

CORPORATIONS ACT 2001

A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

FEDERATION OF AUSTRALIAN MOVIE MAKERS LIMITED

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Corporations Act 2001

A Company Limited by Guarantee

THE CONSTITUTION

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COMPANY NAME

1. The name of the company is Federation of Australian Movie Makers Limited

REPLACEABLE RULES DISPLACED

2. The provisions of the Corporations Act 2001 which operate as replaceable rules do not apply to the company.

OBJECTS OF THE COMPANY

3. The objects for which the Company is established are as follows, but such objects shall bear a wide construction and not be limited or restricted by the definitions used throughout this Memorandum or by the name of the Company.
 - 3.1 To effect co-ordination on matters affecting independent movie-makers throughout Australia. Unless otherwise noted, all movies must be prima facie non-commercial.
 - 3.2 To act as the official body representing Australia in National and International matters affecting Australian independent movie-making.
 - 3.3 To determine for members, the recommended method of judging to be applied in open festivals and competitions.
 - 3.4 To facilitate the exchange or loan of movies with other Australian or overseas organisations.
 - 3.5 To co-ordinate open festival and/or competition dates between member groups where necessary.
 - 3.6 To foster an attitude of co-operation, collegiality and fair-dealing among members and with those outside the Federation with whom members have dealings.
 - 3.7 To promote an attitude of Professionalism and the highest working standards within the Federation.
 - 3.8 To arbitrate within and/or among members when appropriate or when the Executive deems necessary.

- 3.9 To act as an interface between members and Government and semi-Government bodies, and/or other bodies, to achieve maximum benefit for members.
- 3.10 To represent, promote and protect the interests of members to the fullest extent possible and in such manner as the Executive may, from time-to-time think fit.
- 3.11 To do any and all other things seen to be in the interest of members and is a not for profit entity.

The objects specified in each paragraph of clause 3 shall be regarded as independent objects and (except where otherwise expressed in such paragraph) shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph or paragraphs.

INTERPRETATION

4. (a) In this constitution:

"the board" or "the board of directors" means the directors of the company holding office pursuant to this constitution;

"the company" means Federation of Australian Movie Makers Limited;

"general meeting" means a meeting of the company's members;

"executive committee" means the president, a vice-president and treasurer of the company

"member" means any incorporated or unincorporated association or group which has similar objects as the company

"regulation" means a regulation made by the board in accordance with paragraph 49(b)(v); "the seal" means the common seal (if any) of the company;

"secretary" means any person appointed to perform the duties of a secretary of the company and includes an honorary secretary; and

(b) Except so far as the contrary intention appears in this constitution, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Act 2001, the same meaning as in that provision of the Corporations Act 2001.

POWERS

- 5 Solely for the purpose of carrying out the objects and not otherwise, the company shall have the following powers:
 - 5.1 To apply for purchase or otherwise acquire either by itself or by any agent or nominee any licences registrations contracts decrees concessions charters powers authorities franchises rights or privileges and to undertake execute and carry out dispose of or otherwise turn the same to account;
 - 5.2 To assist, establish, subsidise, promote, sponsor, co-operate, federate, affiliate, or become affiliated with, or act as trustee or agent for, or manage, lend money, or give any other assistance

to any association, society, or other body corporate or unincorporate;

