

Constitution of
The Australian Festival of Chamber Music – North
Queensland Limited

A company limited by guarantee

Adopted 15 March 2016

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Constitution of The Australian Festival of Chamber Music – North Queensland Limited

1 Preliminary

1.1 Name of Company

The name of the Company is The Australian Festival of Chamber Music – North Queensland Limited ACN 050 418 730.

1.2 Liability of Members

The liability of Members is limited.

1.3 Replaceable Rules

The Replaceable Rules do not apply to the Company.

2 Definitions and interpretation

2.1 Definitions

In this document:

Term	Definition
Application Fee	means the fee set by the Board under rule 5.11.
Board	means the board of directors of The Australian Festival of Chamber Music – North Queensland Limited.
Business Day	means a day that is not a Saturday, Sunday or public holiday in the place where an act is to be performed, notice received or a payment is to be made.
Chair	includes an acting chair under rule 8.2.
Committee	means a committee established under rule 13.8.
Company	means The Australian Festival of Chamber Music – North Queensland Limited ACN 050 418 730.
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a Director of the Company.
Gift	means a donation, gift, settlement, benefaction or other voluntary transfer or disposition of money, money's worth, property or benefits or as defined by the Australian Taxation Office or other applicable regulator.
Honorary Member	Means a person on whom Honorary Membership is conferred pursuant to Rule 5.7.
Life Member	means a member admitted under rule 5.9 and recorded in the register of members as a Life Member.

Term	Definition
Member	means any person who becomes a member under the Corporations Act or this Constitution.
Members Present	means Members present, and entitled to vote, at a general meeting of the Company in person, or by their Nominated Representative, proxy, or attorney.
Membership Subscription	means the annual Membership Subscription set by the Board under rule 5.12.
Nominated Representative	means, for a Member which is a body corporate and for a meeting, a person authorised by the body corporate to act as its representative in the Company.
Office	means the registered office of the Company.
Officer	for Rule 15 means a person: <ul style="list-style-type: none"> (a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; (b) who has the capacity to affect significantly the Company's financial standing; or (c) in accordance with whose instructions or wishes the Directors of the Company are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Directors or the Company).
Ordinary Member	means a Member admitted under rule 5.5 and recorded in the register of members as an Ordinary Member.
Public Fund	means the fund maintained under rule 19.1.
Register	means the register of Members of the Company established under the Corporations Act.
Registered Address	means the address of the Member specified in the Register or another address notified by the Member to the Company as the place they will accept service of notices.
Replaceable Rules	means the replaceable rules under the Corporations Act and includes any replaceable rules that become or may become a provision of the Corporations Act.
Responsible Person	means a person who satisfies the criteria for 'persons of responsibility' as defined by the Australian Taxation Office or other regulatory body.
Seal	means the common seal of the Company if any.
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.
Special Business	means the business identified in a notice of meeting which it is intended that a Special Resolution will apply

Term	Definition
Special Resolution	<p>means a resolution:</p> <ul style="list-style-type: none"> (a) of which notice as set out in paragraph 249L(1)(c) of the Corporations Act has been given; and (b) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution, <p>as defined in section 9 of the Corporations Act.</p>

2.2 Interpretation

In this document:

- (a) a reference to a clause, schedule, annexure or party is a reference to a clause of, and a schedule, annexure or party to, this document and references to this document include any schedules or annexures;
- (b) a reference to a party to this document or any other document or agreement includes the party's successors, permitted substitutes and permitted assigns;
- (c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced;
- (e) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (f) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (g) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
- (h) a reference to 'month' means calendar month;
- (i) a reference to a Member present at a general meeting is a reference to a Member present in person or by proxy, attorney or Nominated Representative; and
- (j) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position.

3 Objects and powers

3.1 Objects of Company

The principal purpose of the Company is the promotion of cultural activities through the following objects:

- (a) to arrange, promote, conduct, manage and administer concerts and festivals in the field of chamber music including (without limiting the foregoing) the presentation of public festivals in the field of chamber music for, and celebrations by, the community in North Queensland;

- (b) to provide a service to all aspiring musicians (whether for a fee or otherwise) by arranging, promoting, conducting and managing education, professional development and master classes and seminars and like tuition in North Queensland in order that such musicians may achieve higher standards in performance skills;
- (c) to organize and conduct or assist in organizing and conducting musical conventions and to provide facilities for the purpose of attracting tourists to North Queensland;
- (d) to conduct activities of the Company in conjunction with other branches of the performing and visual arts as and when the Company shall think fit;
- (e) to participate in metropolitan, regional, national and international associations, forums, festivals and symposia relevant to cultural discourse, including the promotion and sustainment of chamber music as an artform;
- (f) to promote the objectives of the Company set out in paragraphs (a) to (e) above and encourage Members' participation in the Company's activities, and to attract and maintain interest in the Company and its objectives from Members and the broader community; and
- (g) to do all things incidental to, or conducive to, the attainment of the objectives set out in paragraphs (a) to (f) above.

3.2 Separate objects

Each of the objects in rule 3.1 is a separate object of the Company, and must not be construed by reference to any other object.

3.3 Powers of the Company

The Company has all the powers of an individual and a body corporate subject to rule 3.4.

3.4 Exercise of powers to achieve objects

For clarification, nothing restricts the Company from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable objects of the Company or which is intended to generate revenue for or otherwise further those objects.

3.5 No power to issue shares

The Company has no power to issue or allot shares.

3.6 Exercising powers

- (a) The Company may exercise any power, take any action or engage in any conduct which the Corporations Act permits a company limited by guarantee to exercise, take or engage in.
- (b) A power conferred on a person to do a particular act or thing under this Constitution includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.
- (c) A power conferred under this Constitution to do a particular act or thing:
 - (i) may be exercised from time to time and subject to conditions; and
 - (ii) may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different

provision concerning different matters or different classes of matters.

