
Constitution of Queensland Music Network Ltd

A company limited by guarantee

Table of contents

1	General -----	1
1.1	Name of Company	1
1.2	Liability of Members	1
1.3	Replaceable Rules	1
2	Definitions and interpretation -----	1
2.1	Definitions	1
2.2	Interpretation	3
2.3	Headings	4
2.4	Application of the Corporations Legislation	4
2.5	Application of ACNC Legislation	4
3	Objects -----	4
3.1	Objects of Company	4
3.2	Achieving the Objects	4
3.3	Powers of the Company	4
3.4	No power to issue shares	4
4	Not for profit nature of the Company -----	5
4.1	Non-profit	5
4.2	No income or property to a Member	5
5	Winding up -----	5
5.1	Limited liability on winding up	5
5.2	Distribution of surplus on winding up	5
5.3	Deductible gift recipient	6
6	Membership -----	6
6.1	Members	6
6.2	Classes	6
6.3	Ordinary Membership	7
6.4	Honorary Life Membership	7
6.5	Voting rights of Members	8
6.6	Notice by Members	8
6.7	Member Representative	8
6.8	Resignation and termination of membership	8
6.9	Register of Members	9
7	Membership Fees payable -----	9

8	Annual General Meeting-----	9
8.1	Annual General Meeting	9
8.2	Provisions about general meetings apply to the Annual General Meetings	9
9	General meetings-----	10
9.1	Calling a general meeting	10
9.2	Postponing or cancelling a general meeting	10
9.3	Notice of general meetings	10
9.4	Non-receipt of notice	11
9.5	Quorum at general meetings	11
9.6	Chair of general meetings	11
9.7	Acting chair	12
9.8	Conduct at general meetings	12
9.9	Using technology to hold general meetings	12
9.10	Adjournment and postponement by the chair of the meeting	13
9.11	Continuation of business	13
9.12	Representation at general meetings	13
9.13	Class meetings	14
9.14	Appointment of proxies	14
10	Votes of Members -----	14
10.1	Decisions at general meetings	14
10.2	Voting	15
10.3	When poll may be demanded	15
10.4	Taking a poll	16
11	Direct voting -----	16
11.1	Board may decide direct voting to apply	16
11.2	Direct votes only counted on a poll	16
11.3	Withdrawal of direct vote	16
11.4	Vote not affected by death, etc. of a Member	17
12	Variation of rights of Members-----	17
13	The Board -----	17
13.1	First Directors	17
13.2	Directors	17
13.3	Elected Directors	18
13.4	Appointed Directors	18
13.5	Qualifications for Directors	19
13.6	Casual vacancies	19
13.7	Appointment of Chair and Deputy Chair	19

14	Vacation of office -----	20
14.1	Resignation	20
14.2	Retirement of Elected Directors	20
14.3	Retirement of Appointed Directors	20
14.4	Removal	21
14.5	Disqualification	21
15	Proceedings of the Board -----	21
15.1	Meetings of the Board	21
15.2	Convening of meetings of the Board	22
15.3	Notice of meetings of the Board	22
15.4	Quorum at meetings of the Board	22
15.5	Chair of meetings of the Board	23
15.6	Decisions of the Board	23
15.7	Circular resolution of Directors	23
15.8	Establishment of Committees	24
15.9	Proceedings of Committees	24
15.10	Validity of acts	24
16	Powers of the Board -----	24
16.1	General powers of the Board	24
16.2	Exercise of voting power in other corporations	25
17	Remuneration of Directors -----	25
18	Duties of Directors -----	25
18.1	Duties of Directors	25
18.2	Disclosure of interests	25
18.3	Directors may contract with the Company	26
19	Secretary -----	27
20	Execution of documents -----	27
21	Financial records -----	27
21.1	Keeping of financial records	27
21.2	Banking of money	27
21.3	Appointment of auditor	27
21.4	Inspection of records of the Company	28
22	Minutes -----	28
22.1	Contents of minutes	28
22.2	Signing of minutes	28
23	Notices -----	28

23.1	Method of service	28
23.2	Time of service	28
23.3	Evidence of service	29
23.4	Other communications and documents	29
24	Indemnity and insurance -----	29
24.1	Indemnity in favour of Officers	29
24.2	Indemnity for legal costs	29
24.3	Insurance for the benefit of Officers	30
24.4	When the Company may not provide insurance	30
25	Gift fund -----	30
26	Amendment to the Constitution -----	31

Constitution

Queensland Music Network Ltd

1 General

1.1 Name of Company

The name of the Company is Queensland Music Network Ltd.

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 constitution:

Term	Definition
ACNC Legislation	means the: (a) <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth); and (b) <i>Australian Charities and Not-for-profits Commission Regulation 2013</i> (Cth).
Annual General Meeting	has the meaning set out in rule 8.1.
Appointed Director	means a Director appointed to the Board under rule 13.2(b).
ASIC	means the Australian Securities and Investments Commission.
Board	means the board of Directors.
Body Corporate	means a legal entity (that is not a body politic or a natural person), including but not limited to a statutory corporation, a company and an incorporated association.
Business Day	means a day that is not a Saturday, Sunday or public holiday where the Office is located.
Chair	means the chair of the Board elected under rule 13.7.
Committee	means a committee established by the Board under rule 15.8(a).