- 5.3 To print and publish or to arrange to have printed and published, either gratuitously or by way of sale, any papers, newspapers, journals, periodicals, magazines books, leaflets or other publications, or to produce, copy, transmit or distribute, by any means and in any medium, any video or videotape, Compact Disc or Digital Versatile Disc, by Web streaming or otherwise, by hard-copy, electro-magnetic or optical transmission, whether using terrestrial transmission, satellite channel(s) or any other means whatsoever, in any format, mode or means whether now existing or available in the future that the company may think desirable for the promotion of its objects
- 5.4 To acquire by lease, purchase or in exchange, hire or other wise acquire any lands, buildings, easement or property, real or personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the company and to establish, manage, improve, homes, hostels, clubs, holiday camps or other premises or institutions and to furnish, alter, enlarge, repair, uphold and maintain the same or permit the same to be used by members of the company and others either gratuitously or for payment;
- 5.5 To purchase, take on lease or, in exchange, hire or otherwise acquire or deal in any real, or personal and any, rights or privileges attached thereto and to sell and dispose of the same in any manner as the company may think fit;
- 5.6 To employ and pay any person or persons to supervise organise carry on the work of and advise the company and to establish and support pension superannuation and other schemes for the benefit of persons employed by the company and to grant pensions or retiring allowances to persons who have been employed by the company or their dependants;
- 5.7 To purchase, subscribe for, take or otherwise acquire and hold or dispose of or deal with any shares, stock, debentures, debenture stock, bonds, notes, insurance policies or other securities issued or guaranteed by any government or any governmental public or municipal authority or body or issued or guaranteed by any company or undertaking or syndicate of persons notwithstanding that there may be a liability thereon and to underwrite and guarantee the subscription thereof and to accept the same in payment or part payment for any property sold or services rendered or rights or privileges given or conferred by the company;
- 5.8 To purchase, acquire, take, own, hold, deal in, manage, mortgage or otherwise encumber and to lease, sell, exchange , transfer or in any manner whatsoever dispose of and deal with land and buildings wherever situated and any interest in any rights over or connected with land and buildings and to develop and turn the same to account as may seem expedient;
- 5.9 To act as agents, trustees or brokers for the sale and purchase of any shares stocks investments or securities or in or for any other monetary or mercantile transaction;
- 5.10 To discount, take over or acquire, whether absolutely or by way of security, contracts of sale, hire or hire purchase agreements, mortgages, negotiable instruments transferable instruments and contracts and agreements of every kind relating to real or personal property;

- 5.11 To acquire options or rights for the purchase or acquisition of all kinds of property, both real and personal, including without limiting the generality of the foregoing, lands and buildings and any estate or interest therein and any rights connected therewith and to exercise any of those options or rights;
- 5.12 To lend and advance money with or without security and to invest and deal with the moneys and credits of the company in such manner and upon such terms and conditions as may from time to time be determined by the Board of Directors of the company;
- 5.13 To give any guarantee indemnity or undertaking with or without security and to enter into any bond or security and without limiting the generality of the foregoing, to guarantee with or without security the performance of any contract, agreement or obligation by any person, firm or company;
- 5.14 To receive money on deposit and to accept gifts, whether of money or otherwise, and to borrow or raise money or to secure the payment or repayment of money or the satisfaction observance or performance of any contract, guarantee, engagement, obligation or liability entered into, undertaken or incurred or to be entered into, undertaken or incurred by the company in such manner as the Board of Directors thinks fit and in particular, by mortgage or charge upon the undertaking or any part of the undertaking of the company or upon all or any of the assets of the company or by the creation and issue of debentures or debenture stock (perpetual or terminable), charge as aforesaid or constitute or support by a floating charge upon present or future property of the company and to purchase redeem, pay off or agree to a variation of any such securities;
- 5.15 To make, draw, accept, endorse, execute, issue, discount, purchase or otherwise acquire, promissory notes, bills of exchange, bills of lading, drafts, warrants, bonds, debentures and other negotiable or transferable instruments and to secure the same by mortgage, pledge, deed of trust or otherwise;
- 5.16 To make gifts by payment of money or otherwise and to subscribe or guarantee money for charitable or religious or educational objects or for any public or useful objects;
- 5.17 To enter into any agreement or arrangement with any government or authority, supreme, municipal, local or otherwise or with any public governmental body that may seem conducive to the carrying out of the company's objects, or any of them, of direct or indirect benefit to the company and to obtain from any such governmental authority or body any rights privileges or concessions which the company may think advisable to obtain and to carry out, exercise, comply with and turn to account, any such agreement, arrangement, rights, privileges or concessions;
- 5.18 To apply for, promote and obtain, any Act of Parliament or order or regulation or other authorisation or enactment for enabling the company to carry any of its objects into effect and to oppose any bills proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the company or its member groups, as the Board may, from time-to-time determine;
- 5.19 To adopt any means of making known the operations, objects, and activities of the company;
- 5.20 To undertake and execute any trusts, either gratuitously or otherwise, the undertaking whereof may seem likely to benefit the company either directly or indirectly:

