.3 No business can be transacted at a General Meeting unless the Quorum for a General Meeting is present.
- 18.4 If the Quorum for a General Meeting is not present within 30 minutes after the time scheduled for the start of the General Meeting, as stated in the notice of the General Meeting, the meeting:
- (a) if convened by the requisition of Voting Members - is dissolved; and
 - (b) in any other case - stands adjourned to:

- (i) the same day in the following week at the same time and place; or
- (ii) to such other day, time and place as the Chair determines.

18.5 If the Quorum for a General Meeting is not present within 30 minutes of the time scheduled for the start of an adjourned meeting, 7 or more Voting Members present in person or by proxy will constitute a quorum for that adjourned meeting only.

19. Presiding at Meetings

19.1 The Chair presides at every General Meeting.

19.2 If:

- (a) there is no Chair; or
- (b) the Chair is not present within 15 minutes after the time scheduled for the General Meeting; or
- (c) the Chair is unwilling or unable to act,

the Voting Members present will elect a Voting Member to be Chair for that meeting only.

20. Adjourning Meeting

20.1 The Voting Members present at a General Meeting may, by Majority resolution, adjourn the meeting from time to time and place to place.

20.2 If a General Meeting is adjourned for 30 Business Days or more, the Secretary must give all Members notice of the time and place of the adjourned General Meeting 20 Business Days prior to the adjourned General Meeting.

20.3 The business transacted at any adjourned meeting must only be the business left unfinished at the General Meeting from which the adjournment took place.

20.4 A notice of an adjourned meeting does not need to state the business to be transacted.

21. Proceedings and Voting

21.1 At any General Meeting a resolution put to the vote will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by at least 2 Members present in person or by proxy.

21.2 A resolution is passed if it is supported by a Majority of Voting Members present at a General Meeting in person or by proxy.

21.3 Either of the following are conclusive evidence of the result of a resolution, except where a poll is demanded

- (a) a declaration by the Chair that a resolution has on a show of hands been carried (unanimously or by a particular majority) or lost; and
- (b) an entry in the minutes of the Company showing the result of the resolution.

- 21.4 The Chair of a General Meeting has no second or casting vote.
- 21.5 Any poll must be taken in such a manner as the Chair directs.
- 21.6 The result of any poll is the resolution of the General Meeting at which the poll was demanded.
- 21.7 Notwithstanding sub-clause 21.5, a poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- 21.8 A Non-Financial Member must not attend, speak or vote at any General Meeting.
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22. Proxy

- 22.1 A Voting Member may, by written instrument, appoint another person to act as their proxy to attend, speak and vote in their place at a General Meeting.
- 22.2 An instrument appointing a proxy is not valid, and must not be recognised by the Chair of the General Meeting, unless it complies with this clause 22.
- 22.3 A Voting Member who wishes to appoint another person to act as their proxy must notify the Secretary of their intention to vote by proxy, by providing the Secretary with a valid instrument appointing a proxy, at least 48 hours before the time scheduled for the General Meeting or adjourned General Meeting at which the Voting Member proposes to vote by proxy.
- 22.4 The instrument appointing a proxy must be in the form approved by the Board from time to time.
- 22.5 An instrument appointing a proxy must be in writing and signed by:
- (a) the Voting Member; or
 - (b) the Voting Member's attorney; or
 - (c) if a corporation - in accordance with the Act or authorised representative of the Company.
- 22.6 An instrument appointing a proxy must include the power of attorney or other authority (or a certified copy of that power or authority), under which it is signed.
- 22.7 A Voting Member may instruct his or her proxy in favour of or against any proposed resolutions.
- 22.8 A proxy may vote as he or she thinks fit, unless otherwise instructed.
- 22.9 On a show of hands every person present who is a:
- (a) Voting Member; or
 - (b) attorney or proxy of a Voting Member,
- has one vote.
- 22.10 The instrument appointing a proxy confers authority on the proxy to demand or join in demanding a poll.

22.11 On a poll every Voting Member present:

- (a) in person; or
- (b) by proxy; or
- (c) by attorney,

has one vote on their own behalf and one vote for every proxy they hold (if any).

22.12 A vote given in accordance with the terms of an instrument of proxy or attorney is valid notwithstanding:

- (a) the previous death or unsoundness of mind of the Voting Member; or
- (b) the revocation of the instrument or the authority under which the instrument was executed,

if no indication in writing of such death, unsoundness of mind or revocation has been received by the Secretary before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used.

