CONSTITUTION
OF
AUSTRALIAN ROAD CREW ASSOCIATION
LIMITED

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DIVISION 1 - INTRODUCTION

1.1 Name

The name of the Company is Australian Road Crew Association Limited (the Company).

1.2 Status

The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.

1.3 Liability of Members Limited to the Guarantee

(1) Each Member must contribute an amount not more than $10.00 (the guarantee) to the property of the Company if the Company is wound up:

(a) while the Member is a Member, or within 12 months after they stop being a Member; and

(b) at the time of winding up, the debts and liabilities of the Company, including the costs of winding up, incurred before the Member stopped being a Member exceed the Company's assets.

(2) The liability of each Member is limited to the amount of the guarantee.

DIVISION 2 - INTERPRETATION AND DICTIONARY

2.1 Definitions

In this Constitution, unless the context otherwise requires:

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

(2) business day means a day that is not a Saturday or Sunday or a public holiday or bank holiday in the place where the Company's registered office is located.

(3) Corporations Act means the Corporations Act 2001 (Cth).

(4) Family means a natural person that is, or was:

(a) the Partner of Road Crew whether legally married, in a registered relationship, or in a de facto relationship; or

(b) the child of Road Crew; or

(c) a person who at any time was dependant on Road Crew for his or her maintenance, education; or advancement in life;

but subject to the Board's discretion.

(5) General Meeting means a meeting of Members and includes the Annual General Meeting, under Clause 5.3.

(6) Member means a member of the Company.

(7) Member present means, in connection with a General Meeting, a Member present in person, or by proxy at the venue or venues for the meeting.

(8) month means calendar month.

(9) Registered Charity means a charity that is registered under the ACNC Act.

(10) Road Crew means an individual who has worked in live production in entertainment venues for a minimum of 3 years but subject to the Board's discretion.

(11) Special Resolution means a resolution:

(a) of which notice has been given under Clause 5.4(6)(d), and

(b) that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.

(12) 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.

(13) Virtual Meeting Platform means any technology that allows Members to participate in a meeting, including by asking questions orally and in writing, without being physically present at the meeting.

2.2 Definitions - Interpretation Provisions

In this constitution:

(1) the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and

(2) 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).

2.3 Reading this Constitution with the Corporations Act

(1) The replaceable rules set out in the Corporations Act do not apply to the company.

(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, as they apply to a Registered Charity.

(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.

(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.

DIVISION 3 - CHARITABLE PURPOSES AND POWERS

3.1 Objects

(1) The Company is established as a not-for-profit, non-political charitable entity to assist Road Crew and their Family in crisis through poverty, sickness, disability, destitution, suffering, misfortune or helplessness.

(2) In furtherance of this purpose, the Company will undertake activities to provide peer-to-peer support, raise and administer funds, and all other things that are incidental or conducive to carrying out the Objects.

3.2 Powers

Subject to Clause 3.3, the Company has all the powers of a company limited by guarantee under the Corporations Act which may only be used to carry out its purpose(s) set out in Clause 3.1.

3.3 Not-for-profit

(1) The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in Clause 3.3(2).

(2) Clause 3.3(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 charitable purpose(s).

3.4 Amending the Constitution

(1) Subject to Clause 3.4(3), the Members may amend this Constitution by passing a Special Resolution.

(2) Any amendment to this Constitution will take effect from the date of the Special Resolution, or from any later date specified in the resolution.

(3) The Members must not pass a Special Resolution that amends this Constitution if passing it would mean the Company would no longer be a charity.

DIVISION 4 - MEMBERSHIP

4.1 Members of the Company

The Members of the Company are those persons:

(1) who signed the application for registration of the Company; and

(2) who were admitted to membership in accordance with Clause 4.3.

4.2 Qualifications for Membership

Any individual who:

(1) has worked in live production in entertainment venues for a minimum of 3 years as determined by the Board; and

(2) wishes to support the objects of the Company;

may apply for membership of the Company.

4.3 Application for Membership

(1) Applications for membership shall be lodged in a manner, and in or to the effect of the form approved by the Board.

(2) Every application shall be considered by the Board. If the Board approves the application, the applicant's name, date and any other information required by or under the Act shall be entered in the register of Members. The applicant shall be notified in writing of the entry in the register, and shall then be entitled to the privileges attaching to membership.