- (d) Where a power to appoint a person to an office or position is conferred under this Constitution (except the power to appoint a director under rule 10) the power includes, unless the contrary intention appears, a power to:
- (i) appoint a person to act in the office or position until a person is appointed to the office or position;
 - (ii) remove or suspend any person appointed (without prejudice to any rights or obligations under any contract between the person and the Company); and
 - (iii) appoint another person temporarily in the place of any person removed or suspended or in the place of any sick or absent holder of the office or position.
- (e) Where this Constitution gives power to a person to delegate a function or power:
- (i) the delegation may be concurrent with, or (except in the case of a delegation by the Directors) to the exclusion of, the performance or exercise of that function or power by the person;
 - (ii) the delegation may be either general or limited in any way provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position;
 - (iv) the delegation may include the power to delegate; and
 - (v) where performing or exercising that function or power depends on that person's opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.

4 Non-profit nature of the Company

4.1 Non-profit

- (a) The income, profits, financial surplus and property of the Company must only be applied towards the promotion of the objects of the Company set out in this Constitution.
- (b) No income, profits, financial surplus or property of the Company may be paid or transferred, directly or indirectly, to a Member except for payments to a Member:
- (i) in return for services rendered by or goods supplied by the Member to the Company in the ordinary and usual course of business;
 - (ii) for reasonable and proper rent for premises leased by an Member to the Company; or
 - (iii) as principal repayments on money lent by the Member, and interest payments if the interest is at a commercial rate.
- (c) No income or property of the Company may be paid or transferred, directly or indirectly, to a Director on account of remuneration for services provided by the Director in their capacity as a Director.

4.2 No distribution of profits to Members on winding up

- (a) Where property remains after the winding-up or dissolution of the Company, and satisfaction of all its debts and liabilities, it must not be distributed amongst Members.
- (b) Property referred to in rule 4.2(a), subject to rule 19, must be given to another fund, authority or institution with objects similar to the objects of the Company and a prohibition on distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution.
- (c) The fund, authority or institution to receive property under rule 4.2(b) must be decided by the Members at or before the time of the dissolution. If the Members fail to decide, the entity or entities shall be determined by the Supreme Court in the State of incorporation.

4.3 Limited liability on winding up

- (a) The liability of the Members is limited.
- (b) If the Company is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute to the assets of the Company for:
 - (i) the payment of the debts and liabilities of the Company contracted before the person ceased to be a Member;
 - (ii) the costs of winding up; and
 - (iii) the adjustment of the rights of the contributors among themselves.
- (c) The maximum liability of each Member under rule 4.3 is \$20.

5 Membership

5.1 Membership

The number of Members of the Company is unlimited.

5.2 Classes of membership

Until otherwise decided by the Members in general meeting, the only classes of membership are:

- (a) Ordinary Membership;
- (b) Honorary Membership and
- (c) Life Membership.

5.3 Application for Ordinary Membership

- (a) Any individual who:
 - (i) is not less than 18 years of age at the date of application; and
 - (ii) in the opinion of the Board, has a bona fide interest in the objects of the Company;may apply for Ordinary Membership of the Company.
- (b) Any body corporate which in the opinion of the Board, has a bona fide interest in the objects of the Company may apply for Ordinary Membership of the Company.

5.4 Form of Application

- (a) An application for Ordinary Membership must:
 - (i) be in a form approved by the Board; and
 - (ii) be accompanied by any other documents or evidence as to qualification for Membership which the Board requires.
- (b) If the applicant is a body corporate it must nominate one person (**Nominated Representative**) to represent it in the Company. The application form must also:
 - (i) state the name and residential address of the Nominated Representative; and
 - (ii) be signed by the Nominated Representative.
- (c) A Nominated Representative must consent to the nomination in writing.
- (d) The applicant must pay the Application Fee (if any) and Membership Subscription (if any).

5.5 Admission to Membership

- (a) The Board may in its absolute discretion accept or reject any application for membership.
- (b) The Board need give no reason for the rejection of an application for membership.
- (c) If an application for membership is rejected the Secretary must notify the applicant in writing and the Membership Subscription (if any) paid by the applicant must be refunded to the applicant as soon as is reasonably possible.
- (d) If an applicant is accepted for membership:
 - (i) the name and details of that person must be entered in the Register of Members; and
 - (ii) the Secretary must notify the applicant in writing of the acceptance.

5.6 Ordinary Members

An Ordinary Member or the Nominated Representative of an Ordinary Member is entitled to:

- (a) attend any general meeting of the Company; and
- (b) vote at any general meeting of the Company.

5.7 Honorary Membership

- (a) The Board may confer Honorary Membership on any individual who is not less than 18 years of age at the date of such decision, for such time period and for such purpose as the Board may determine in its discretion. The Board may also in its discretion remove Honorary Membership from any person at any time.
- (b) An Honorary Member:
 - (i) is entitled to attend any general meeting of the Company; and
 - (ii) is relieved from the payment of any Membership Subscription.
- (c) An Honorary Member is not entitled to vote at any General Meeting of the Company and is

not eligible for election to the Board unless the Honorary Member is also an Ordinary Member.

5.8 Life Membership

- (a) The Board may confer Life Membership on any individual who:
 - (i) is not less than 18 years of age at the date of nomination; and
 - (ii) in the opinion of the Board, has made a significant contribution to the Company and is worthy of Life Membership.
- (b) A Life Member:
 - (i) is entitled to attend any general meeting of the Company; and
 - (ii) is relieved from the payment of any Membership Subscription;
- (c) A Life Member is not entitled to vote at any General Meeting of the Company and is not eligible for election to the Board unless the Life Member is also an Ordinary Member.

5.9 Notification by Members

- (a) A Member must promptly notify the Secretary in writing of any change in their qualification to be a Member of the Company.
- (b) A body corporate Member must promptly notify the Secretary in writing of any change in its Nominated Representative.