23. Resolution outside General Meeting

23.1 A written resolution signed by all Voting Members is valid and effectual as if it had been passed at a General Meeting duly convened and held.

23.2 Any such resolution may consist of several documents in like form, each signed by one or more Voting Members.

PART E BOARD OF DIRECTORS

24. Number of Directors

24.1 The Board of Directors must consist of at least 3 Directors, but no more than 7 Directors.

24.2 If at any time the number of Directors falls below three, the remaining Directors or Director may act, but only:

- (a) in an emergency
- (b) for the purpose of convening a General Meeting of the Company; or
- (c) for the purpose of increasing the number of Directors to three.

25. Eligibility to be a Director and becoming a Director

25.1 To be eligible to be a Director, a person must:

- (a) have a demonstrated interest and capacity to assist in the development of the Screen Industry in the Australian Capital Territory with skills in at least one of the following areas:
 - (i) Law;
 - (ii) Accounting/Finance;

- (iii) Executive Level Business Management;
 - (iv) Corporate Governance; or
 - (v) the Screen Industry;
 - (b) subject to clause 26.4, be nominated by the Nominations Committee; and
 - (c) be a Member.
- 25.2 The Board must determine, in its absolute discretion, whether the person meets the eligibility criteria in this clause 25 to be a Director.
- 25.3 A person will become a director of the company by appointment by the Board.
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26. Nominations Committee

- 26.1 The Directors must establish a committee for the purpose of seeking, assessing and nominating candidates for Director positions (**Nominations Committee**).
- 26.2 When appointing people to the Nominations Committee, the Directors must ensure the Nominations Committee is comprised of at least three people, with a majority of people on the Nominations Committee being people that are not Directors.
- 26.3 The Nominations Committee should meet as often as required to carry out its duties and responsibilities.
- 26.4 The chair of the Nominations Committee is to be appointed by the Directors and must be a Director who has the experience, skill, knowledge and integrity sufficient to ensure that the proper processes of assessment and nomination of candidates are implemented and followed.
- 26.5 The chair of the Nominations Committee will be responsible for, among other things:
- (a) chairing all meetings of the Nominations Committee; and
 - (b) ensuring the proper and effective operation of the Nominations Committee in accordance with principles of good governance.
- 26.6 The Directors may appoint one or more persons as a Director without first receiving a nomination from the Nominations Committee in the following circumstances:
- (a) to increase the number of Directors to the minimum required in accordance with rule 24.1;
 - (b) if a Director position has been vacant for at least six months and the Nominations Committee has not nominated anyone appropriate to fill the vacant position; or
 - (c) if the law requires.
- 26.7 Each appointment made under paragraph 26.4 is to be for a period of up to 12 months with the precise period to be determined by the Directors at the time of the appointment.

27. Term of Directors

- 27.1 The term of office of a Director commences on the date that person is appointed as a Director and continues for the period determined by the Directors at the time of appointment – such period not to exceed three years.
- 27.2 Each Director is to remain as a Director until that person's term of office expires or until that person resigns or is otherwise removed as a Director of the Company in accordance with the law and this constitution. However, subject to the Corporations Act and rule 27.3, a person is eligible for reappointment.
- 27.3 A person who holds the office of Director of the Company for nine or more consecutive years must retire at the conclusion of the ninth year of office unless the Directors resolve by special resolution that the person is eligible for reappointment or re-election.

28. Remuneration of Directors

- 28.1 At an Annual General Meeting the Voting Members may, by Majority resolution, pass a resolution on the remuneration payable to a Director.
- 28.2 A Director's remuneration must be a fixed sum and not a commission or a percentage of the turnover of the Company basis.
- 28.3 The Company must also reimburse or pay travelling and other expenses that a Director properly incurs in relation to the Company's business.
- 28.4 If a Director performs extra or special services for the Company, the Company may pay the Director any special remuneration the Board decides, in addition to the Director's normal remuneration.