(3) The Board may, at its discretion, refuse any application for membership and need assign no reasons for such refusal, though the Board may choose to give reasons, if the Board considers it appropriate to do so. Upon refusal, the applicant's deposit shall be refunded without interest.

(4) In considering an application for membership pursuant to this Clause, the Board must ensure that a person who is not qualified for membership of the Company under Clause 4.2 is not admitted as a Member.

4.4 Register of Members

(1) 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; and

(iv) 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.

(2) Membership of the Company commences from the date the Member was entered on the Register of Members.

(3) The Company must give current Members access to the register of Members.

(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.

4.5 Membership Fees

(1) Members may be required to pay an annual membership fee which shall:

(a) be in addition to any other charges payable under the Constitution;

(b) be determined by the Board from time to time; and

(c) be payable, in advance, within the period set by the Board.

4.6 Transfer of Membership

Membership of the Company and the associated rights cannot be transferred or sold.

4.7 Ceasing Membership

A person shall cease to be a Member if:

(1) they die;

(2) they resign, by giving written notice to the Secretary;

(3) the Member is expelled in accordance with Clause 4.8; or

(4) on the expiration of one month's notice in writing of the Member's intention to resign from membership given by the Member, to the Secretary;

4.8 Disciplining Members

(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.

(2) At least 14 days before the Directors' meeting at which a resolution under Clause 4.8(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.

(3) Before the Directors pass any resolution under Clause 4.8(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.

(4) After considering any explanation under Clause 4.8(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.

(5) The Directors cannot fine a Member.

(6) The Secretary must give written notice to the Member of the decision under Clause 4.8(4) as soon as possible.

(7) Disciplinary procedures must be completed as soon as reasonably practical.

(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.

DIVISION 5 - GENERAL MEETINGS

5.1 Calling General Meetings of Members

(1) The Directors may call a General Meeting of Members, including an Annual General Meeting.

(2) If Members with at least 20% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held for a proper purpose, the Directors must:

(a) within 21 days of the Members' request, give all Members notice of a General Meeting; and

(b) hold the General Meeting within 2 months of the Members' request.

(3) The percentage of votes that Members have (in Clause 5.1(2)) is calculated as at midnight on the day before the request is given to the Company.

(4) The Members who make the request for a General Meeting must:

(a) state in the request any resolution to be proposed at the meeting;

(b) sign the request; and

(c) give the request to the Company.

(5) The Members making the request may sign the request by signing a physical form of the document by hand, or by signing an electronic form of the document using electronic means, which identifies the person and indicates the person's intention.

(6) Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

(7) If the Directors do not call the meeting within 21 days of being requested under Clause 5.1(2), 50% or more of the Members who made the request may call and arrange to hold a General Meeting.

(8) To call and hold a meeting under Clause 5.1(7) the Members must:

(a) as far as possible, follow the procedures for General Meetings set out in this constitution;

(b) call the meeting using the list of Members on the Company's Member register, which the Company must provide to the Members making the request at no cost; and

(c) hold the General Meeting within three months after the request was given to the Company.

(9) The Company must pay the Members who request the General Meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

5.2 Using Technology to Hold Meetings

(1) The Company may hold a General Meeting at two or more venues using any Virtual Meeting Platform or using a Virtual Meeting Platform only, where the platform gives Members a reasonable opportunity to participate, including to hear, and be heard.

(2) Anyone using this platform is taken to be present in person at the meeting.

(3) If the General Meeting is held using a Virtual Meeting Platform only, then:

(a) The place of the meeting is taken to be the registered office of the Company; and

(b) The time of the meeting is taken to be the time at the registered office of the Company.

(4) If the General Meeting is held at more than one physical venue (whether or not it is also held using a Virtual Meeting Platform), then:

(a) The place of the meeting is taken to be the main physical venue of the meeting as set out in the notice of the meeting; and

(b) The time of the meeting is taken to be the time at the main physical venue of the meeting as set out in the notice of the meeting.

5.3. Annual General Meeting

(1) A General Meeting, called the Annual General Meeting, must be held:

(a) within 18 months after registration of the Company; and

(b) after the first Annual General Meeting, at least once in every calendar year.