Term	Definition
Company	means Queensland Music Network Ltd.
Constitution	means the constitution of the Company.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Corporations Legislation	means the Corporations Act and <i>Corporations Regulations 2001</i> (Cth).
Cultural Organisation	means a charity that is endorsed as a cultural organisation in terms of item 12.1.1 of the table in section 30-100 of the Tax Act.
Deputy Chair	means the deputy to the Chair elected under rule 13.7, if any.
Director	means a person who holds the office of director of the Company.
Elected Director	means a Director elected to the Board under rule 13.2(a).
First Directors	has the meaning set out in rule 13.1.
Gift	means a gift of money or property as described in item 1 of the table in section 30-15 of the Tax Act for the promotion of the Objects and which is income tax deductible.
Honorary Life Member	means any Member who holds Honorary Life Membership.
Honorary Life Membership	has the meaning set out in rule 6.4(b).
Liability	for the purposes of rule 20, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Member	means any person who holds membership of the Company under the Constitution.
Member Representative	has the meaning set out in rule 6.7(a).
Members Present	means those Members entitled to vote who are present at a general meeting of the Company in person, or by their Member Representative, proxy, or attorney.
Membership Fee	has the meaning set out in rule 7(a).
Objects	has the meaning set out in rule 3.1.
Office	means the registered office of the Company.
Officer	means a Director or Secretary of the Company or 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) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of

Term	Definition
	functions attaching to the person's professional capacity or their business relationship with the Board or the Company).
Ordinary Member	means any Member who holds Ordinary Membership.
Ordinary Membership	has the meaning set out in rule 6.3(a).
Proceedings	for the purposes of rule 20, includes the outcomes of the relevant proceedings and any appeal about those proceedings.
Register	means the register of Members established under the Corporations Act.
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.
Secretary	means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary.
Special Resolution	means a resolution: <ul style="list-style-type: none"> (a) for which the requisite notice has been given under rule 9.3(b)(iii); and (b) that has been, or is proposed to be, passed by at least 75% of the votes cast by Members entitled to vote on the resolution.
Surplus Assets	has the meaning set out in rule 5.2(a).
Tax Act	means the <i>Income Tax Assessment Act 1997</i> (Cth).

2.2 Interpretation

In this document:

- (a) a reference to a rule is a reference to a rule in this document and references to this Constitution;
- (b) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (c) a reference to a person includes a Body Corporate, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
- (d) 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;
- (e) 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; and
- (f) a reference to 'month' means calendar month.

2.3 Headings

Headings are used for convenience only and do not affect the interpretation of the Constitution.

2.4 Application of the Corporations Legislation

Unless the contrary intention appears and subject to rule 2.5:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Corporations Legislation has the same meaning as in that provision; and
- (b) subject to rule 2.4(a), an expression in a rule that has a defined meaning for the purposes of the Corporations Legislation has the same meaning as in the Corporations Legislation.

2.5 Application of ACNC Legislation

If the Company is registered by the Australian Charities and Not-for-profits Commission, it must comply with the ACNC Legislation and any reference to the ACNC Legislation in the Constitution.

3 Objects

3.1 Objects of Company

The objects of the Company are to act as the development association for Queensland's music industry (**Objects**).

3.2 Achieving the Objects

To achieve these objects, the Association may, without limitation:

- (a) harness the resources of the community;
- (b) establish and maintain affiliations and information exchange with other organisations having similar objects to the Company; and
- (c) seek or receive donations and legacies to apply to the Objects;
- (d) promote the Objects in any manner the Board considers appropriate; and
- (e) do things incidental or conducive to the attainment of the Objects.

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 No power to issue shares

The Company has no power to issue or allot shares.

4 Not for profit nature of the Company

4.1 Non-profit

The income and property of the Company must only be applied towards the promotion of the Objects.

4.2 No income or property to a Member

No income or property of the Company may be paid or transferred, directly or indirectly, to a Member except as provided under rule 5.2 or for payments to a Member:

- (a) in carrying out the Objects;
- (b) in return for services rendered by, or goods supplied, by the Member to the Company in the ordinary and usual course of business;
- (c) for reasonable and proper rent for premises leased by a Member to the Company;
- (d) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

5 Winding up

5.1 Limited liability on winding up

- (a) 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 the guarantee amount to the assets of the Company for the:
 - (i) payment of the debts and liabilities of the Company contracted before the person ceased to be a Member; and
 - (ii) costs of winding up.
- (b) The maximum liability of each Member under rule 5.1(a) is \$2.

5.2 Distribution of surplus on winding up

- (a) Any property that remains after the winding-up or dissolution of the Company, and upon satisfaction of all the Company's debts and liabilities, becomes surplus assets (**Surplus Assets**).
- (b) Subject to rule 5.2(c), Surplus Assets must not be distributed to Members.
- (c) Subject to rule 5.3, any Surplus Assets must be given to another charitable fund, authority or institution (which may be a Member):
 - (i) with objects similar to the Objects; and
 - (ii) whose constitution prohibits the 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.

- (d) The charitable fund, authority or institution to receive any Surplus Assets under rule 5.2(c) must be decided by the Members at or before the time of the winding-up or dissolution. If the Members do not wish to decide, or do not decide, the Board may decide. If the Members or the Board do not decide, the decision must be referred to the Supreme Court of the state or territory in which the Office is located.

5.3 Deductible gift recipient

If the Company is endorsed as a deductible gift recipient, then:

- (a) upon the revocation of its endorsement as a deductible gift recipient; or
- (b) upon its winding up,

any Surplus Assets must be transferred to another charitable fund, authority or institution:

- (c) with objects similar to the Objects;
- (d) whose constitution prohibits the 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;
- (e) which is a Cultural Organisation; and
- (f) to which a Gift can be made.