- 5.21 To make payments for information or advice given, or for services of any kind rendered or to be rendered to the company, or with which the company may be directly or indirectly interested;
- 5.22 To establish one or more investment pools for the collective investment of any trust funds or other funds held by or in custody of the company. Without limiting the generality of the foregoing, to retain the means to establish a Credit Union for the benefit of the members of the company and/or its member groups;
- 5.23 To pay all or any of the costs, charges and expenses of and incidental to or in connection with, the promotion, formation and incorporation of the company or of any other company promoted by the company or to contract with any person, firm or company for services rendered or to be rendered for underwriting, placing, selling or guaranteeing the subscription, any debentures, debenture stock or other securities of the company or of any company promoted by the company;
- 5.24 To procure the company to be registered or recognised in any other State, Territory, country or place and to do all things necessary to enable the company to carry on business effectually in those places and to establish Division registers in any country, State or Territory or other places;
- 5.25 To do all or any of the above or following things as principal, agent, partner, joint owner, manager, contractor, sub-contractor or otherwise and either alone or in conjunction with any other person, firm or company;
- 5.26 To promote, establish, engage in, carry on and manage professional practices and businesses of all kinds, commercial, industrial and trading businesses or enterprises of all kinds and to erect, construct, establish, equip, purchase, lease, charter, acquire, maintain, improve, develop, manage, work, control and superintend any factories, offices, engineering works, hotels, motels, restaurants, apartment houses, places of amusement, shops, roadways, bridges, reservoirs, water courses, canals, machinery, apparatus, building works and conveniences of all kinds whatsoever, or in return for any consideration from any other person or company to contribute and co-operate in the carrying out, establishment, construction, maintenance, management, working, control and superintendence thereof;
- 5.27 To acquire and take over any business or undertaking carried on upon, or in connection with, any land or building which the Company may desire to acquire or become interested in, the whole or any of the assets or liabilities of such business or undertaking and to carry on the same or to dispose of, remove or put an end thereto, or otherwise deal with the same as may seem expedient.
- 5.28 To establish and carry on and to promote the establishment and carrying on upon any property in which the Company is interested, any business which may conveniently be carried on upon or in connection with such property and the establishment of which may seem calculated to enhance the value of the company's interest in such property, or to facilitate the disposal thereof;
- 5.29 To act as selling and distributing agents for any other company, firm or person, manufacturing or trading in goods, wares or merchandise being sold, handled or dealt in by the Company;
- 5.30 Either as principals or agents, either by wholesale or retail, to manufacture or produce, to purchase or otherwise acquire, to sell or otherwise dispose of, to barter, exchange, trade and deal in goods, wares, merchandise and property, real or personal of any kind whatsoever or any estate or interest therein;

- 5.31 To apply for, purchase or otherwise acquire any processes, patent rights, patent licences, concessions and the like, conferring an exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem to the Company capable of being profitably dealt with or calculated directly or indirectly to benefit this Company and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account any such patents, licences, concessions and the like and the property rights or information so applied for or acquired;
- 5.32 To carry on any other business, manufacturing or otherwise, which may seem to the Board capable of being conveniently carried on in connection with any of the above specified businesses, or calculated directly or indirectly to enhance the value of, or render profitable, or facilitate the realisation of any of the Company's property or rights;
- 5.33 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operative joint adventure, reciprocal concessions or otherwise, with any person or company carrying on or engaged in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company;
- 5.34 To amalgamate with any other company having objects altogether or in part similar to those of this Company;
- 5.35 From time to time, to appoint agents and attorneys with or without powers of sub-delegation and from time to time revoke and cancel all or any such appointments or delegation and to remove any person or corporation appointed thereunder;
- 5.36 To establish and cause to be kept, Division registers of, and to take any steps considered expedient to, give the Company the same rights and privileges in any part of the world as are possessed by local companies or partnerships of a similar nature;
- 5.37 To carry on the business of providing services of all kinds for any company, firm or person in connection with any business being conducted by such firm, company or person and without limiting the generality of the foregoing provisions, to provide the services of professional, technical, skilled and unskilled employees and transport services, telephone and communication services and stationery and equipment services;
- 5.38 To establish agencies or Divisions in any part of the Commonwealth of Australia and in any part of the world and to regulate and/or discontinue the same and to make By-laws and regulations for such agencies or Divisions;
- 5.39 To establish advisory or zone committees in any part of the Commonwealth of Australia and in any part of the world and to regulate and/or discontinue the same and to make By-laws and regulations for such agencies or Zones;
- 5.40 To do all such other things as are incidental or conducive to the attainment of all or any of the objects of the company and the exercise of all or any of the powers of the company.