(2) The ordinary business of the Annual General Meeting shall be:

(a) to confirm minutes of the last preceding General Meeting (whether annual or special); and

(b) for the Board, auditors, or any officers of the Company to present reports upon the transactions of the Company during the financial year, including balance sheet, trading account, profit and loss account, statement of source and application of funds, and the state of affairs at the end of that year; and

(c) to elect the Directors; and

(d) to elect (if necessary), an auditor, or to determine the auditor's remuneration, or both; and

(e) to allow Members a reasonable opportunity to ask questions about or comment on the management of the Company, and to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the auditor’s report.

(3) The Annual General Meeting may also transact special business of which notice has been given to Members in accordance with this Constitution.

(4) All business of a General Meeting, other than business of the Annual General Meeting that is by this Clause termed ordinary business, should be deemed special business.

(5) Before or at the Annual General Meeting, the Directors must give information to the Members on the Company's activities and finances during the period since the last Annual General Meeting.

5.4 Notice of General Meetings

(1) Notice of a General Meeting must be given to:

(a) each Member entitled to vote at the meeting;

(b) each Director; and

(c) the auditor (if any).

but the non-receipt of the notice by any Member shall not invalidate the proceedings at such General Meeting.

(2) Notice of a General Meeting must be provided in writing at least 21 days before the meeting.

(3) Members may elect to receive notice:

(a) In person;

(b) by post; or

(c) by electronic means.

(4) Subject to Clause 5.4(5), notice of a meeting may be provided less than 21 days before the meeting if:

(a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or

(b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

(5) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

(a) remove a Director;

(b) appoint a Director in order to replace a Director who was removed; or

(c) remove an auditor.

(6) Notice of a General Meeting must include:

(a) the place, date and time for the meeting (and if the meeting is to be held in one or more physical venues and using virtual technology or using virtual technology only, the technology that will be used to facilitate this);

(b) a statement regarding the Member's right to request documents be sent in electronic or physical form;

(c) the general nature of the meeting's business;

(d) if applicable, that a Special Resolution is to be proposed, and the words of the proposed resolution;

(e) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:

(i) the proxy must be the Chair of the Company;

(ii) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and

(iii) the proxy form must be delivered to the Company at least 48 hours before the meeting.

(7) If a General Meeting is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

5.5 Quorum at General Meetings

(1) No item of business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting is considering that item.

(2) Except where this Constitution states otherwise, a quorum is constituted by the requisite number of Members present and entitled to vote, the requisite number being equal to double the number of Directors at the time, plus 1.

(3) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week at the same time and place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the Members present (being at least 5) shall constitute a quorum.

5.6 Right of Non-members to Attend Meetings

(1) The chair of a General Meeting may invite any person to attend and address a meeting.

(2) Any auditor and any Director of the Company is entitled to attend and address a General Meeting.

(3) 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.

5.7 Chair of General Meetings

(1) The Chair of the Board shall preside at every General Meeting of the Company.

(2) The Members present, and entitled to vote at a General Meeting, may choose a Director or Member to be the chair for that meeting if:

(a) there is no elected Chair; or

(b) the elected Chair is not present within 30 minutes after the starting time set for the meeting; or

(c) the elected Chair is present, but does not wish to act as chair of the meeting.

5.8 Role of the Meeting Chair

(1) The chair is responsible for the conduct of the General Meeting.

(2) The chair must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

(3) The chair does not have a casting vote.

5.9 Adjournment of Meetings

(1) If a quorum is present, a General Meeting must be adjourned if a majority of Members present direct the chair to adjourn it.

(2) Only unfinished business may be dealt with at a meeting resumed after an adjournment.

5.10 Members' Resolutions and Statements

(1) Members with at least 5% of the votes that may be cast on a resolution may give:

(a) written notice to the Company of a resolution they propose to move for a proper purpose at a General Meeting (Members' Resolution); and/or

(b) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (Members' Statement).

(2) A notice of a Members' Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.

(3) A request to distribute a Members' Statement must set out the statement to be distributed and be signed by the Members making the request.

(4) Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.

(5) The percentage of votes that Members have (as described in Clause 5.10(1)) is to calculated as at midnight on the day before before the request or notice is given to the Company.

(6) If the Company has been given notice of a Members' Resolution for a proper purpose under Clause 5.10(1)(a), the resolution must be considered at the next General Meeting held more than two months after the notice is given.