29. Termination of Director

- 29.1 Subject to the Act, the Voting Members may by ordinary resolution remove any Director before the expiration of his or her period of office.
- 29.2 The office of a Director becomes vacant if the Director:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a Director of a company by reason of any order made under the Act;
 - (c) becomes of unsound mind;
 - (d) becomes a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns from his or her office by notice in writing to the Company (and unless the notice or the law provides otherwise, the resignation takes effect from the date the notice is received);
 - (f) is absent from meetings of the Board for more than 6 months, without the permission of the Board;
 - (g) holds any office of profit under the Company without the Board's consent;

- (h) ceases to be a Member; or
- (i) is directly, or indirectly, interested in any contract or proposed contract with the Company, except as permitted under this Constitution.

PART F POWERS AND DUTIES OF DIRECTORS

30. Powers

30.1 The Board will:

- (a) control and manage the business and affairs of the Company; and
- (b) exercise all such power and do all such things as may be exercised or done by the Company,

except for anything which the Constitution or the Act is required to be exercised or implemented by the Company at a General Meeting.

30.2 No action must be taken against the Board for any act or decision it makes in accordance with this Constitution, if there is a subsequent resolution by the Company in a General Meeting which invalidates the act or decision.

31. Duties

31.1 Each Director must:

- (a) comply with their duties under the Act and as applicable under Australian law;
- (b) act in the best interests of the Company; and
- (c) avoid and disclose any:
 - (i) conflicts of interest; or
 - (ii) potential conflicts of interest.

31.2 A Director is not:

- (a) disqualified from holding any other office or place of profit with the Company unless being or becoming a Director would breach this Constitution or any law by reason of holding that office;
- (b) disqualified from holding any other office or place of profit with any company in which the Company is a shareholder or otherwise interested; and
- (c) liable to account to the Company for any profit arising from that office or place of profit.

31.3 If the disclosure of an interest is made before a transaction is entered into:

- (a) the Director may retain benefits under the transaction even though the Director has the interest; and
- (b) the Company cannot avoid the transaction merely because of the existence of the interest.

- 31.4 Each Director and officer of the Company must keep the transactions and affairs of the Company confidential unless they are required to disclose them:
- (a) in the course of their duties as an officer of the Company;
 - (b) by the Board; or
 - (c) by law.

PART G MEETING OF DIRECTORS

32. Board Meetings

- 32.1 The Board must meet at least 4 times each calendar year to carry out its duties and responsibilities.
- 32.2 The Board may adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- 32.3 A Director may request a Board meeting at any time, and the Secretary will summon a meeting of the Board on the request of a Director.
- 32.4 All Directors must be given at least 10 Business Days notice of a Board meeting unless agreed otherwise by the Directors.
- 32.5 Written notice of a Board meeting, given pursuant to sub-clause 32.4, must:
- (a) specify the day, time and place of the meeting; and
 - (b) state the business to be transacted.
- 32.6 A Board meeting may be held using any technology consented to by all Directors.
- 32.7 The consent to use technology may be a standing one and a Director may only withdraw consent within a reasonable time before the meeting.
- 32.8 The Chair presides at every Board meeting.
- 32.9 If:
- (a) there is no Chair; or
 - (b) at any Board meeting he or she is not present within ten minutes after the time scheduled for holding the meeting; or
 - (c) being present, he or she is unwilling to preside,
- then the Directors will choose one of the Directors present to be Chair for that meeting

33. Quorum for Board Meetings

- 33.1 The Quorum for a Board meeting is a majority of current Directors or such greater number as determined by the Board from time to time.
- 33.2 No business can be transacted at a Board meeting unless the Quorum for a Board meeting is present.

34. Board Voting

- 34.1 All decisions of the Board are determined by Majority vote of the Directors present at the Board meeting.
- 34.2 The Chair of any Board meeting does not have a second or casting vote.

35. Resolution outside Board Meeting

- 35.1 A written resolution signed by all Directors entitled to vote is valid and effectual as if it had been passed at a Board meeting duly convened and held.
- 35.2 Any such resolution may consist of several documents in like form, each signed by one or more Directors.

36. Delegation of Powers - General Committee

- 36.1 The Board may form any general committees as it sees fit comprising of such individuals as they determine.
- 36.2 The Board may delegate, to one or more general committees, any of its powers and/or functions (not being duties imposed on the Board as the Directors of the Company by the Act or the general law) as it thinks fit.
- 36.3 Any general committee must comply with any directions given by the Board.
- 36.4 The general committee must operate in accordance with the directions of the Board.