6 Membership

6.1 Members

- (a) The Members are:
 - (i) the persons named as Members with their consent in the application for registration of the Company; and
 - (ii) any other persons who hold Ordinary Membership or Honorary Life Membership under this Constitution from time to time.
- (b) The number of Members is unlimited.
- (c) A Member that is an Individual may nominate a band, small business or other organisation that is not a Body Corporate, that the Member represents. For the avoidance of doubt, more than one Member may represent the same band, small business or other organisation that is not a Body Corporate.

6.2 Classes

The membership classes are:

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

6.3 Ordinary Membership

- (a) Any person who:
 - (i) in the opinion of the Board, is supportive of the Objects; and
 - (ii) if an individual, is not less than 18 years of age at the date of application, may apply for ordinary membership of the Company (**Ordinary Membership**).
- (b) An application for Ordinary Membership must be:
 - (i) in a form approved by the Board; and
 - (ii) accompanied by any other documents or payments which the Board requires from time to time.
- (c) The Board may in its absolute discretion accept or reject any application for Ordinary Membership.
- (d) The Board does not need to give a reason for the rejection of an application for Ordinary Membership.
- (e) If an application for Ordinary Membership is rejected, the Secretary must notify the applicant in writing.
- (f) If an application for Ordinary Membership is accepted:
 - (i) the name and details of that person must be entered in the Register; and
 - (ii) the Secretary must notify the applicant in writing of the acceptance.
- (g) A person admitted to Ordinary Membership, so long as they pay the Membership Fee in compliance with rule 7(c) and otherwise remain a Member under this Constitution, is entitled to:
 - (i) be elected (under rule 13.2(a)) or appointed (under rule 13.2(b) or 13.6(a)) as a Director;
 - (ii) attend any general meeting of the Company; and
 - (iii) vote at any general meeting of the Company.

6.4 Honorary Life Membership

- (a) The Board may at its discretion admit any Ordinary Member to Honorary Life Membership.
- (b) Honorary Life Membership entitles the Honorary Life Member to all the rights of an Ordinary Member but an Honorary Life Member:
 - (i) is not eligible to be a Director;
 - (ii) is not entitled to stand for election to the Board under rule 13.2(a); and
 - (iii) is not required to pay any Membership Fee.

- (c) For the avoidance of doubt, an Honorary Life Member who wishes to hold the office of Director must transfer their membership to Ordinary Membership before they can be validly:
 - (i) nominated under rule 13.3(a)(i) for election to the Board; or
 - (ii) appointed to the Board under rule 13.2(b) or 13.6(a).
- (d) Honorary Life Membership can be revoked by the Board should the Honorary Life Member subsequently be determined by the Board to have breached this Constitution, or acted in a way that brings the Company, or the Honorary Life Member, into disrepute.

6.5 Voting rights of Members

Each Member is entitled to one vote on a show of hands and on a poll.

6.6 Notice by Members

A Member must promptly notify the Secretary in writing of:

- (a) any change in their qualification to being a Member; and
- (b) any change in their address or contact details.

6.7 Member Representative

- (a) If a Member is a Body Corporate, it must nominate one individual (**Member Representative**) to represent it in the Company.
- (b) A Member Representative must:
 - (i) not be less than 18 years of age at the date of appointment; and
 - (ii) consent to the nomination in writing.
- (c) The Member Representative can exercise any of the rights and powers granted to the Member.
- (d) A Body Corporate may replace its Member Representative from time to time.

6.8 Resignation and termination of membership

- (a) A Member ceases to be a Member if the Member:
 - (i) resigns as a Member by giving written notice to the Company;
 - (ii) has not paid their Membership Fee by the due date;
 - (iii) if an individual, dies;
 - (iv) if a Body Corporate, is wound up; or
 - (v) is terminated by the Board under rule 6.8(b).

- (b) The Board, having been made aware, may terminate a Member's membership if the Member:
 - (i) fails to notify the Company of a change in address or contact details and is unable to be contacted at the address in the Register for a period of more than three months;
 - (ii) becomes bankrupt or insolvent;
 - (iii) is of unsound mind or is a patient under laws relating to mental health or whose estate is administered under the laws about mental health;
 - (iv) has conducted themselves in a way the Board consider to be injurious or prejudicial to the character, reputation or interests of the Company; or
 - (v) is in any other way in breach of its obligations under this Constitution.
- (c) The rights or privileges of Ordinary Membership may be reinstated at the absolute discretion of the Board.
- (d) Membership is personal to the Member and is not transferable.

6.9 Register of Members

The Company must establish and maintain a Register which includes the full name and address for notices of each Member, and any other particulars determined by the Board.

7 Membership Fees payable

- (a) An annual fee for Ordinary Membership will be set by the Board at its discretion from time to time (**Membership Fee**).
- (b) The Board may set varying Membership Fees under rule 7(a) for different types of Ordinary Members.
- (c) The Board may at its discretion from time to time determine when Membership Fees fall due.

8 Annual General Meeting

8.1 Annual General Meeting

- (a) The Company must hold a general meeting, to be called the Annual General Meeting, at least once in every calendar year.
- (b) At each Annual General Meeting, the Company must hold an election of Elected Directors as set out in rule 13.3.

8.2 Provisions about general meetings apply to the Annual General Meetings

The provisions of this Constitution about general meetings apply, with necessary changes, to Annual General Meetings.

9 General meetings

9.1 Calling a general meeting

- (a) A general meeting of the Company may only be called by the Board.
- (b) General meetings will be held at the times and places and in the manner decided by the Board.