(7) This Clause does not limit any other right that a Member has to propose a resolution at a General Meeting.

5.11 Notice of Members' Resolutions and Statements

(1) If the Company has been given a notice or request under Clause 5.10:

(a) in time to send the notice of proposed Members' Resolution or a copy of the Members' Statement to Members with a notice of meeting, it must do so at the Company's cost; or

(b) too late to send the notice of proposed Members' Resolution, or a copy of the Members' Statement to Members with a notice of meeting, then the Members who proposed the resolution, or made the request, must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members' Resolution, or a copy of the Members' Statement. However, at a General Meeting, the Members may pass a resolution that the Company will pay these expenses.

(2) The Company does not need to send the notice of proposed Members' Resolution or a copy of the Members' Statement to members if:

(a) it is more than 1,000 words long;

(b) the Directors consider it may be defamatory;

(c) Clause 5.11(1)(b) applies, and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' Resolution or a copy of the Members' Statement to Members; or

(d) in the case of a proposed Members' Resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting, or is otherwise not a valid resolution able to be put to the Members.

DIVISION 6 - VOTING

6.1 One Member One Vote

Each Member has one vote.

6.2 Challenge to Member's Right to Vote

(1) A Director, or the chair of the meeting, may only challenge a person's right to vote at a General Meeting at that meeting.

(2) If a challenge is made under Clause 6.2(1), the chair must decide whether or not the person may vote. The chair's decision is final.

6.3 Method of Voting

(1) At any General Meeting, a resolution put to the vote of the meeting shall be decided by:

(a) a show of hands;

(b) a vote in writing; or

(c) another method chosen by the chair that is fair and reasonable in the circumstances.

(2) All resolutions, except Special Resolutions, shall be determined by a simple majority.

(3) Before a vote is taken, the chair must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

(4) On a show of hands, the chair's decision is conclusive evidence of the result of the vote.

(5) The chair and the meeting minutes do not need to state the number, or proportion of the votes, recorded in favour or against on a show of hands.

(6) A vote in writing may be demanded on any resolution instead of, or after a vote, by a show of hands by:

(a) at least five Members present who are entitled to vote on the relevant resolution;

(b) Members present with at least 5% of the votes that may be passed on the relevant resolution (calculated as at the midnight on the day before the vote in writing is demanded); or

(c) the chair of the meeting.

(7) A vote in writing must be taken when, and how, the chair directs, unless Clause 6.3(8) applies.

(8) A vote in writing must be held immediately if it is demanded under Clause 6.3(6):

(a) for the election of a Chair of the meeting under clause 5.7(2); or

(b) to decide whether to adjourn the meeting.

(9) A demand for a vote in writing may be withdrawn.

6.4 Appointment of Proxy

(1) A Member may appoint a proxy to attend, and vote, at a General Meeting on their behalf.

(2) A proxy must be the Chair.

(3) A proxy appointed to attend and vote for a Member has the same rights as the member to:

(a) speak at the meeting;

(b) vote in a vote in writing (but only to the extent allowed by the appointment); and

(c) join in to demand a vote in writing under Clause 6.3(6).

(4) An instrument appointing a proxy may be in any form that the Board shall approve.

(5) A proxy appointment may be standing (ongoing).

(6) Proxy forms must be received by the Company at the address stated in the notice under Clause 5.4(6)(e).

(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.

(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; or

(c) revokes the proxy's appointment.

(9) A proxy appointment may specify the way the proxy must vote on a particular resolution.

6.5 Voting by Proxy

(1) A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).

(2) When a vote in writing is held, a proxy:

(a) does not need to vote, unless the proxy appointment specifies the way they must vote;

(b) if the way they must vote is specified on the proxy form, must vote that way; and

(c) if the proxy is also a Member or holds more than one proxy, may cast the votes held in different ways.

DIVISION 7 - THE BOARD OF DIRECTORS

7.1 Board of Directors

There shall be a Board of 9 directors each of whom shall be a natural person and at least 18 years old.

7.2 Management

(1) The Board of Directors is responsible for managing and directing the activities of the Company.

(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.