37. Advisory Committees

- 37.1 The Board may appoint one or more advisory committees consisting of such persons as the Board thinks fit.
- 37.2 An advisory committee must only act in an advisory capacity and cannot bind the Company or the Board.
- 37.3 Any advisory committee must comply with any directions given by the Board.
- 37.4 The advisory committee must operate in accordance with the directions of the Board.

PART H OFFICE BEARERS

38. Appointment of Office Bearers

- 38.1 The Board must, by Majority vote, elect one of the Directors as Chair and a different director as Deputy Chair, on such terms as it thinks fit.
- 38.2 The Board must, by majority vote, elect a suitable candidate as Secretary on such terms as it thinks fit.

39. Chair

- 39.1 The Chair must have suitable expertise in company management or corporate governance.
- 39.2 The Board may suspend or remove the Chair.
- 39.3 The Board may vest in the Chair such powers and authority as it may from time to time determine.
- 39.4 The Chair will exercise all such powers and authority in accordance with the Board's direction.
- 39.5 If the Chair ceases to be a Director he or she will also cease to be the Chair.
- 39.6 If the Chair becomes unwilling or unable to perform his or her duties as Chair, the Board may appoint another Director to act as Chair on a temporary basis.

40. Deputy Chair

- 40.1 The Board may suspend or remove the Deputy Chair.
- 40.2 The Board may vest such powers and authority in the Deputy Chair as it determines from time to time.
- 40.3 The Deputy Chair will exercise all such powers and authority in accordance with the Board's direction.
- 40.4 The Deputy Chair will cease to be Deputy Chair if he or she ceases to be a Director.
- 40.5 If the Deputy Chair becomes unwilling or unable of performing his or her duties, the Board may appoint another Director to act as Deputy Chair on a temporary basis.

41. Secretary

- 41.1 The first Secretary of the Company is the person specified as the Company's secretary in the application for registration of the Company.
- 41.2 The Board may suspend or remove the Secretary.
- 41.3 The Secretary must act in accordance with the Act.
- 41.4 The Secretary must discharge all functions conferred on the Secretary under this Constitution and the Act.
- 41.5 The Secretary is the public officer of the Company, unless the Board determines otherwise.

42. Chief Executive Officer

- 42.1 The Board may appoint, suspend or remove a Chief Executive Officer on such terms and conditions as the Board thinks fit.
- 42.2 The Board may vest in the Chief Executive Officer such powers and authority as it may from time to time determine.

- 42.3 The Chief Executive Officer will exercise all such powers and authority in accordance with the Board's direction.

PART I RECORDS

43. Financial Records

- 43.1 The Company must keep the financial records required by the Act.
- 43.2 The financial records must be audited as required by the Act.
- 43.3 The audited financial records must be provided to Members as required by the Act.

44. Audit

- 44.1 The Company must appoint a properly qualified auditor, or auditors.
- 44.2 The Auditor's duties must be regulated in accordance with the Act.

45. Inspection

- 45.1 A Member is not entitled to inspect the Company's books unless that Member is a Director of the Company, or is authorised by:
- (a) the Board;
 - (b) the Voting Members by Majority resolution; or
 - (c) the Act.

46. Registers

- 46.1 The Company must keep the registers required by the Act.
- 46.2 The Company must make the registers available to Members as required by the Act.
- 46.3 The Secretary must ensure the registers of the Company are accurate and up to date.

PART J OTHER

47. Execution of Documents

- 47.1 The Company may execute any agreement, deed or other document in accordance with section 127 of the Act.
- 47.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by:
- (a) any two Directors; or
 - (b) in such other manner as the Board determines from time to time.

48. Notices to Members

48.1 The Company may give notice to a Member:

- (a) personally;
- (b) by sending it by post to the address of the Member in the register of Members or the alternative address (if any) nominated by the Member;
- (c) by sending it by post to the registered office of the Member if the Member is a company or association; and
- (d) by sending it to the fax number or email address (if any) nominated by the Member.

49. Notices to Directors

49.1 The Company may give notice to a Director:

- (a) personally;
- (b) by sending it by post to the Director's usual residential or business address or any other address nominated by them;
- (c) if a notice calling a meeting - by sending it to the fax or email address (if any) nominated by the Director, only if all of the Directors have consented to the use of that technology; and
- (d) if any other notice- by sending it to the fax or email address (if any) nominated by the Director.