9.2 Postponing or cancelling a general meeting

The Directors may:

- (a) postpone a general meeting;
- (b) cancel a general meeting; or
- (c) 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.

9.3 Notice of general meetings

- (a) 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) 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 two or more places, the technology that will be used to facilitate this in accordance with rule 9.9);
 - (ii) the general nature of the business to be transacted at the meeting;
 - (iii) if a Special Resolution is proposed, the words of the Special Resolution; and
 - (iv) a statement that Members have the right to appoint a proxy and information about the Company's proxy requirements.
- (c) Unless the Members resolve 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 of the general meeting, 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 the Members to inspect or obtain.
- (d) A person may waive notice of any general meeting by written notice to the Company.
- (e) Subject to rule 9.3(f), at least 21 days' notice must be given of a general meeting.

- (f) The Company may call a general meeting on shorter notice if all the Members entitled to attend and vote at the general meeting agree beforehand.

9.4 Non-receipt of notice

- (a) The:
 - (i) non-receipt of a notice of any general meeting by; or
 - (ii) accidental omission to give notice to,

any 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 considering the matter when it is presented.

9.5 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chair of the meeting and the adjournment of the meeting, unless a quorum of Members entitled to vote at the meeting is present when the meeting proceeds to business.
- (b) Subject to rule 9.5(c), a quorum at a general meeting is the number of Directors at the conclusion of the most recent Annual General Meeting plus one.
- (c) Until the conclusion of the first Annual General Meeting, a quorum at any general meeting, including the first Annual General Meeting and any adjournment to it, is two Members present and entitled to vote.
- (d) If a quorum is not present within 30 minutes after the time appointed for the general meeting:
 - (i) the meeting stands adjourned to the day, and at the time and place, the Directors present decide; or
 - (ii) if they do not make a decision, to the same day in the next week at the same time and place.
- (e) 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.

9.6 Chair of general meetings

- (a) The Chair is entitled to take the chair at every general meeting.

- (b) If at any general meeting:
 - (i) the Chair is not present at the specified time for holding the meeting; or
 - (ii) the Chair is present but unwilling to act as chair of the meeting,the Deputy Chair is entitled to take the chair at the meeting.
- (c) If at any general meeting:
 - (i) there is no Chair or Deputy Chair;
 - (ii) the Chair and Deputy Chair are not present at the specified time for holding the meeting; or
 - (iii) the Chair and the Deputy Chair are present but each is unwilling 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 each of the Directors present are unwilling to act as chair of the meeting, any Member chosen by the Members Present is entitled to take the chair at the meeting.

9.7 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 to be the acting chair of that meeting.
- (b) Where an instrument of proxy appoints the chair of the meeting 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.

9.8 Conduct at general meetings

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 terminate discussion or debate on any matter whenever the chair of the meeting considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chair of the meeting under this rule is final.

9.9 Using technology to hold general meetings

- (a) The Company may hold a general meeting at two or more places using any technology that gives the Members entitled to attend the meeting a reasonable opportunity to participate.

- (b) Anyone using this technology is taken to be present in person at the meeting if they can hear and be heard by other participants.

9.10 Adjournment and postponement by the chair of the meeting

- (a) Despite rules 9.2(a) and 9.2(c), where the chair of the meeting considers that:
 - (i) there is not enough room for the number of Members who wish to attend the meeting in person; 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 of the meeting may postpone the meeting before it has started, whether or not a quorum is present.
- (b) A postponement under rule 9.10(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 of the meeting 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 of the meeting otherwise allows.
- (d) The chair's rights under rules 9.10(a) and 9.10(c) are exclusive and, unless the chair of the meeting 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.
- (f) Where a meeting is postponed or adjourned for 30 days or more, notice of the postponed or adjourned meeting must be given as in the case of the original meeting.

9.11 Continuation of business

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

9.12 Representation at general meetings

Subject to this Constitution, each Member entitled to vote at a general meeting may vote:

- (a) in person;
- (b) by not more than one proxy; or

- (c) by not more than one attorney.

9.13 Class meetings

The provisions of this Constitution about general meetings apply, with necessary changes, to separate class meetings as if they were general meetings.

9.14 Appointment of proxies

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy or attorney may, but need not, be a Member.
- (c) A proxy may be a Member who is not entitled in their own right to vote on a particular resolution.
- (d) The document appointing a proxy must:
 - (i) be in the form approved by the Board;
 - (ii) be signed by the appointor or its attorney;
 - (iii) set out the name of the person to be appointed as proxy;
 - (iv) set out the period of appointment including whether it is valid only for stipulated meetings; and
 - (v) be received by the Company at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.
- (e) The document appointing a proxy may but need not require the appointing Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution.
- (f) Unless otherwise specified or revoked, a proxy appointment is valid:
 - (i) for 12 months after the date of its execution; and
 - (ii) for any adjournment of the meeting, as well as for the meeting to which it relates.

10 Votes of Members

10.1 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. A decision made in this way is for all purposes, a decision of the Members.
- (b) If at a general meeting the votes are equal on a proposed resolution:
 - (i) the chair of the meeting does not have a casting vote; and

- (ii) the proposed resolution is taken as lost.
- (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) Unless a poll is duly demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands:
 - (i) been carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost,

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.

10.2 Voting

- (a) Despite any other rule in this Constitution, the Board may at its discretion authorise the Members to vote directly on any question submitted to the Members under rule 11.
- (b) Unless a poll is demanded, each question submitted to a general meeting must be decided by a show of hands of the Members Present and entitled to vote.
- (c) On a show of hands, where the chair of a general meeting has two or more appointments that specify different ways to vote on a resolution, the chair of the meeting must not vote as a proxy.
- (d) At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the chair of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

10.3 When poll may be demanded

- (a) A poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) A poll may only be demanded by the chair of a meeting.