(3) Subject to any restrictions imposed by law and this Constitution, the Board:

(a) may exercise all the powers of the Company; and

(b) may delegate any power (except the power to sub-delegate) which the Board may exercise to other Officers of the Company, in accordance with Clause 7.3.

(c) may, subject to any applicable Industrial Award or Agreement, have power to appoint, remove or suspend employees, servants, agents and contractors, and to fix their powers, duties and remuneration.

(4) The Board must establish policies for the guidance of Officers in the exercise of any powers so delegated.

7.3 Delegation of Powers

(1) The Board may by resolution delegate any of their powers and functions (other than this power of delegation) to a committee, a Director, an employee of the Company, or any other person, as they consider appropriate.

The Company or the Board may by resolution revoke wholly, or in part, any such delegation.

(2) A power, the exercise of which has been delegated under this Clause may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(3) A delegation under this Clause may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.

(4) Notwithstanding any delegation under this Clause, the Board may continue to exercise all or any of the powers delegated.

7.4 Directors' Authority

(1) Every Director acting in the Company's business or operations under a resolution of the Board is taken to be acting as the Company's duly authorised agent.

(2) Anything done by or in relation to a Director is not invalid merely because of a defect or irregularity in the Director's election or appointment.

7.5 Committees

(1) The Board may by resolution appoint committees comprising of Members or other persons or both, to act in an advisory role to the Board and to any committees of Directors.

(2) The provisions of Clause 7.3 apply to committees appointed under this rule, subject to any variations approved of by the Board.

(3) A committee may elect a chair of their meetings. If no such chair is elected, or, if at any meeting the chair is not present within 5 minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be chair of the meeting.

(4) A committee may meet, and adjourn, as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and voting and in case of an equality of votes the chair shall have a second or casting vote.

(5) The quorum for any meeting of the committee shall be one-half (or where one-half is not a whole number the whole number next higher than one-half) of the number of members in the committee.

7.6 Payments to Directors

(1) The Company must not pay Directors' fees.

(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.

7.7 The Chair

(1) The Directors must elect one of their number (excluding an employee Director) to be the Chair of their meetings, and may determine the period for which they are to hold office.

(2) If the Chair is not present within 30 minutes of the time appointed for a meeting, or neither is willing to act, the Directors present must elect one of their number to chair that meeting only.

DIVISION 8 - MEETINGS OF THE BOARD OF DIRECTORS

8.1 Board Meetings

(1) Meetings of the Board (including those conducted in accordance with Clause 8.2) must be held at least once every 3 months, and may be held as often as may be necessary for properly conducting the business and operations of the Company.

(2) Each Board Member is expected to attend 75% of Board meetings in any given year.

(3) A meeting of the Board of Directors may be called by a Director, or the Secretary shall on the requisition of a Board Member, giving reasonable notice individually to every other Director.

(4) 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.

(5) Except in special circumstances determined by the Chair, at least 48 hours notice shall be given to the Directors of all meetings of the Board.

(6) The Chair shall preside as chair at every meeting of the Board, or if there is no Chair, or if at any meeting they are not present within 15 minutes after the time appointed for holding the meeting, or if they are not prepared to chair the meeting, then the Board Members may choose one of their number to be chair of the meeting.

8.2 Resolutions of Directors without Actual Meetings

(1) The Directors may pass a resolution without a Directors' meeting being held.

(2) A 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 8.2(3) or Clause 8.2(4).

(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.

(4) The Company may send a 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.

(5) The resolution is passed when the last Director signs, or otherwise agrees, to the resolution in the manner set out in Clause 8.2(3) or Clause 8.2(4).

(6) A resolution in writing signed by all Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

8.3 Using Technology to hold Directors' Meetings

(1) The Directors may hold their meetings by using any Virtual Meeting Platform that is agreed to by all of the Directors.

(2) The Directors' agreement may be a standing (ongoing) one.

(3) A Director may only withdraw their consent within a reasonable period before the meeting.

8.4 Voting

(1) Subject to this Constitution, questions arising at any Board meeting shall be decided by a majority of votes, and a determination by a majority of the Directors shall for all purposes be deemed a determination of the Board.

(2) In the case of an equality of votes, the chair may have a casting vote.

(3) A Director shall not vote in respect of any contract or proposed contract with the Company in which the Director is in any way, whether directly or indirectly, interested or in respect of any matter arising out of such a contract or proposed contract and, if the Director votes in contravention of this Clause, the Director's vote shall not be counted.