5.10 Register of Members

- (a) The Secretary must ensure that a Register of Members is kept by the Company in accordance with the Corporations Act.
- (b) The following must be entered in the Register of Members for each Member:
 - (i) the full name of the Member;
 - (ii) the residential address, facsimile number and electronic mail address (if any) of the Member;
 - (iii) the date of admission to and cessation of Membership;
 - (iv) the date of last payment of the Member's Membership Subscription (if any);
 - (v) in the case of a body corporate Member, the full name, address, facsimile number and electronic mail address (if any) of its Nominated Representative;
 - (vi) the class of Membership to which the Member is admitted; and
 - (vii) any other information the Board requires.
- (c) A Member and the Nominated Representative of a Member must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within one month after the change.

5.11 Application Fee

The Application Fee payable by each applicant for Membership is the sum the Board determines for each class of Membership, save for the classes of Honorary Membership and Life

Membership, for which no Application Fee shall be payable.

5.12 Subscription Fee

- (a) The Membership Subscription payable by a Member is the sum the Board determines for each class of Membership from time to time.
- (b) Subscription fees are due and payable in advance on or before 1 January in each year.
- (c) If a person is admitted to Membership during the months of July to December the Board in its discretion may reduce the Membership Subscription payable by the applicant for the remainder of the period until 1 January next following.

5.13 Resignation and termination of Membership

- (a) A Member may resign from the Company by giving written notice of resignation to the Secretary.
- (b) A resignation by a Member under rule 5.13(a) takes effect from the later of:
 - (i) the receipt of written notice of resignation by the Secretary; and
 - (ii) the time and date stated in the written notice, if any.
- (c) The Board may terminate a Member's membership if:
 - (i) the Member's Membership Subscription is in arrears; or
 - (ii) the Member has conducted himself or herself in a way that the Board considers to be injurious or prejudicial to the character or interests of the Company.
- (d) Before the Board terminates a Member's membership pursuant to rule 5.13(c)(ii), the Board must give the Member written notice of its intention to terminate the Member's membership and the reason for the proposed termination.
- (e) If the reason identified in the notice issued under rule 5.13(d) remains unresolved for more than one month following the notice being issued, the Member ceases to be entitled to any of the rights or privileges of Membership.
- (f) The rights or privileges of Membership may be reinstated at the absolute discretion of the Board.

6 Financial records

6.1 Keeping of financial records

- (a) The financial year of the Company begins on 1 January and ends at 31 December in the same calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting, financial reporting, review and audit requirements of the Corporations Act.
- (c) If required by the Corporations Act, the Board must:
 - (i) notify Members at the end of each financial year of their entitlement to receive copies of the financial report prepared by the Company including a copy of the auditor's report, if any, and any other documents as required by the Corporations Act; and

- (ii) lay before the Members at each annual general meeting the financial statements required under rule 6.1(b).

6.2 Banking of money

All the money of the Company must be deposited in an account in the name of the Company at a financial institution chosen by the Board.

6.3 Appointment of auditor or reviewer

If required by the Corporations Act, the Company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the Company.

6.4 Inspection of records of the Company

- (a) The Board may decide whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company or any of them are open to inspection by Members other than the Board.
- (b) No Member other than a Director has the right to inspect any document of the Company except as set out in the Corporations Act or as authorised by the Board.

7 General meetings

7.1 Annual General Meeting

A general meeting, to be called the Annual General Meeting, must be held at least once in every calendar year (after the end of the first financial year).

7.2 Calling general meetings

A general meeting may only be called:

- (a) by a Directors' resolution; or
- (b) otherwise as provided in the Corporations Act.

7.3 Postponing or cancelling a meeting

- (a) The Directors may:
 - (i) postpone a meeting of Members;
 - (ii) cancel a meeting of Members; or
 - (iii) change the place for a general meeting

if they consider that the meeting has become unnecessary, or the venue would be unreasonable or impractical or a change is necessary in the interests of conducting the meeting efficiently.

- (b) A meeting which is not called by a Directors' resolution and is called under a Members' requisition under the Corporations Act may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

7.4 Notice of general meetings

- (a) Subject to the provisions of the Corporations Act as to short notice, at least 21 days

notice of a general meeting must be given to each person who at the time of giving the notice is a Member, Director or auditor of the Company.

- (b) No other person is entitled to receive notice of a general meeting.
- (c) The Directors may decide the content of a notice of a general meeting, but the notice must include:
 - (i) the place, date and time of the meeting and if the meeting is to be held in 2 or more places the technology that will be used;
 - (ii) the general nature of the business to be transacted at the meeting;
 - (iii) if a Special Resolution is to be proposed at the meeting the intention to propose the Special Resolution and the resolution proposed; and
 - (iv) any other matter required by the Corporations Act.
- (d) Unless the Corporations Act provides otherwise:
 - (i) no business may be transacted at a general meeting unless the general nature of the business is stated in the notice calling the meeting; and
 - (ii) except with the approval of the Directors or the Chair, no person may move any amendment to a proposed resolution the terms of which are set out in the notice calling the meeting or to a document which relates to that resolution and a copy of which has been made available to Members to inspect or obtain.
- (e) A person may waive notice of any general meeting by written notice to the Company.
- (f) If a meeting has been adjourned for a month or more, a new notice of the meeting in accordance with this rule, must be given.

7.5 Non-receipt of notice

- (a) Subject to the Corporations Act, the:
 - (i) non-receipt of a notice of any general meeting by; or
 - (ii) accidental omission to give notice to,a person entitled to notice does not invalidate anything done (including the passing of a resolution) at that meeting.
- (b) A person's attendance at a general meeting waives any objection that person may have to:
 - (i) a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (ii) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to the matter being considered when it is presented.

7.6 Admission to general meetings

- (a) The Chair of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

- (i) in possession of a pictorial-recording or sound-recording device;
 - (ii) in possession of a placard or banner;
 - (iii) in possession of an article considered by the Chair to be dangerous, offensive or liable to cause disruption;
 - (iv) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;
 - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
 - (vi) who is not entitled to receive notice of the meeting.
- (b) The Chair may delegate the powers conferred by this rule to any person.
- (c) A person, whether a member or not, requested by the Directors or the Chair to attend a general meeting is entitled to be present and, at the request of the Chair, to speak at the meeting.