- 5.41 To make such grants to or in aid of or to make donations or give assistance to or to make contracts with such individuals, trusts, corporations, associations, societies, institutions or other organizations or authorities whether within or outside the Commonwealth of Australia as may be necessary or desirable;
- 5.42 As far as the Corporations Act 2001 will permit and subject to the provisions of any relevant statute, rule, regulation, by-Law or any licence issued in pursuance thereof to collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, associations, societies, institutions and other organizations or authorities, and from governments and public bodies;
- 5.43 To undertake and execute any trusts the undertaking whereof may be necessary or desirable for the carrying out of all of the objects of the company,
- 5.44 To accept any gift, endowment or bequest made to the company generally or for the purpose of any specific object and to carry out any trust attached to any gift, endowment or bequest, provided that the company shall only deal with any property which is subject to any trusts in such manner as is allowed by Law having regard to such trusts;
- 5.45 To subscribe to, become a member of, cooperate with or amalgamate with any other association or organization, whether incorporated or not, whose objects are similar to those of the company;
- 5.47 To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the company or persons frequenting the company's premises;
- 5.48 To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;;
- 5.49 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the company;
- 5.50 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the company or the dependents or connections of any such persons; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects; or for any public, general or useful object;
- 5.51 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, building, grounds, works or conveniences which may seem calculated directly or indirectly to advance the company's interest and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 5.52 To insure against fire or otherwise any insurable property of the company and to pay premiums on insurance or assurance policies which the company may acquire by any means;

- 5.53 To invest and deal with the money of the company not immediately required in such manner as may be permitted by an Act of the Commonwealth, a State Act, or a Law of a Territory of the Commonwealth for the investment of trust funds without special authorisation but the company may hold or retain any property or gift including any stocks funds and shares in the original form in which it was received by the company without selling or converting the same into money and the powers authorities and discretions in relation to securities conferred upon trustees of the state or territory of jurisdiction of the incorporation of this company shall apply to any such property or gift;
- 5.54 To borrow or raise or secure the payment of money in such manner as the company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the company in any way and in particular by the issue of mortgages, charges or debentures, perpetual or otherwise, charged upon all or any of the company's property (both present and future), and to purchase, redeem or pay off such securities;
- 5.55 To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the company;
- 5.56 To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the company's property of whatsoever kind sold by the company or any money due to the company from purchasers and others;
- 5.57 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the company;
- 5.58 To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith;
- 5.59 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the company is authorised to amalgamate;
- 5.60 To transfer all or any part of the property, assets, liabilities and engagements of the company to any one or more of the companies, institutions, societies or associations with which the company is authorised to amalgamate;
- 5.61 To ensure that the company complies with the requirements in regard to ethical and other standards for human and animal experimentation imposed from time to time by institutions or organizations which may provide accommodation or premises for use by the company; and
- 5.62 To do all such other acts matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the company.

The powers set forth in subsection 124(1) of the Corporations Act 2001 shall not apply to the company except in so far as they are included in clauses 4 and 5(1) to 5(62).

INCOME AND PROPERTY

6. The income and property of the company whencesoever derived shall be applied solely towards the promotion of the objects of the company as set forth in this constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever to members of the company.

PAYMENTS TO DIRECTORS

7. The payment of directors' fees, in whatever form, is prohibited to directors for serving in that capacity. However, payments may be made to a director:
 - (a) for the payment of out-of-pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the board; or
 - (b) for any service rendered to the company in a professional or technical capacity, where the provision of that service has the prior approval of the board and the amount payable is approved by a resolution of the board and is on reasonable commercial terms; or
 - (c) as an employee of the company, where the terms of employment have been approved by a resolution of the board.
 - (d) As authorised by the Members from time to time.

LIABILITY OF MEMBERS LIMITED

8. The liability of the members of the company is limited.

GUARANTEE BY MEMBERS

9. Every member of the company undertakes to contribute to the property of the company, in the event of the same being wound up while the member is a member or within one year after the member ceases to be a member, for payment of the debts and liabilities of the company contracted before the member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding \$10-00.