8.5 Quorum for Board Meetings

(1) The number of Directors whose presence is necessary to constitute a quorum is a number not less than half the total number of Directors.

(2) If, within 30 minutes of the time appointed for a meeting of the Board, a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place.

(3) If at any time the number of Directors is less than the quorum, the Board may act only for the purpose of filling any casual vacancies, or for calling a General Meeting of the Company.

(4) A quorum must be present for the whole Directors' meeting.

8.6 Minutes of Meetings

(1) The Board shall have minutes of meetings made in books provided for the purpose, and, in particular:

(a) of all appointments of officers and employees made by the Directors;

(b) of the names of the Directors present at each meeting of the Board and any committee of the Board;

(c) of all resolutions and proceedings at all meetings of the Company, and of Directors, and of committees of Directors.

(2) Minutes must be recorded in the minute book within 28 days of the date of the meeting to which they relate.

(3) The confirmation of such minutes shall be taken as the first business at the next succeeding meeting of the Company, Board or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting. The chair of the meeting shall sign the minutes following their confirmation.

(4) The minutes are to be kept in the English language.

DIVISION 9 - DIRECTORS

9.1 Term of Office

Subject to Clause 9.3 (Rotation) a Director is elected for a term of 3 years, commencing at the start of the Annual General Meeting at which their election occurs and ending at the start of the third Annual General Meeting happening after their election.

9.2 Qualifications of Directors

A person is eligible for election as a Director of the Company if they:

(a) are a member of the Company;

(b) give the Company their signed consent to act as a Director of the Company; and

(c) are not ineligible to be a Director under the Corporations Act or the ACNC Act.

9.3 Rotation of Directors

(1) One third of Directors shall retire at each Annual General Meeting.

(2) Notwithstanding Clause 9.1, at the first meeting of the Board after the adoption of this Constitution, the Board must determine, by unanimous agreement, the order of rotation of Directors, that is, which of the Directors are to retire at the next 2 Annual General Meetings without serving a 3 year term. Failing such agreement, the order of rotation must be determined by lot.

(3) When more than 2 Directors are elected at one time:

(a) the 2 with the highest vote serve a 3 year term;

(b) the remainder retire at earlier Annual General Meetings where the number of Directors due to retire at any such earlier Annual General Meetings is less than 2, the Director with the least vote retiring first; and

(c) where 2 or more Directors have the same number of votes, the order of retirement amongst them is determined by agreement or, failing agreement, by lot.

9.4 Retirement and Election of Directors

(1) A retiring Director shall be eligible for re-election without nomination, subject to the person holding the qualifications specified in Clause 9.2.

(2) (a) At an Annual General Meeting at which a Director retires, or a casual vacancy occurs, the vacated office may be filled by electing a person to it.

(b) Nominations for candidates to fill the vacant positions shall be sought in such manner as the Board determines.

(c) The election of Directors shall be conducted by ballot at the Annual General Meeting.

9.5 Appointment of Directors to Constitute a Quorum

A casual vacancy on the Board may be filled by the Directors appointing a person that is eligible under Clause 9.2 to constitute a quorum until the next Annual General Meeting.

9.6 Removal of a Director from Office

The Company may, by ordinary resolution at a General Meeting, remove any Director before the expiration of the Director's period of office, and may by a simple majority appoint another person in place of the Director. The person so appointed shall retire at the same time as the removed Director would have done if not removed.

9.7 Vacation of Office of 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 absent for [3] consecutive Directors' meetings without approval from the Directors; or

(f) become ineligible to be a Director of the Company under the Corporations Act or the ACNC Act.

9.8 Filling of Casual Vacancies

(1) In the event that the Board does not make an appointment under Clause 9.5, a casual vacancy is to be filled:

(a) by election by the Members held:

(i) at a General Meeting of the Company; or

(ii) by means of a postal ballot; or

(iii) in the manner specified in this Constitution for the ordinary election of directors.

(b) by appointment by the Directors.

(2) The person appointed pursuant to Clause 9.8(1) shall hold office until the next Annual General Meeting only.

(3) For the purposes of this Clause, a casual vacancy shall arise where the office of a Director is vacated in accordance with Clause 9.7.