- (c) No poll may be demanded on the election of a chair of a meeting.

10.4 Taking a poll

- (a) If a poll is demanded under rule 10.3, it may be taken and the result of the poll reported in the manner and at the time the chair of the meeting directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- (b) The demand for a poll may be withdrawn.
- (c) In the case of any dispute about the admission or rejection of a vote, the chair's decision is final.

11 Direct voting

11.1 Board may decide direct voting to apply

- (a) The Board may determine that Members may cast votes to which they are entitled on any or all of the resolutions (including special resolutions) proposed to be considered at, and specified in the notice convening, a meeting of Members, by direct vote.
- (b) If the Board decides that Members may cast votes by direct vote, the Board may make any regulations it considers appropriate for the casting of direct votes, including to cast their vote electronically before or during the relevant general meeting.

11.2 Direct votes only counted on a poll

- (a) Direct votes are not counted if a resolution is decided on a show of hands.
- (b) Subject to rules 11.3 and 11.4, if a poll is held on a resolution, votes cast by direct vote by a Member entitled to vote on the resolution are taken to have been cast on the poll as if the Member had cast the votes on the poll at the meeting, and the votes of the Member are to be counted accordingly.
- (c) A direct vote received by the Company on a resolution is taken to be a direct vote on that resolution as amended, if the chair of the meeting decides this is appropriate.
- (d) Receipt of a direct vote from a Member has the effect of revoking (or, in the case of a standing appointment, suspending) the appointment of a proxy or attorney made by the Member under an instrument received by the Company before the direct vote was received.

11.3 Withdrawal of direct vote

- (a) A direct vote received by the Company:
 - (i) may be withdrawn by the Member by written notice received by the Company before the time appointed for the commencement of the meeting (or in the case of any adjournment, the resumption of the meeting); and
 - (ii) is automatically withdrawn if:
 - (A) the Member attends the meeting in person (including, in the case of a Body Corporate, by its Member Representative);

- (B) the Company receives from the Member a further direct vote or direct votes (in which case the most recent direct vote is, subject to this rule, counted in lieu of the prior direct vote); or
- (C) the Company receives, after the Member's direct vote is received, an instrument under which a proxy, attorney or representative is appointed to act for the Member at the meeting under rule 9.14.

(b) A direct vote withdrawn under this rule is not counted.

11.4 Vote not affected by death, etc. of a Member

A direct vote received by the Company is valid even if, before the meeting, the Member:

- (a) if an individual, dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) where the direct vote is cast on behalf of the Member by an attorney, revokes the appointment of the attorney or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

12 Variation of rights of Members

While the membership is divided into different classes, the rights attached to any class (unless otherwise set out in application for membership of that class) may, whether or not the Company is being wound up, be varied with the consent in writing of Members with at least 75% of the votes in the class, or by Special Resolution passed at a separate meeting of the Members of that class.

13 The Board

13.1 First Directors

- (a) The first Directors are those persons named as Directors in the application for incorporation of the Company (**First Directors**).
- (b) Unless expressed otherwise, for the purposes of rules 13 and 14, the First Directors are Elected Directors.
- (c) The period of service under rule 13.3(b) or rule 13.4(c) (as the case may be at the relevant time) for each of the First Directors commences at the first Annual General Meeting of the Company following registration with ASIC, as though those First Directors were elected at that meeting, and no prior term of service is to be counted.

13.2 Directors

The Board must consist of not less than three and not more than 11 Directors, comprising:

- (a) not more than six Directors elected under rule 13.3 (**Elected Directors**);

- (b) not more than five Directors appointed by the Board under rule 13.4 (**Appointed Directors**).

13.3 Elected Directors

- (a) The election of Elected Directors will occur as follows:
 - (i) any Member may nominate a person qualified under rule 13.5 to serve as an Elected Director;
 - (ii) a nomination under rule 13.3(a)(i) must be in the form approved by the Board from time to time;
 - (iii) the nomination and consent must be left at the Office at least 30 days, and at most 45 days, before the meeting;
 - (iv) the candidates' names (in alphabetical order of surname) and the proposers' names must be forwarded to the Members with the notice of Annual General Meeting;
 - (v) at the Annual General Meeting each Member is entitled to cast a vote 'for' or 'against' a named candidate for a vacant position under rule 13.2(a) for which they have been nominated;
 - (vi) where the number of candidates is equal to or less than the number of vacant positions, each candidate must obtain majority approval of the Members in order to be elected to the Board; and
 - (vii) where the number of candidates exceeds the number of vacant positions, the candidates receiving the highest number of votes 'for' are elected, in progressive order, until all vacant positions are filled.
- (b) Subject to rule 13.1(c), an Elected Director who has held office for a continuous period of six Annual General Meetings, regardless of whether they took office on the Board as an Elected Director, an Appointed Director or to fill a casual vacancy (under rule 13.6(a)):
 - (i) must retire at the conclusion or adjournment (as the case may be) of that sixth Annual General Meeting; and
 - (ii) is not eligible, from the day they retire, to be:
 - (A) re-elected to the Board under rule 13.2(a) until the next Annual General Meeting; or
 - (B) appointed to the Board under rule 13.2(b) or rule 13.6(a) for a period of not less than one year.
- (c) Subject to rule 13.6(c), the relevant period under rule 13.3(b) for an Elected Director who is not a First Director, commences on the day the Director first took office on the Board.