WINDING UP

10. If upon the winding up or dissolution of the company there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the company but shall be given or transferred to one or more other funds, authorities or institutions which or each of which:
 - (a) has objects similar to the objects of the company; and
 - (b) Whose constitution shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the company under or by virtue of clause 6,

to be determined by the board at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.

FINANCIAL RECORDS

11. Financial records shall be kept by the company in accordance with Part 2M.2 of the Corporations Act 2001.

MEMBERSHIP

12. The unincorporated and incorporated associations being the member- groups of the Federation of Australian Movie Makers at the date of incorporation of the company shall be the first members of the company.
13. Thereafter, the members of the company shall be such, that the board admits to membership pursuant to this constitution and the regulations.
14. Every applicant for membership must:
 - (a) be nominated by one and seconded by another member of the company;
 - (b) sign an application for membership in such form as may from time to time be prescribed by regulation; and
 - (c) undertake, as a condition of admission, to pay to the company such entrance fee (if any) and annual subscription as may from time to time be payable to the company in accordance with this constitution.
15. At the next meeting of the board after the receipt of any application for membership, that application shall be considered by the board, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the board be required to give any reason for the rejection of an applicant.
16.
 - (a) When an applicant has been accepted for membership, the secretary shall forthwith send to the applicant written notice of its acceptance and a request for payment of its entrance fee (if any) and first annual subscription
 - (b) Upon payment of the entrance fee (if any) and first annual subscription, the applicant shall become a member of the company.
 - (c) If the payment is not made within two calendar months after the date of the notice, the board may in its discretion cancel its acceptance of the application for membership of the company.
17.
 - (a) The entrance fee (if any) and annual subscriptions payable by members shall be as prescribed from time to time by regulation.
 - (b) All annual subscriptions shall become due and payable in advance on 30th June in every year.

- (c) The board may, if hardship or other sufficient cause is shown, reduce or remit any entrance fee or annual subscription payable by a member.

CESSATION OF MEMBERSHIP

- 18. If the subscription of a member remains unpaid for a period of two calendar months after it becomes due then the member may after notice of the default has been sent to it by the secretary or honorary treasurer be debarred by resolution of the board from all privileges of membership provided that the board may reinstate the member on payment of all arrears if the board thinks fit to do so.
- 19. A member may at any time by giving notice in writing to the secretary resign its membership of the company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of its resignation and for all other moneys due by it to the company and in addition for any sum not exceeding \$10.00 for which it is liable as a member of the company under clause 9.
- 20.
 - (a) Subject to clause 21(a), if any member wilfully refuses or neglects to comply with the provisions of the constitution of the company or is guilty of any conduct which in the opinion of the executive committee is unbecoming of a member or prejudicial to the interests of the company the executive committee shall have power by resolution to censure, fine, suspend or expel the member from the company
 - (b) Subject to clause 21, if any member wilfully refuses or neglects to comply with the provisions of the constitution of the company or is guilty of any conduct which in the opinion of the board is unbecoming of a member or prejudicial to the interests of the company the board shall have power by resolution to censure, fine, suspend or expel the member from the company
- 21.
 - (a) At least one week before the meeting of the executive committee at which a resolution of the kind mentioned in clause 20 (a) is to be considered, the member concerned must be given written notice of the meeting and of what is alleged against it and of the intended resolution, and the member must at that meeting and before the passing of that resolution be given an opportunity to give orally or in writing any explanation which the member may think fit
 - (b) At least one week before the meeting of the board at which a resolution of the kind mentioned in clause 20 (b) is to be considered, the member concerned must be given written notice of the meeting and of what is alleged against it and of the intended resolution, and the member must at that meeting and before the passing of that resolution be given an opportunity to give orally or in writing any explanation which the member may think fit.
 - (c) Any such member may by notice in writing lodged with the secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the executive committee, elect to have the question dealt with by the company at a Board Meeting or a general meeting.