7.7 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a Chair and the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to business.
- (b) A quorum is constituted by:
- (i) where the number of Members is one: that Member;
 - (ii) where the number of Members is 15 or less: three or more Members present at the meeting and entitled to vote on a resolution at the meeting; and
 - (iii) where the number of Members is more than 15: ten or more Members (of whom at least three must be Directors) present at the meeting and entitled to vote on a resolution at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for the general meeting:
- (i) where the meeting was called at the request of Members, the meeting must be dissolved; or
 - (ii) in any other case:
 - (A) the meeting stands adjourned to the day, and at the time and place, the Directors present decide; or
 - (B) if they do not make a decision, to the same day in the next week at the same time and place.
- (d) At an adjourned meeting, if a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

7.8 Circulating resolutions

- (a) This rule 7.8 applies to resolutions which the Corporations Act, or this Constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 Corporations Act to remove an auditor.

- (b) The Company may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (c) Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (d) The resolution is passed when the last Member signs.
- (e) If the Company received by facsimile or electronic transmission a copy of a document referred to in this rule 7.8 it is entitled to assume that the copy is a true copy.

8 Proceedings of meetings

8.1 Chair

- (a) The Chair of the Board is entitled to take the chair at every general meeting.
- (b) If at any general meeting:
 - (i) the Chair of the Board is not present at the specified time for holding the meeting; or
 - (ii) the Chair of the Board is present but is unwilling or unable to act as Chair of the meeting,

the Directors present may choose another Director as Chair of the meeting and if no Director is present or if there is no Director present who is willing and able to act as Chair of the meeting, a Member chosen by the Members present may act as Chair of the meeting.

8.2 Acting Chair

- (a) A Chair of a general meeting may, for any item of business or discrete part of the meeting, vacate the chair in favour of another person nominated by him or her (Acting Chair).
- (b) Where an instrument of proxy appoints the Chair as proxy for part of the proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

8.3 Annual General Meetings

- (a) The business of the Annual General Meeting is:
 - (i) if required by the Corporations Act, to receive and consider the financial and other reports required by the Corporations Act to be laid before each annual general meeting;
 - (ii) to elect Directors;
 - (iii) if required by the Corporations Act, to appoint an auditor or reviewer; and
 - (iv) to transact any other business of which due notice has been given in accordance with this Constitution.
- (b) Except with the approval of the Board, with the permission of the Chair or under the Corporations Act, no person may move at an Annual General Meeting either:

- (i) any resolution or any amendment of a resolution about any Special Business of which notice has not been given under rule 7.4; or
 - (ii) any other resolution which does not constitute part of Special Business of which notice has been given under rule 7.4(c).
- (c) The auditor or reviewer, if any, and its representative may attend and be heard on any part of the business of a meeting concerning the auditor or reviewer. The auditor or reviewer, if any, or its representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit or review, if undertaken.

8.4 General conduct of meeting

The Chair of a general meeting:

- (a) has charge of the general conduct of the meeting and the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the Chair's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the Chair under this rule is final.

8.5 Adjournment

- (a) Despite rules 7.3(a) and 7.3(b), where the Chair considers that:

- (i) there is not enough room for the number of Members who wish to attend the meeting; or
- (ii) a postponement is necessary in light of the behaviour of persons present or for any other reason so that the business of the meeting can be properly carried out,

the Chair may postpone the meeting before it has started, whether or not a quorum is present.

- (b) A postponement under rule 8.5(a) is to another time, which may be on the same day as the meeting, and may be to another place (and the new time and place is taken to be the time and place for the meeting as if specified in the notice which called the meeting originally).
- (c) The Chair may at any time during the course of the meeting:
 - (i) adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting; and
 - (ii) for the purpose of allowing any poll to be taken or determined, suspend the proceedings of the meeting for any period or periods he or she decides without effecting an adjournment. No business may be transacted and no discussion may take place during any suspension of proceedings unless the Chair otherwise allows.
- (d) The Chair's rights under rules 8.5(a) and 8.5(c) are exclusive and, unless the Chair

requires otherwise, no vote may be taken or demanded by the members present about any postponement, adjournment or suspension of proceedings.

- (e) Only unfinished business may be transacted at a meeting resumed after an adjournment.

8.6 Entitlement to vote at general meetings

- (a) Subject to this Constitution, a Member entitled to vote at a general meeting may vote:
 - (i) in person or, where a member is a body corporate, by its Nominated Representative;
 - (ii) by not more than one proxy; or
 - (iii) by not more than one attorney.
- (b) A proxy must, and an attorney or Nominated Representative may, but need not, be a Member of the Company.
- (c) A Member whose Membership Subscription is more than one month in arrears at the date of a general meeting is not entitled to vote at that meeting.

8.7 Decisions at general meetings

- (a) Except where a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the Members present at the meeting. A decision made in this way is for all purposes a decision of the Members.
- (b) If the votes are equal on a proposed resolution, the Chair of the meeting has a casting vote, in addition to any deliberative vote.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded:
 - (i) before the show of hands is taken;
 - (ii) before the result of the show of hands is declared; or
 - (iii) immediately after the result of the show of hands is declared.
- (d) On a show of hands, where the Chair has two or more appointments that specify different ways to vote on a resolution, the Chair must not vote as a proxy.

8.8 When poll may be demanded

- (a) No poll may be demanded on the election of a Chair of a meeting.
- (b) Subject to rule 8.7 a poll may be demanded by:
 - (i) the Chair;
 - (ii) at least five Members entitled to vote on the resolution; or
 - (iii) by Members with at least 5% of the votes that may be cast on the resolution on a poll.
- (c) A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll is demanded.

- (d) Unless a poll is duly demanded, a declaration by the Chair of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the Company's minute book is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.
- (e) If a poll is duly demanded at a general meeting, it must be taken either at once or after an interval or adjournment, as, the Chair of the meeting directs. The result of the poll as declared by the Chair is the resolution of the meeting at which the poll was demanded.
- (f) The demand for a poll may be withdrawn with the Chair's consent.
- (g) In the case of any dispute about the admission or rejection of a vote, the Chair's decision is final.