13.4 Appointed Directors

- (a) The Board may appoint any person qualified under rule 13.5 as an Appointed Director for their particular skills and experience for a term of not more than two years.

- (b) The Board may develop a policy, including a skills matrix, that sets out a process for appointing Appointed Directors from time to time.
- (c) An Appointed Director who has held office for a continuous period of six years, regardless of whether they took office on the Board as an Elected Director, an Appointed Director or to fill a casual vacancy (under rule 13.6(a):
 - (i) must retire no later than on the last day of that six year period; and
 - (ii) is not eligible for at least one year from the day they retire, to be:
 - (A) re-appointed to the Board under rule 13.2(b);
 - (B) elected to the Board under rule 13.2(a); or
 - (C) appointed to the Board to fill a casual vacancy (under rule 13.6(a)).

13.5 Qualifications for Directors

- (a) A Director must:
 - (i) be a natural person;
 - (ii) in the opinion of the Board, be supportive of the Objects;
 - (iii) be eligible for election or appointment to the Board under rule 13.3(b) or rule 13.4(c); and
 - (iv) not be prevented from holding the office of director of a company by the Corporations Legislation or ACNC Legislation.
- (b) An Honorary Life Member cannot be a Director.
- (c) For the avoidance of doubt and subject to rule 13.1(c) and rule 13.6(c), if a Director is during the relevant period of service under rule 13.3(b) or rule 13.4(c), both an Elected Director and an Appointed Director, the period of service is the aggregated continuous period from the day the Director took office on the Board.

13.6 Casual vacancies

- (a) In addition to its power under rule 13.4(a) to appoint Directors, the Board has power to appoint in its absolute discretion any person qualified under rule 13.5 it deems fit as a Director to fill a casual vacancy among the Elected Directors.
- (b) Any Director appointed under rule 13.6(a) holds office until the conclusion or adjournment (as the case may be) of the next Annual General Meeting.
- (c) Any period served under rule 13.6(b) is not to be included in the calculation of continuous period served on the Board under rule 13.3(b) or rule 13.4(c).

13.7 Appointment of Chair and Deputy Chair

The Directors:

- (a) must elect a Director to act as Chair;

- (b) must elect the Chair annually;
- (c) may elect a Director to act as Deputy Chair; and
- (d) if electing a Deputy Chair, must elect the Deputy Chair annually.

14 Vacation of office

14.1 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.

14.2 Retirement of Elected Directors

- (a) Each Elected Director must retire from office at the third Annual General Meeting following their election.
- (b) Not less than one third of the Elected Directors must retire at each Annual General Meeting.
- (c) To facilitate rule 14.2(b), the Elected Directors to retire are:
 - (i) those who have been in office the longest since their last election; or
 - (ii) in the event that there are multiple Elected Directors who were elected at the same time, the Elected Directors to retire must be determined:
 - (A) by the Board; or
 - (B) by lot.
- (d) A retiring Elected Director retains office until the conclusion or adjournment (as the case may be) of the general meeting at which the Elected Director must retire and may, if eligible and subject to rule 13.5:
 - (i) be nominated under rule 13.3 for re-election under rule 13.2(a); or
 - (ii) be appointed under rule 13.2(b),
as the case may be.

14.3 Retirement of Appointed Directors

- (a) An Appointed Director, upon retirement may, if eligible and subject to rule 13.5:
 - (i) be re-appointed by the Board under rule 13.2(b); or
 - (ii) be nominated under rule 13.3 for election under rule 13.2(a),
as the case may be.

- (b) A Director retiring under rule 13.6(b), retains office until the conclusion or adjournment (as the case may be) of the meeting at which the Director must retire and may, if eligible and subject to rule 13.5:
 - (i) be nominated under rule 13.3 for election under rule 13.2(a); or
 - (ii) be appointed under rule 13.2(b),
as the case may be.

14.4 Removal

- (a) An Elected Director may be removed from office by ordinary resolution of the Members at a general meeting of the Company convened for that purpose. At the meeting, the Director must be given the opportunity to present their case orally or in writing.
- (b) An Elected Director removed under rule 14.4(a) retains office until the dissolution or adjournment of the general meeting at which the Director is removed.

14.5 Disqualification

In addition to the circumstances prescribed by rules 14.1 to 14.4, the office of a Director becomes immediately vacant upon that person:

- (a) becoming an insolvent under administration, suspending payment to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
- (b) becoming a person of unsound mind or a patient under laws about mental health, or whose estate is administered under laws about mental health;
- (c) being absent from meetings of the Board for three consecutive meetings without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be given;
- (d) being removed from office under the Corporations Legislation or ACNC legislation;
- (e) being prohibited from being a director of a company by reason of the operation of the Corporations Legislation or the ACNC Legislation; or
- (f) being convicted of an indictable offence.

15 Proceedings of the Board

15.1 Meetings of the Board

- (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 Board. 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.

- (c) A meeting by telephone or other electronic means is to be taken to be held at the place where the Chair is or at any other place the Chair decides on, if at least one of the Directors involved was at that place for the duration of the meeting.
- (d) 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.
- (e) 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.

15.2 Convening of meetings of the Board

A meeting of the Board must be convened if:

- (a) called by the Chair or the Board at any time; or
- (b) called by the Secretary, upon the request of any two Directors.