50. Time of Service of Notice

50.1 A notice sent by post is deemed to be given 3 Business Days after posting.

50.2 A notice sent by fax or other electronic means, is deemed to be given on the Business Day after it is sent (if the sender's transmission report shows that the whole notice was sent to the correct facsimile number or electronic address).

51. Application of Income

51.1 The income and property of the Company must be applied solely towards the promotion of the Objectives.

51.2 The Company must not pay or transfer (directly or indirectly) any portion of the Company's income or property to any Member by way of dividend, bonus or otherwise.

51.3 Notwithstanding sub-clause 51.2, the Company may pay any Member, in good faith:

- (a) for any services rendered, or goods supplied, to the Company in its ordinary and usual course of business;
- (b) for any out of pocket expenses incurred by any Member on behalf of the Company;

- (c) for any other bona fide reason or purpose for the attainment of the Objectives.

51.4 Notwithstanding sub-clause 51.2, the Company may pay any Director, in good faith:

- (a) for out of pocket expenses that the Director incurs in performing any duty as a Director, where the amount payable does not exceed an amount previously approved by the Board; and
- (b) for any service rendered to the Company by the Director in a professional or technical capacity as approved by the Board.

51.5 Any payment under this clause must be commercially reasonable for the service.

51.6 Where a person is both a Director and a Member, that person can only be paid once, either under sub-clause 51.3 or sub-clause 51.4, for the same expense.

52. Members Liability

52.1 The liability of the Members is limited.

53. Members Contribution

53.1 Every Member of the Company agrees to contribute to the assets of the Company in the event of the Company being wound up:

- (a) while they are a Member; or
- (b) within one year after ceasing to be a Member, for:
 - (i) the payment of any debts and liabilities of the Company (contracted before the time at which the Member ceases to be a Member);
 - (ii) the costs, charges and expenses of winding up; and
 - (iii) the adjustment of the rights of the contributories among themselves.

53.2 The maximum a Member is required to contribute under sub-clause 53.1 is \$100.

54. Winding Up

54.1 If, upon the winding-up or dissolution of the Company, there remains any property whatsoever, after satisfaction of all its debts and liabilities, the property must:

- (a) be given or transferred to another organisation:
 - (i) that has similar objectives to the Company's Objectives and
 - (ii) whose constitution prohibits the distribution of its income and property among its Members to an extent at least as great as that imposed on the Company under this Constitution;
- (b) not be paid to or distributed among the Members.

54.2 The Board must determine which organisation will receive any remaining property, pursuant to paragraph 54.1(a), before winding-up or dissolving the Company.

- 54.3 If no organisation is determined by the Board in accordance with sub-clause 54.2, a Director must apply to the Supreme Court of the Australian Capital Territory for a determination on the organisation that the property will be transferred to.

55. Indemnity

- 55.1 Every person who is or has been a:

- (a) Director;
- (b) Secretary;
- (c) Treasurer; or
- (d) other officer of the Company,

is indemnified, to the maximum extent permitted by the Act and any other applicable law, out of the property of the Company.

- 55.2 Subject to sub-clauses 55.3 and 55.4, the Company indemnifies the persons referred to in sub-clause 55.1 against any liability for costs and expenses incurred by that person:

- (a) in defending any proceedings (whether civil or criminal) relating to that person's position with the Company;
- (b) in connection with any administrative proceedings (whether civil or criminal) relating to that person's position with the Company; and
- (c) in connection with any application in relation to any proceedings (whether civil or criminal) relating to that person's position with the Company.

- 55.3 The indemnity in sub-clause 55.2 only applies if:

- (a) judgment is given in that person's favour;
- (b) the person is acquitted;
- (c) the proceedings are withdrawn before judgment; or
- (d) relief is granted to that person under the Act by a court.

- 55.4 The indemnity in this clause does not apply to a liability arising out of conduct involving:

- (a) a lack of good faith; or
- (b) dishonesty.

56. Alterations to Constitution

- 56.1 The Constitution may be altered, repealed and expanded by the Voting Members in General Meeting in accordance with the Act.

57. By-Laws

- 57.1 The Board may formulate, approve, issue, adopt, interpret and amend such by-laws as it thinks necessary or desirable for:

- (a) the proper advancement, management and administration of the Company;
and
- (b) the advancement of the Objectives.

57.2 Any by-law made under this clause is binding on the Company and its Members, except to the extent it is inconsistent with this Constitution or the Act.