8.9 Voting rights

- (a) Subject to this constitution and to any rights or restrictions attached to any class of Membership, at a general meeting:
 - (i) on a show of hands, each Member present has one vote;
 - (ii) where a person is entitled to vote by virtue of rule 9.1 in more than one capacity, that person is entitled only to one vote on a show of hands;
 - (iii) if the person appointed as proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands; and
 - (iv) on a poll, each member present has one vote.
- (b) An objection to the validity of a vote tendered at a general meeting must be:
 - (i) raised before or immediately after the result of the vote is declared; and
 - (ii) referred to the Chair of the meeting, whose decision is final.
- (c) A vote tendered, but not disallowed by the Chair of a meeting under rule 8.9(b), is valid for all purposes, even if it would not otherwise have been valid.
- (d) The Chair may decide any difficulty or dispute which arises as to the number of votes which may be cast by or on behalf of any Member and the decision of the Chair is final.

8.10 Voting where the Company is a sole member company

If at any time the Company has only one Member, where that Member signs a minute recording the Member's decision to a particular effect, the recording of the decision counts as the passing by the Member of a resolution to that effect.

8.11 Voting where the member is of unsound mind

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law about mental health, his committee or trustee or other person who has the management of his estate may exercise any rights of the Member about a general meeting as if the committee, trustee or other person were the Member.

9 Proxies and attorneys

9.1 Appointment of proxies

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) For clarity, a proxy must be a Member but need not be a Member entitled in their own right to vote.
- (c) The document appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Board) must be presented at the meeting to which it relates or deposited at the Office, faxed to the Office or deposited, faxed or sent by electronic mail to any other place specified in the notice of meeting before the time for holding the meeting or adjourned meeting or poll at which the person named in the document proposes to vote.
- (d) No document appointing a proxy is, except as set out in this rule, valid after the expiration of 12 months after the date of its execution. Any Member may deposit at the Office a document appointing a proxy and the appointment is valid for all or any stipulated meetings of the Company until revocation.

9.2 Validity of vote

- (a) A vote given as required by the terms of an proxy document or power of attorney is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the proxy document or power of attorney for which the vote is given,if no written notice of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting.
- (b) A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes on the resolution for which the proxy is proposed to be used.

9.3 Form and execution of proxy document

- (a) A document appointing a proxy must be in writing signed by the appointor or his or her attorney. If the appointor is a body corporate the appointment must be signed by a duly authorised officer, in a form acceptable to the Board.
- (b) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.
- (c) A document appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates. Any duly signed proxy which is incomplete may be completed by the Secretary on authority from the Board and as permitted by the Corporations Act and the Board may authorise completion of the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given.

9.4 Board to issue forms of proxy

- (a) The Board may issue with any notice of general meeting of Members or any class of Members, forms of proxy for use by the Members.
- (b) Each form must enable the Member to write in the proxy's name. It may provide that if

the Member leaves this blank, the proxy is to be a person named on the form.

- (c) The form may include the names of any of the Directors, or of any other person, as a suggested proxy.
- (d) The form must allow the Member to direct the proxy to vote for or against (or to abstain from voting on) any proposed resolution.

9.5 Attorney of a Member

A Member may appoint an attorney to act on the Member's behalf at all or specified meetings of the Company. The power of attorney or proof of the power of attorney must be delivered to the Secretary or elsewhere as directed, with evidence to the satisfaction of the Board of the due execution of the power of attorney. The attorney may appoint a proxy for the Member.

10 The Board

10.1 Directors

- (a) The Board will consist of at least three but not more than ten Directors to be elected in accordance with rule 10.2. The Board may develop criteria that it recommends to members for consideration when electing the Directors.
- (b) The criteria may include general competence expectations, specialist skills that are desirable, and preferences in order to achieve board diversity which reflects the Company's connection to the community.

10.2 Eligibility

Any natural person is eligible to be a Director provided:

- (a) the person is a Member;
- (b) in the opinion of the Board, the person is supportive of the objects of the Company; and
- (c) the person does not hold a place of profit or employment in the Company

10.3 Election of Directors

- (a) Elections for Directors will be held at each Annual General Meeting.
- (b) The number of Directors to be elected at the Annual General Meeting in each year will correspond with the number of vacancies in the position of Director.
- (c) For the purposes of determining the number of vacancies to be filled under rule 10.3(b), a position will be deemed to be vacant if, pursuant to this Constitution, the position will become vacant at the conclusion of the Annual General Meeting in that year.
- (d) The procedure for the election of Directors is as follows:
 - (i) Any Member may nominate any eligible person to serve as a Director.
 - (ii) The consent in writing of the nominee must be given.
 - (iii) The nomination and consent must be left at the Office not less than 25 days, and at most 35 days, before the date of the Annual General Meeting at which the election is to take place.

- (iv) The names of the candidates (in alphabetical order) and the names of their respective proposers must be forwarded to Members with the notice of the Annual General Meeting.
- (v) If the number of eligible candidates is equal to or less than the number of available positions it is not necessary to hold an election and the nominated candidates will fill the vacancies.
- (vi) If the number of eligible candidates exceeds the number of available positions each Member present and entitled to vote is entitled to cast a vote "for" (limited to the number of vacancies) or "against" the election of each named candidates for the positions for which they have been nominated and the candidates receiving the highest number of votes "for" are elected, in progressive order, until all vacant positions are filled.