15.3 Notice of meetings of the Board

- (a) Notice of a meeting of the Board must be given to each person who is, at the time the notice is given a Director, except a Director on leave of absence approved by the Board.
- (b) A notice of a meeting of the Board:
 - (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, by post, by telephone or by electronic means.
- (c) A Director may waive notice of a meeting of the Board by giving notice to that effect in person, by post, by telephone or by electronic means.
- (d) Failure to give a Director notice of a meeting of the Board 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 the Board waives any objection that person may have to a failure to give notice of the meeting.

15.4 Quorum at meetings of the Board

- (a) No business may be transacted at a meeting of the Board unless a quorum of Directors is present at the time the business is dealt with.
- (b) The quorum for a meeting of the Board is a simple majority of the Directors.

- (c) If there are any vacancies in the offices of Directors, the remaining Directors may act provided that their number is sufficient to constitute a quorum, otherwise they may act only:
 - (i) in an emergency;
 - (ii) to increase the number of Directors to a number sufficient to constitute a quorum; or
 - (iii) to call a general meeting of the Company.

15.5 Chair of meetings of the Board

- (a) The Chair 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 the Board.
- (b) If at a meeting of the Board:
 - (i) there is no Chair;
 - (ii) the Chair is not present within ten minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is present within that time but is not willing or declines to act as chair of the meeting,

the Deputy Chair if any, if then present and willing to act, is entitled to be chair of the meeting or if the Deputy Chair is not present or is unwilling or declines to act as chair of the meeting, the Directors present must elect one of themselves to chair that meeting.

15.6 Decisions of the Board

- (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) The Directors must aim to make decisions by consensus of the Board in the first instance.
- (c) If consensus on a particular decision is not met, then any questions arising at a meeting of the Board must be decided by a majority of votes cast by the Directors present and entitled to vote on the matter.
- (d) If at a meeting of the Board the votes are equal on a proposed resolution:
 - (i) the chair of the meeting does not have a casting vote; and
 - (ii) the proposed resolution is taken as lost.

15.7 Circular resolution of Directors

- (a) A resolution in writing of which notice has been given to all the Directors and which is signed by all the Directors entitled to vote on that resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
- (b) The resolution may consist of several documents in the same form each signed by one or more of the Directors.

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

15.8 Establishment of Committees

- (a) The Board may at its absolute discretion establish or dismiss Committees from time to time.
- (b) The Board may, subject to the Corporations Legislation or, if applicable, the ACNC Legislation, delegate any of its powers to Committees consisting of one or more Directors or any other person the Board thinks fit.
- (c) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

15.9 Proceedings of Committees

- (a) Committee proceedings are governed by the proceedings in this document that apply to meetings and proceedings of the Board.
- (b) A Committee must follow instructions imposed by the Board.
- (c) A Committee is under the control and direction of the Board and has no power in the management of the Company.

15.10 Validity of acts

- (a) Acts of the Board, a Committee or a Director, even if it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or that any of them were disqualified, are valid as if each person was duly appointed and qualified and continued to be a Director or a member of the Committee (as the case may be).
- (b) If the number of Directors is reduced below the minimum number fixed under this document, the continuing Directors may act to increase the number of Directors to that number, or to call a general meeting of the Company, but for no other purpose.

16 Powers of the Board

16.1 General powers of the Board

- (a) The Directors are responsible for managing the business of the Company.
- (b) The Board may make regulations and by-laws 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 Member and amend or rescind any regulations and by-laws.

- (c) A regulation or by-law of the Company made by the Board may be disallowed by the Member at a later time.
- (d) A resolution or regulation made by the Member cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

16.2 Exercise of voting power in other corporations

The Board may exercise the voting power conferred by the shares in any corporation owned by the Company at the Board's discretion (including voting in favour of any resolution appointing any of the Directors as directors of that corporation). A Director may vote in favour of the exercise of those voting rights even if the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

17 Remuneration of Directors

- (a) The Directors may be remunerated for their services as Directors as determined by the Board from time to time.
- (b) All payments to Directors must be approved by the Board including, but not limited to:
 - (i) out of pocket expenses incurred by a Director in performing a duty as a Director; and
 - (ii) a service rendered to the Company by a Director in a professional or technical capacity or as an employee, other than in the capacity as a Director where:
 - (A) the provision of the service has the prior approval of the Board; and
 - (B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

18 Duties of Directors

18.1 Duties of Directors

The Directors must comply with their duties as directors at law and with the duties described in Governance Standard 5 made under the ACNC Legislation.

18.2 Disclosure of interests

- (a) Subject to rule 18.2(b), a Director who has a perceived or actual material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of his or her interest.
- (b) A Director with a material personal interest in a matter that relates to the affairs of the Company is not required to give notice in the following circumstances:
 - (i) if all of the following conditions are met:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company;

- (B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice; or
 - (ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Corporations Legislation and that standing notice is still effective in relation to the interest; or
 - (iii) as otherwise permitted under this Constitution or the Corporations Legislation.
- (c) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a written resolution) must not, except as provided under rule 18.2(d):
- (i) be present at the meeting while the matter is being discussed, or
 - (ii) vote on the matter.
- (d) A Director may still be present and vote if:
- (i) their interest arises because they are a Member of the Company, and the other Members have the same interest;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a director of the Company;
 - (iii) their interest relates to a payment by the Company under rule 18.3, or any contract relating to an indemnity that is allowed under the Corporations Legislation;
 - (iv) the ASIC makes an order allowing the Director to vote on the matter, or it is otherwise permitted under the Corporations Legislation; or
 - (v) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

18.3 Directors may contract with the Company

- (a) No contract or arrangement with the Company or any other person by a Director, or any contract or arrangement by or for the Company, or any other person in which a Director is in any way interested, may be avoided for the reason of the interest of the Director.
- (b) Subject to rule 13.2, a Director need not account to the Company for any profit realised by any contract or arrangement, by reason of holding the office of or of the fiduciary relationship established by the office.