- (d) Any such member may by notice in writing lodged with the secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the board, elect to have the question dealt with by the company at a general meeting.
- (e) If any such member elects to have the matter dealt with by the company at a Board Meeting, a board meeting of the company shall be called for the purpose and, if at the board meeting such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be dealt with accordingly and in the case of a resolution for its expulsion, the member shall be expelled.
- (f) If any such member elects to have the matter dealt with by the company in general meeting, a general meeting of the company shall be called for the purpose and, if at the general meeting such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be dealt with accordingly, and in the case of a resolution for it expulsion, the member shall be expelled.

GENERAL MEETINGS

- 22. An annual general meeting of the company shall be held in accordance with the provisions of the Corporations Act 2001.
- 23. Any director may whenever he or she thinks fit convene a general meeting. General meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by sections 249D or 249E of the Corporations Act 2001.
- 24. Subject to the provisions of the Corporations Act 2001 relating to special resolutions and agreements for shorter notice, 21 days notice at least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) shall be given to such persons as are entitled to receive such notices from the company.
- 25. A notice of general meeting shall:
 - (a) set out the place (which may be within or outside Australia), date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) state the general nature of the business to be transacted at the meeting;
 - (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - (d) contain a statement that a member has the right to appoint a proxy who must be a member of the company.

PROCEEDINGS AT GENERAL MEETINGS

26.
 - (a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business with such meeting being able to be convened in person, by video conference, telephone conference or a combination of any of these methods of communication and attendance.
 - (b) No resolution shall be passed at any general meeting unless a quorum of members is present at the time when the resolution is put to the vote of the meeting.
 - (c) Save as herein otherwise provided, four (4) members shall be a quorum.
 - (d) If a member attending a general meeting is also a proxy for a member, that member shall be counted only once in determining whether a quorum is present.
27. If within half an hour from the time appointed 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 stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than four (4)) shall be a quorum.
28. The president shall preside as chairman at every general meeting of the company, or if there is no president, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairman or if the vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting.
29. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
30. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman; or
 - (b) by at least five (5) members present in person or by proxy.

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

31. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
32. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
33. A member may vote by its nominated representative or by proxy.
34. A member's representative who is of unsound mind or whose person or estate is liable to be dealt with in any way under the Corporations Act 2001 or in relation-to mental health may not vote.
35. No member shall be entitled to vote at any general meeting if its annual subscription (if any) is more than two months in arrears at the date of the meeting.
36.
 - (a) An instrument appointing a proxy shall be in writing under the hand of the appointor or of its attorney duly authorised in writing.
 - (b) A proxy must be a member of the company.
 - (c) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy shall not be entitled to vote on the resolution except as specified in the instrument.
 - (d) An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy shall not vote in respect of the resolution.
 - (e) Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit,
 - (f) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
37. An instrument appointing a proxy shall be In the following form or in a form that is as similar to the following form as the circumstances allow:

The (name of member club), of (nominally the club secretary's address)
being a member of the company, hereby appoint (name of member club)
of (nominally the club secretary's address) or, failing it, a (nominated member of a member club)
of (individual member's address)
as its proxy to vote for it and on its behalf at the *annual general /*general meeting of the company to
be held on the day of 20 and at any adjournment of that meeting

This form is to be used in accordance with the directions below. Unless otherwise directed the proxy's
representative may vote or abstain as he or she thinks fit.

For Against Abstain

[Description of resolution]

**Strike out whichever is not desired.*

INSTRUCTIONS

- (I) A proxy must be a member of the company.

 - (ii) To direct the appointee to cast A vote in respect of an item of business in a particular manner either on a show of hands or on a poll,, place a sufficient indication (including, without limitation, a tick or a cross) in the relevant box in respect of that item of business.
38. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company, or at such other place as is specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting at which the member or person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. In default the instrument of proxy shall not be treated as valid.
39. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
40. Notwithstanding clauses 26 to 39 inclusive:
- (a) the company may hold a meeting of its members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate; and
 - (b) subject to section 249A of the Corporations Act 2001, 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.