10.4 Term of Office of Directors

- (a) Directors are elected for 3 year terms.
- (b) The term of a Director commences immediately upon the conclusion of the Annual General Meeting at which the Director is elected and ends at the conclusion of the Annual General Meeting 3 years thereafter except in the case of a Director appointed or elected to fill a casual vacancy under rule 11.5.
- (c) At the expiry of his or her term a Director, if eligible and nominated, may be re-elected for a further 3 year term. Subject to rules 10.4(d) and 10.4(e), a Director may serve a maximum of 3 consecutive 3 year terms.
- (d) In the event that a Director has served the maximum 3 consecutive terms, but in the opinion of the Board the skills, experience or other attributes of that person are desirable for the Board and will not be replaced by any other nominee, the Members may, by Special Resolution, resolve to elect that person for a further 3 year term.
- (e) Any period of time served filling a casual vacancy that does not exceed 1 year and 6 months is not to be taken into account when calculating the period for which a person has held office under rule 10.4(c).
- (f) A Director who has previously served the maximum prescribed term as a Director is eligible for election as a Director in accordance with rule 10.4(c) after a period of 12 months has elapsed from the conclusion of the maximum term served.

10.5 Reimbursement of Directors' expenses

The Directors are entitled to be reimbursed for expenses incurred in performing their role as Directors as determined by the Board from time to time.

10.6 Directors' interests

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) being a Member, creditor or otherwise being interested in any body corporate (including the company), partnership or entity, except as auditor of the Company;
 - (ii) entering into any agreement or arrangement with the Company; or
 - (iii) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.

- (b) Each Director must comply with the Corporations Act on the disclosure of the Director's interests.
- (c) The Directors may make regulations requiring the disclosure of interests that a Director, and any person taken by the Directors to be related to or associated with the Director, may have in any matter concerning the Company or a related body corporate. Any regulations made under this Constitution bind all Directors.
- (d) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any regulation made under rule 10.6(c).
- (e) A Director who has a material personal interest in a matter that is being considered by the Directors must not be present at a meeting while the matter is being considered nor vote on the matter, except where permitted by the Corporations Act.
- (f) If a Director has an interest in a matter, then subject to rules 10.6(c), 10.6(g) and the constitution:
 - (i) that Director may be counted in a quorum at the board meeting that considers the matter that relates to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at the meeting;
 - (ii) that Director may not participate in and vote on matters that relate to the interest;
 - (iii) the Company can proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) the Director may retain the benefits under the transaction that relates to the interest even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If an interest of a Director is required to be disclosed under rule 10.6(b), rule 10.6(f)(iv) applies only if the interest is disclosed before the transaction is entered into.
- (h) A contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested is not invalid or voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office.
- (i) A Director who is interested in any arrangement involving the Company is not liable to account to the Company for any profit realised under the arrangement merely because the Director holds office as a Director or because of the fiduciary obligations arising from that office, if the Director complies with the disclosure requirements applicable to the director under rule 10.6 (c) and under the Corporations Act about that interest.
- (j) A Director who is interested in any contract or arrangement may, despite that interest, witness the fixing of the company seal to any document evidencing or otherwise connected with that contract or arrangement.

11 Vacation of office

11.1 Resignation

A Director may resign from the Board by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary, or on a later date specified

in the notice.

11.2 Removal

- (a) A Director may be removed from office by resolution of the Members present and entitled to vote at a general meeting of the Company convened for that purpose. At the meeting the Director must be given the opportunity to present his or her case orally or in writing.
- (b) A Director removed under rule 11.2(a) retains office until the dissolution or adjournment of the general meeting at which he or she is removed.

11.3 Disqualification

- (a) The office of a Director becomes vacant if the director:
 - (i) becomes an insolvent under administration, suspends payment to creditors, compounds with or assigns the Director's estate for the benefit of creditors;
 - (ii) becomes a person of unsound mind or is a patient under laws about mental health, or whose estate is administered under laws about mental health;
 - (iii) is absent from Director's meetings for a period of three consecutive months without leave of absence;
 - (iv) resigns office by written notice to the Company;
 - (v) is removed from office under the Corporations Act;
 - (vi) is prohibited from being a Director by reason of the operation of law; or
 - (vii) is convicted on indictment of an offence and the Directors do not within one calendar month after that conviction confirm the Director's appointment or election (as the case may be) to the office of Director.

11.4 Directors who are unable to fulfil their duties due to illness or incapacity

A Director may be removed from office by the Board if the Board resolves that the Director is unable to fulfil their duties due to physical or mental illness or other incapacity.

11.5 Casual vacancies

- (a) The Board has power to appoint an eligible person as a Director to fill a casual vacancy among the Board, resulting from the resignation, removal or disqualification of a Director, or if a position is not filled at the annual general meeting.
- (b) A person appointed under this rule holds office until the conclusion of the next general meeting, subject to the following paragraph
- (c) The Members may at a general meeting elect an eligible person as a Director to occupy the vacant position for the balance of the original term. For clarity, if the Members elect a person as a Director under this rule 11.5(c) that person will replace any person appointed by the Board under rule 11.5(a), and the ordinary course of rotation of Directors by retirement and election shall not be disrupted as a result of the vacancy.

12 Powers and duties of Directors

12.1 General powers

- (a) The Directors are responsible for managing the business of the Company and may

exercise all powers and do all things that are within the Company's power except those expressly required by the Corporations Act or this Constitution to be exercised by the Company in a general meeting.

- (b) The Board may make regulations, by-laws and policies consistent with the Constitution, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind any regulations and by-laws.
- (c) A regulation, policy or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting.
- (d) A resolution or regulation made by the Company in a general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

12.2 Power to borrow and give security

- (a) The Directors may exercise all the powers of the Company:
 - (i) to borrow or raise money in any way;
 - (ii) to give guarantees and indemnities;
 - (iii) to charge any of the Company's property or business or any of its uncalled capital; and
 - (iv) to issue debentures or give any security for a debt, liability or obligation of the Company or of any other person.
- (b) Debentures or other securities may be issued on the terms and at prices decided by the Directors, including bearing interest or not.
- (c) The Directors may decide how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as applicable, by or on behalf of the Company.

12.3 Powers of appointment

The Directors may:

- (a) appoint or employ any person as an officer, agent or attorney of the Company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for any period and on any other conditions they decide;
- (b) authorise an officer, agent or attorney to delegate any of the powers, discretions and duties vested in the officer, agent or attorney; and
- (c) remove or dismiss any officer, agent or attorney of the Company at any time, with or without cause.