9.9 Directors' Access to Documents

(1) A Director has a right of access to the financial records of the Company at all reasonable times.

(2) The Directors may resolve to give a Director, or former Director, access to other records, including documents provided for or available to the Directors.

DIVISION 10 - ACCOUNTS

10.1 Financial Year

The financial year of the Company shall end on the 30th of June.

10.2 Financial and Related Records

(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.

(2) The Company must also keep written records that correctly record its operations.

(3) The Company must retain its records for at least 7 years.

(4) The Directors must take reasonable steps to ensure that the Company's records are kept safe.

DIVISION 11 - MISCELLANEOUS

11.1 Secretary

(1) The Company must have at least one Secretary, who may also be a Director.

(2) The Board shall appoint a Secretary (after giving the Company their signed consent to act as Secretary of the Company) who shall perform all the functions and duties required by law.

(3) A Secretary shall:

(a) be appointed to the office on such terms and conditions, including any remuneration, as the Board may determine; and

(b) hold office until death, or removed by the Board, or resignation from office.

(4) The Secretary must ensure that the following are maintained:

(a) a register of the Company's members; and

(b) the minutes and other records of general meetings (including notices of meetings), Directors' meetings and resolutions.

11.2 Indemnity

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

(2) In this Clause, 'officer' means a Director or Secretary, and includes a Director or Secretary after they have ceased to hold that office.

(3) The indemnity is a continuing obligation and is enforceable by an officer:

(a) even though that person is no longer an officer of the Company;, and

(b) is enforceable without that person having first to incur any expense or make any payment.

11.3 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.

11.4 Dispute Resolution

(1) The dispute resolution procedure in this Clause applies to disputes (disagreements) under this Constitution between a Member or Director and:

(a) one or more Members; or
(b) one or more Directors, or
(c) the Company.

(2) A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under Clause 4.8 until the disciplinary procedure is completed.

(3) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it, or within a timeframe agreed by those involved.

(4) If those involved in the dispute do not resolve it under Clause 11.4(3), they must within 10 days (or within a timeframe agreed by those involved):

(a) tell the Directors about the dispute in writing;

(b) agree or request that a mediator be appointed; and

(c) attempt in good faith to settle the dispute by mediation.

(5) The mediator must:

(a) be chosen by agreement of those involved; or

(b) where those involved do not agree:

i. for disputes between Members, a person chosen by the Directors; or

ii. for other disputes, a person chosen by the president of the law institute or society in the state or territory in which the Company has its registered office.

(6) A mediator chosen by the Directors under Clause 11.4(b)(i):

(a) may be a Member or former Member of the Company;

(b) must not have a personal interest in the dispute; and

(c) must not be biased towards or against anyone involved in the dispute.

(7) When conducting the mediation, the mediator must:

(a) allow those involved a reasonable chance to be heard;

(b) allow those involved a reasonable chance to review any written statements;

(c) ensure that the mediation is conducted in a manner free from bias; and

(d) not make a decision on the dispute.

11.5 Notices

(1) Anything written to or from the Company under any clause in this Constitution is written notice and is subject to Clause 11.5, unless specified otherwise.

(2) Clause 11.5 does not apply to a notice of proxy under Clause 6.4.

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

(a) delivering or posting it to the Company's registered office or to another address chosen by the Company for notice to be provided; or

(b) 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.

(3) A notice may be given by the Company to any Member:

(a) personally;

(b) by post to the Member's registered address or an alternate address supplied by the Member; or

(c) by some other form of technology, where the Member has notified the Company of the relevant contact details.

(4) If a Member elects to receive documents in physical form or electronic form, the Company must take reasonable steps to send documents in a manner that complies with the election.

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

(6) A notice forwarded by another form of technology shall be deemed to have been served, unless the sender is notified of a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.

(7) A notice:

(a) delivered in person, or left at 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 or other electronic method, is taken to be given on the business day after it is sent.

(8) If the delivery or receipt of a notice is on a day which is not a Business Day or is after 5.00pm on a Business Day, it is deemed to be received at 9.00am on the following Business Day.

11.6 Winding Up

(1) If permitted by law, the Company may be wound up voluntarily by Special Resolution.

(2) If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former Member of the company.

(3) 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 3.1; and

(b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.

(4) 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.