THE BOARD OF DIRECTORS

41. The office-bearers of the company shall consist of a president, a vice-president and an honorary treasurer, all of whom shall be members of a member of the company.
42. Thereafter the board shall consist of the office-bearers of the company, all of whom shall be elected as herein provided.
43. At the first annual general meeting of the company and at the annual general meeting of the company in each year thereafter the office-bearers and other directors shall be elected from among the representatives of the members of the company and such directors shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election.
44. The election of office-bearers and other directors shall take place in the following manner:
 - (a) Any two members of the company shall be at liberty to nominate any other member's representative to serve as an office-bearer or other director.
 - (b) The nomination, which shall be in writing and signed by the member's representative and his or her proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place.
45. An office-bearer or other director elected in accordance with this constitution shall take office at the conclusion of the annual general meeting at which he or she is elected and shall, subject to this constitution, hold office until the conclusion of the next succeeding annual general meeting.
46. The company may by resolution of which special notice pursuant to section 227 of the Corporations Act 2001 has been given remove any office-bearer or other director before the expiration of his or her period of office, and may by a resolution appoint another person in his or her stead; the person so appointed shall hold office only until the next following annual general meeting.
47. The office of a director shall become vacant if the director:
 - (a) becomes an insolvent under administration or makes any arrangement or composition with his or her creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act 2001;
 - (c) ceases to be a director by operation of section 228 of the Corporations Act 2001;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Corporations Act 2001 relating to mental health;
 - (e) resigns his or her office by notice in writing to the company;
 - (f) for more than six months is absent without permission of the board from meetings of the board held during that period:

- (g) holds any office of profit under the company otherwise than as provided by clause 7:
 - (h) ceases to be a representative or member of the member of the company; or
 - (i) is suspended from membership of the company by virtue of clause 20 or clause 21.
48. If a casual vacancy occurs on the board, the board shall appoint another member to fill the vacancy for the balance of the term of office which the former office-bearer or other director would otherwise have served.

POWERS AND DUTIES OF THE BOARD

49. (a) Subject to the Corporations Act 2001 and to any other provision of this constitution, the business and affairs of the company shall be managed by the board, which may exercise all such powers of the company as are not, by the Corporations Act 2001 or by this constitution, required to be exercised by the company in general meeting; subject, nevertheless, to such directions, not being inconsistent with the Corporations Act 2001 or this constitution, as may be given by the company in general meeting, provided that no such direction shall invalidate any prior act of the board which would have been valid if that direction had not been given.
- (b) Without limiting the generality of subclause (a), the board may exercise all the powers of the company:
- (i) to borrow and raise money;
 - (ii) to charge any property or business of the company and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person;
 - (iii) to determine who shall be entitled on behalf of the company to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;
 - (iv) to pay the costs, charges and expenses incidental to the promotion, management and regulation of the company; and
 - (v) to make, amend and repeal regulations, not being inconsistent with the Corporations Act 2001 or this constitution, in relation to the affairs of the company.
50. Any regulation for the time being in force shall be binding on the members of the company as if it were included in this constitution.
51. The board shall cause minutes to be made:
- (a) of all appointments of officers and servants;
 - (b) of the names of the directors present at all meetings of the company and of the board; and

(c) of all proceedings at all meetings of the company and of the board.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

PROCEEDINGS OF THE BOARD OF DIRECTORS

52. The board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director may at any time and the secretary shall on the requisition of a director convene a meeting of the board.
53. Subject to this constitution questions arising at any meeting of the board shall be decided by a majority of votes and a determination by a majority of the directors present shall for all purposes be deemed a determination of the directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
54. The quorum necessary for the transaction of the business of the board shall be two (2) or such greater number as may be fixed by the directors.
55. The continuing directors may act notwithstanding any vacancy in the board, but if and so long as their number is reduced below the number fixed by clause 54 as the necessary quorum of the board, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the company, but for no other purpose.
56. The president shall preside as chairman at every meeting of the board, or if there is no president, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting or if being present he or she is unwilling to preside, the vice-president shall be chairman or if the vicepresident is not present at the meeting then the members may choose one of their number to be chairman of the meeting.
57. A director shall not vote in respect of any contract or proposed contract with the company in which he or she is interested, and if the director does so vote his or her vote shall not be counted.
58. The board may delegate any of its powers and/or functions (not being duties imposed on the board as the directors of the company by the Corporations Act 2001 or the general Law) to one or more committees consisting of such member or members of the company as the board thinks fit. Any committee so formed shall conform to any regulations that may be given by the board and subject thereto shall have power to coopt any member or members of the company and all members of such committees shall have one vote.
59. The board may appoint one or more advisory committees consisting of such member or members of the board as the board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be given by the board and subject thereto shall have power to co-opt any member or members of the company and all members of such advisory committees shall have one vote.