13 Proceedings of Directors meetings

13.1 Meetings of Directors

- (a) The Directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of Directors to constitute a quorum, constitutes a meeting of the Directors. All the provisions in this constitution relating to meetings of the Directors apply, as far as they can and with any necessary changes, to meetings of the Directors by telephone or other electronic means.
- (e) A meeting by telephone or other electronic means is to be taken to be held at the place where the Chair of the meeting is or at any other place the Chair of the meeting decides on, if at least one of the Directors involved was at that place for the duration of the meeting.
- (c) A Director taking part in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (d) If, before or during the meeting, any technical difficulty occurs where one or more Directors cease to participate, the Chair may adjourn the meeting until the difficulty is remedied or may, where a quorum of Directors remains present, continue with the meeting.

13.2 Calling meetings of Directors

- (a) A Director may, whenever the Director thinks fit, call a meeting of the Directors.
- (b) The Secretary must, if requested by a Director, call a meeting of the Directors.

13.3 Notice of meetings of Directors

- (a) Notice of a meeting of Directors must be given to each person who, at the time the notice is given, is a Director, except a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may, if necessary, be given immediately before the meeting; and
 - (iv) may be given in person or by post or by telephone, fax or other electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect in person or by post or by telephone, fax or other electronic means.
- (d) Failure to give a Director notice of a meeting of Directors does not invalidate anything done or any resolution passed at the meeting if:
 - (i) the failure occurred by accident or inadvertent error; or
 - (ii) the Director attended the meeting or waived notice of the meeting (whether before or after the meeting).
- (e) A person who attends a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

13.4 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) Unless the Directors decide otherwise, 50% of the total number of Directors rounded up to the next number constitute a quorum.
- (c) If there is a vacancy in the office of a Director, the remaining Directors may act, but if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of Directors to a number sufficient to constitute a quorum or to call a general meeting of the Company.

13.5 Chair of Directors

- (a) The Directors may elect, for any period they decide, up to 3 years, a Director to the office of Chair of Directors, and a Director to the office of Deputy Chair. A Director may be reappointed and serve one or two additional consecutive terms as Chair or as Deputy Chair as the case may be, as long as that reappointment does not exceed the limit for appointment as a Director set out in clause 10.4(a).
- (b) The Chair of Directors is entitled (if present within ten minutes after the time appointed for the meeting and willing to act) to preside as Chair at a meeting of Directors.
- (c) If at a meeting of Directors:
 - (i) there is no Chair of Directors;
 - (ii) the Chair of Directors is not present within ten minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair of Directors is present within that time but is not willing and able, or declines to act, as chair of the meeting

the Deputy Chair may act as chair of the meeting, failing which the remaining Directors present must elect one of themselves to chair the meeting.

13.6 Decisions of Directors

- (a) The Directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) Questions arising at a meeting of Directors must be decided by a majority of votes cast by the Directors present and entitled to vote on the matter.
- (c) Subject to rule 13.6(d), if the votes are equal on a proposed resolution, the Chairman of the meeting has a casting vote, in addition to his or her deliberative vote.
- (d) Where only two Directors are present or entitled to vote at a meeting of Directors and the votes are equal on a proposed resolution:
 - (i) the Chair of the meeting does not have a second or casting vote; and
 - (ii) the proposed resolution is taken as lost.

13.7 Written resolutions

- (a) A resolution in writing of which notice has been given to all Directors and which is signed or consented to by all of the Directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted

and may consist of several documents in the same form, each signed or consented to by one or more of the Directors.

- (b) A Director may consent to a resolution by:
 - (i) signing the document containing the resolution (or a copy of that document);
 - (ii) giving to the Company a written notice (including by fax or other electronic means) addressed to the Secretary or to the Chair of Directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (iii) telephoning the Secretary or the Chair of Directors and signifying assent to the resolution and clearly identifying its terms.

13.8 Appointment of Committees

- (a) The Board may:
 - (i) appoint a committee consisting of any person the Board thinks fit; and
 - (ii) delegate some or all of their powers to a committee.
- (b) The committee must exercise any delegated powers in accordance with the Corporations Act, this Constitution and any directions of the Directors.
- (c) The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee, except to the extent they are contrary to any direction given under rule 13.8(b).
- (d) A committee is under the control and direction of the Board and has no power in the management of the Company and must report to the Board.

13.9 Delegation to a Director

- (a) The Directors may delegate any of their powers to one Director.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

13.10 Validity of acts

- (a) Notwithstanding that it is afterwards discovered:
 - (i) that there was some defect in the appointment of any of the Directors; or
 - (ii) the committee or the person acting as a Director or that any of them were disqualified,

all acts done at any meeting of the Directors or by a committee or by any person acting as a Director are valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of the committee (as the case may be).

14 Executive officers

14.1 Secretary

- (a) The Company must have at least one Secretary appointed by the Directors.

- (b) The Directors may suspend or remove a Secretary from that office.

14.2 Appointment and provisions applicable to executive officers

- (a) The Board may appoint an executive officer for a period, at the remuneration and on the conditions the Directors decide.
- (b) The remuneration payable by the company to an executive officer must not include a commission on, or percentage of, operating revenue.
- (c) The Directors may:
 - (i) delegate to an executive officer any powers, discretions and duties they decide;
 - (ii) withdraw, suspend or vary any of the powers, discretions and duties given to an executive officer; and
 - (iii) authorise the executive officer to delegate any of the powers, discretions and duties given to the executive officer.
- (d) An act done by a person acting as an executive officer is not invalidated by:
 - (i) a defect in the person's appointment as an executive officer;
 - (ii) the person being disqualified to be an executive officer; or
 - (iii) the person having vacated officeif the person did not know that circumstance when the act was done.