- (c) A Director interested in any contract or arrangement may, despite the interest, attest the affixing of the Seal to, or otherwise sign any document evidencing or otherwise connected with the contract or arrangement.

19 Secretary

- (a) The Board may in its absolute discretion appoint and remove a Secretary from time to time.
- (b) Only a natural person who has provided the Company with a signed consent may be Secretary.
- (c) The Secretary may be a Director.
- (d) The Secretary holds office on the terms and conditions the Board decides.

20 Execution of documents

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

- (a) two Directors;
- (b) a Director and a Secretary; or
- (c) in any other manner permitted by law.

21 Financial records

21.1 Keeping of financial records

- (a) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting and auditing requirements of the Corporations Legislation.
- (b) The Board must make available copies (which may be by link to an electronic version) of the financial statements of the Company to the Members at each Annual General Meeting.

21.2 Banking of money

All the cash from time to time held by the Company must be promptly deposited in an account in the name of the Company at a bank chosen by the Board.

21.3 Appointment of auditor

- (a) If required by the ACNC Legislation, the Company must appoint a qualified auditor or reviewer.
- (b) No Member may act as auditor or reviewer of the Company.

21.4 Inspection of records of the Company

No Member other than a Director in that capacity has the right to inspect any document of the Company except as set out in the Corporations Legislation or as authorised by the Board.

22 Minutes

22.1 Contents of minutes

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

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

22.2 Signing of minutes

The minutes of a meeting of the Company, the Board or any Committee, 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.

23 Notices

23.1 Method of service

- (a) The Company may give notice to a Member by:
 - (i) delivering it personally;
 - (ii) sending it by prepaid post to the Member's address in the Register or any other address the Member gives the Company for notices; or
 - (iii) sending it to the electronic address the Member gives the Company for notices.
- (b) Where the Member is not known at the address in the Register or any other address (including electronic) the Member gives the Company for notices, all future notices are:
 - (iv) given to the Member if the notice is shown in the Office, for a period of 48 hours; and
 - (v) served at the commencement of that period,
until the Member informs the Company of the Member's updated address.

23.2 Time of service

- (a) A notice:
 - (vi) delivered personally is given and received at the time of delivery;

- (vii) properly addressed and posted is given and received three Business Days after the day of its posting;
 - (viii) sent or given by electronic transmission is effected by properly addressing and transmitting the electronic transmission, and is given and received on the day of its transmission.
- (b) 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.

23.3 Evidence of service

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

23.4 Other communications and documents

Rules 23.1 to 23.3 (inclusive) apply, so far as they can and with any necessary changes, to serving any communication or document.

24 Indemnity and insurance

24.1 Indemnity in favour of Officers

Subject to the Corporations Legislation and rule 24.2, the Company must indemnify each Officer to the maximum extent permitted by law, against any Liability incurred by the Officer because of their holding office as, and acting in the capacity of Officer, other than:

- (a) a Liability owed to 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.

24.2 Indemnity for legal costs

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

- (a) in defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under rule 24.1;
- (b) in defending or resisting criminal Proceedings in which the 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 24.2(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 Officer under the Corporations Act in which the court denies the relief.

24.3 Insurance for the benefit of Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been an Officer of the Company acting in that capacity against:

- (a) costs and expenses in defending any Proceedings, whether civil or criminal, whatever their outcome; or
- (b) a Liability arising from negligence or other conduct.

24.4 When the Company may not provide insurance

The Company must not pay, nor agree to pay, a premium for a contract insuring a person who is or has been an Officer 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.

25 Gift fund

- (a) At all times the Company is a Cultural Organisation, it must maintain a separate gift fund solely for the promotion of the Objects and otherwise in accordance with requirements of the Tax Act.
- (b) The name of the gift fund will be 'The Qmusic Gift Fund' or any other name determined by the Board from time to time.
- (c) The following amounts must be credited to the gift fund:
 - (i) all Gifts made for the promotion of the Objects;
 - (ii) distributions from other charities or deductible gift recipients (if made for the promotion of the Objects);
 - (iii) the whole amount of deductible contributions made to a fundraising event staged to raise funds for the promotion of the Objects; and
 - (iv) money received because of these Gifts and deductible contributions, including proceeds from the sale of gifted property, and investment returns from money or property that continues to be part of the gift fund.
- (d) Amounts that are not Gifts or deductible contributions are not to be credited to the gift fund, including:
 - (i) receipts from sponsorships or commercial activities; and
 - (ii) proceeds of raffles, charity auctions, dinners and the like where the proceeds are not deductible contributions.
- (e) During any period while the Company is required to maintain a gift fund under rule 25(a), the Board must establish rules for the operation of the gift fund and at any time may vary, modify, revoke or replace those rules in whole or in part in its absolute discretion.
- (f) Upon whichever is the earlier of:

- (i) the winding up or dissolution of the Company;
- (ii) the winding up or dissolution of the gift fund; or
- (iii) when the endorsement of the Company as a Cultural Organisation is revoked;

all money, investments and property then forming the separate gift fund and remaining after the payment of all debts, expenses and liabilities properly payable out of the gift fund, must be applied in accordance with rule 5.3 (as if, in the case of rules 25(f)(ii) and 25(f)(iii), the Company has been wound up or dissolved).

26 Amendment to the Constitution

Any amendment to this Constitution must be approved by a Special Resolution of the Members at a general meeting of the Company.