60. Every committee or advisory 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 in the case of an equality of votes the chairman shall have a second or casting vote.
61. All acts done by any meeting of the board or of a committee or by any director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such board, committee or director, or that the directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director or committee member.
62. (a) If all of the directors have signed a document containing a statement that they are in favour of a resolution of the board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the board held on the day on which the document was signed and at the time at which the document was last signed by a director or, if the directors signed the document on different days, on the day on which, and at time at which, the document was last signed by a director.
- (b) For the purpose of subclause (a), two or more separate documents containing statements in identical terms each of which is signed by one or more directors shall together be deemed to constitute one document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents.
- (c) A reference in subclause (a) to all of the directors does not include a reference to a director who, at a meeting of the board, would not be entitled to vote on the resolution.
63. (a) Provided that all of the directors consent, the directors may participate in a meeting of the board by means of any technology allowing all persons participating in the meeting to hear each other at the same time. Any director participating in such a meeting shall for the purposes of this constitution be deemed to be personally present at the meeting.
- (b) The consent of a director to the use of technology may be a standing one.
- (c) Any consent of a director to the use of technology may be withdrawn only within a reasonable period prior to a meeting at which the technology is to be used.

SECRETARY

64. The board may in accordance with section 240 of the Corporations Act 2001 appoint a secretary for such term, and upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. Nothing herein shall prevent the board from appointing an individual member of a member of the company as honorary secretary, and any member so appointed shall forthwith become an office-bearer of the company and, if not already a director, ex officio a director, and any member so appointed shall be subject to the provisions of clause 7.

SEAL

65. (a) If the company has a seal, the board shall provide for its safe custody.

- (b) The seal shall be used only by the authority of the board or of a committee of the board authorised by the board to authorise the use of the seal, and every instrument to which the seal is affixed shall be signed by a director and be countersigned by another director or by a secretary.

INSPECTION OF BOOKS

- 66. The directors shall determine whether and to what extent, and at what time and places and under what conditions, the books of the company or any of them will be open to the inspection of members other than directors, and a member other than a director shall not have the right to inspect any document of the company except as provided by Law or authorised by the directors or by the company in general meeting.

FINANCIAL REPORT

- 67. The board shall distribute copies of every:
 - (a) annual financial report;
 - (b) report of the directors for the year; and
 - (c) report of the auditor or auditors on the financial report as required by the Corporations Act 2001.
- 68. The board shall lay before each annual general meeting:
 - (a) the financial report;
 - (b) the report of the directors; and
 - (c) the report of the auditor or auditorsfor the last financial year ended before the annual general meeting. **AUDIT**
- 69. A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with section 327 of the Corporations Act 2001.

NOTICE

- 70. (a) A notice may be given by the company to any member either by serving it on the member by sending it by post to the member at its registered address or the address if any supplied by the member to the company for the giving of notices to the member and the last known address of the member shall be the address to which notices shall be served.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the second day after the date of its posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

- (c) Notwithstanding the foregoing, if a member has supplied to the company an electronic contact (email) or fax number for the service of notices on the member, then any notice may be served by the company on that member by email or facsimile.
 - (d) A notice sent by electronic means (provided a status report is received by the sender which shows the notice has been transmitted) shall be deemed served immediately upon completion of sending if such completion is within business hours in the place where the addressee's machine is located, but if not, then at 9:00 am next occurring during business hours at such place.
 - (e) For the purposes of this clause, "business hours" means from 9:00 am to 5:00 pm on a day on which the major trading banks are open for business at the place or in the postal district where the addressee's facsimile machine is located.
71. (a) Notice of every general meeting shall be given in the manner authorised by clause 70 to:
- (i) every member except those members for whom the company has no other address for the giving of notices to it, and
 - (ii) the auditor or auditors for the time being of the company.
- (b) No other person or entity shall be entitled to receive notices of general meetings

INDEMNITY

72. Except to the extent that it is prohibited from doing so by sections 241 and 241A of 2001, the company:
- (a) shall indemnify every officer, employee, auditor and agent of the company against any liability incurred by him or her in that capacity; and
 - (b) may pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.

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