15 Indemnity and insurance

15.1 Indemnity in favour of Directors, Secretaries and Officers

Subject to the Corporations Act and rule 15.2, the Company must indemnify each Director, Secretary and Officer to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, Director, Secretary or Officer of the Company, other than:

- (a) a Liability owed by the person to the Company or a related body corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Act or a compensation order under section 1317H Corporations Act; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

15.2 Indemnity for legal costs

The Company must indemnify each Director, Secretary and Officer to the maximum extent permitted by law, against any Liability for legal costs incurred by them for a Liability incurred by them because of their holding office as, and acting in the capacity of, Director, Secretary or Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings in which the Director, Secretary or Officer is found to have a Liability for which they could not be indemnified under rule 15.1;
- (b) in defending or resisting criminal Proceedings in which the Director, Secretary or Officer is

found guilty;

- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 15.2(c) does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) in Proceedings for relief to the Director, Secretary or Officer under the Corporations Act in which the court denies the relief.

15.3 Proceedings

For the purposes of rule 15.2, **'Proceedings'** includes the outcomes of the proceedings and any appeal about the proceedings.

15.4 Insurance

The Company may, to the extent the law permits:

- (a) purchase and maintain insurance; or
- (b) purchase and agree to pay a premium for insurance,

for each Officer against any Liability incurred by the Officer as an officer or auditor of the Company or of a related body corporate including, but not limited to:

- (c) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (d) a liability arising from negligence or other conduct.

15.5 When insurance may not be provided by the Company

The Company must not pay, nor agree to pay, a premium for a contract insuring a person who is or has been a Director, Secretary or Officer of the Company, against a Liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty about the Company; or
- (b) a contravention of section 182 or section 183 Corporations Act.

15.6 Contract

The Company may enter into an agreement with any Officer to give effect to the rights conferred by this rule or the exercise of a discretion under this rule on any terms as the Directors think fit which are not inconsistent with this rule.

16 The Seal

16.1 Company Seal is optional

The Company may have a Seal.

16.2 Affixing the Seal

- (a) The Seal must only be used with the authority of the Board.

- (b) Every document to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director, or another person appointed by the Board for the purpose.
- (c) The Board may affix a signature by electronic means.

16.3 Execution of documents without a Seal

The Company may sign a document without a seal, including a deed, by having the document signed by:

- (a) two Directors; or
- (b) a Director and the Secretary, or
- (c) a Director and a person appointed by the Board for that purpose.

16.4 Other ways of executing documents

Despite rules 16.2 and 16.3, any document including a deed, may also be signed by the Company in any other manner permitted by law.

17 Minutes

17.1 Contents of minutes

The Board must ensure that minutes are duly recorded in any manner it thinks fit and include:

- (a) the names of the Directors present at each meeting of the Company, the Board and of Committees; and
- (b) details of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and Committees.

17.2 Signing of minutes

The minutes of a meeting of the Board or of a Committee or of the Company, if signed by the Chair of the meeting or by the Chair of the next meeting, are prima facie evidence of the matters stated in the minutes.

18 Notices

18.1 Method of service

- (a) The Company may give a notice to a Member by:
 - (i) delivering it personally;
 - (ii) sending it by prepaid post to the Member's address in the register of Members or any other address the Member gives the Company for notices; or
 - (iii) sending it by fax or other electronic means to the fax number or electronic address the Member gives the Company for notices.
- (b) Where a Member does not have a registered address or where the Company believes that Member is not known at the member's registered address, all notices are taken to be:
 - (i) given to the Member if the notice is exhibited in the Company's registered office

- for a period of 48 hours; and
- (ii) served at the commencement of that period,
- unless and until the Member informs the Company of the Member's address.

18.2 Time of service

- (a) A notice from the company properly addressed and posted is taken to be given and received on the day after the day of its posting.
- (b) A notice sent or given by fax or other electronic transmission:
- (i) is taken to be effected by properly addressing and transmitting the fax or other electronic transmission; and
- (ii) is taken to have been given and received on the day of its transmission.
- (c) Where a given number of days' notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

18.3 Evidence of service

A certificate signed by a Director or Secretary stating that a notice has been given under this Constitution is conclusive evidence of that fact.

18.4 Other communications and documents

Rule 18.1 applies, so far as it can and with any necessary changes, to serving any communication or document.

18.5 Notification of change of address

Every Member must notify the Company of any change of his or her address and any new address must be entered in the Register. Upon entry it becomes the Member's Registered Address.

19 Establishment and operation of a Public Fund

19.1 Establishing and maintaining a Public Fund

The Company will establish and maintain a Public Fund named The Australian Festival of Chamber Music Donations Fund Qld Limited listed on the Register of Cultural Organisations for the Public Fund Purposes.

19.2 Management and administration of the Public Fund

The Public Fund will be administered by the Board the majority of whom are Responsible Persons and who, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Company.

19.3 Use of the Public Fund

- (a) The Public Fund must be used solely for the purposes of the objects in Rule 3.1; and
- (b) No monies/assets in this Public Fund will be distributed to members or office bearers of the Company, except as reimbursement of out-of-pocket expenses incurred on behalf of

the fund or proper remuneration for administrative services.

19.4 Notification to the Department

The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the Public Fund, to assess the effect of any amendments on the Public Fund's continuing deductible gift recipient status.

19.5 Bank account

- (a) The Company must maintain a separate bank account for the Public Fund.
- (b) Investment of monies in the Public Fund will be made in accordance with the guidelines for public funds as specified by the Australian Taxation Office.

19.6 Receipts

Receipts issued for Gifts to the Public Fund must state:

- (a) the name of the Public Fund and that the receipt is for a gift made to the Public Fund;
- (b) the Australian Business Number applicable to the Company;
- (c) the fact that the receipt is for a Gift; and
- (d) any other matters required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

19.7 Winding up

If upon the winding-up or dissolution of the Public Fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this Public Fund, and whose rules prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

19.8 Public Fund forms part of the Company

To avoid any doubt, it is declared that the Public Fund forms part of the Company and is bound by this Constitution.

20 General

20.1 Submission to jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act, the Federal Court of Australia and the courts which may hear appeals from those courts.

20.2 Prohibition and enforceability

Any part of this Constitution which is prohibited or unenforceable in any place is, in that place, ineffective only to the extent of that prohibition or unenforceability.