



CONSTITUTION OF MUAYTHAI AUSTRALIA LTD

Australian Company Number (ACN) **640 624 380**

A company limited by guarantee

Table of contents

Preliminary

- 1 Name of the company
- 2 Type of company
- 3 Limited liability of members
- 4 The guarantee
- 5 Definitions

Charitable purposes and powers

- 6 Object
- 7 Powers
- 8 Not-for-profit
- 9 Amending the constitution

Members

- 10 Membership and register of members
- 11 Who can be a member
- 12 How to apply to become a member
- 13 Directors decide whether to approve membership
- 14 When a person becomes a member
- 15 When a person stops being a member

Dispute resolution and disciplinary procedures

- 16 Dispute resolution
- 17 Disciplining members

General meetings of members

- 18 General meetings called by directors
- 19 General meetings called by members
- 20 Annual general meeting
- 21 Notice of general meetings
- 22 Quorum at general meetings
- 23 Auditor's right to attend meetings
- 24 Representatives of members
- 25 Using technology to hold meetings
- 26 Chairperson for general meetings
- 27 Role of the chairperson
- 28 Adjournment of meetings

Members' resolutions and statements

- 29 Members' resolutions and statements
- 30 Company must give notice of proposed resolution or distribute statement
- 31 Circular resolutions of members

Voting at general meetings

- 32 How many votes a member has
- 33 Challenge to member's right to vote
- 34 How voting is carried out
- 35 When and how a vote in writing must be held
- 36 Appointment of proxy
- 37 Voting by proxy

Directors

- 38 Number of directors
- 39 Election and appointment of directors
- 40 Election of chairperson
- 41 Term of office
- 42 When a director stops being a director

Powers of directors

- 43 Powers of directors
- 44 Delegation of directors' powers
- 45 Payments to directors
- 46 Execution of Documents

Duties of directors

- 47 Duties of directors
- 48 Conflicts of interest

Directors' meetings

- 49 When the directors meet
- 50 Calling directors' meetings
- 51 Chairperson for directors meetings
- 52 Quorum at directors' meetings
- 53 Using technology to hold directors' meetings

- 54 Passing directors' resolutions
- 55 Circular resolutions of directors

Secretary

- 56 Appointment and role of secretary

Minutes and records

- 57 Minutes and records
- 58 Financial and related records

By-laws

- 59 By-laws

Notice

- 60 What is notice
- 61 Notice to the company
- 62 Notice to members
- 63 When notice is taken to be given

Financial year

- 64 Company's financial year

Indemnity, insurance and access

- 65 Indemnity
- 66 Insurance
- 67 Directors' access to documents

Winding up

- 68 Surplus assets not to be distributed to members
- 69 Distribution of surplus assets

Definitions and interpretation

- 70 Definitions
- 71 Reading this constitution with the Corporations Act
- 72 Interpretation

Preliminary

1. Name of the company

The name of the **company** is **Muaythai** Australia Ltd (the **company**).

2. Type of company

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

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 70 and 72.

Charitable purposes and powers

6. Object

The **company**'s object is to pursue the following charitable purpose(s):

- (a) create a single uniform entity through and by which the sport and the art of **Muaythai** can be conducted, promoted and administered in and throughout Australia;
- (b) provide for the conduct, encouragement, promotion and administration of **Muaythai** through and by various State organisations;
- (c) as and when necessary affiliate and otherwise liaise with the World **Muaythai** Council (**WMC**) International Federation of **Muaythai** Associations (**IFMA**), Australian Institute of Sport (**AIS**), Australian Sports Commission (**ASC**) and Australian Olympic Council (**AOC**) in the pursuit of these purposes and the art of **Muaythai**;
- (d) conduct, encourage, promote, advance, standardise and develop **Muaythai** in Australia;
- (e) ensure that a high standard of **Muaythai** is maintained;
- (f) develop a sense of sportsmanship and a high degree of proficiency in practitioners of **Muaythai**;
- (g) enable practitioners to achieve a high level of physical and mental fitness through the teaching and practice of **Muaythai**;

- (h) use and protect the **intellectual property** of the **company** including but not limited to logos, trademarks, copyright and names in any equipment, product, publication or event developed by the **company**;
- (i) collect, distribute and publish information in connection with **Muaythai** and international tournaments and competitions;
- (j) strive for Governmental, commercial and public recognition of the **company** and **Muaythai**;
- (k) promulgate, and secure uniformity in, such rules and regulations as may be necessary for the management and control of **Muaythai** and related activities;
- (l) further develop the **company** into an organised institution and with these purposes in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful members;
- (m) promote the health and safety of members;
- (n) encourage members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in **Muaythai**;
- (o) encourage and promote performance-enhancing drug free competition; and
- (p) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

- 8.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 69.
- 8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) making a payment to a member in carrying out the **company's** charitable purpose(s).

9. Amending the constitution

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a **special resolution**.
- 9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

9A State division

- 9A.1 With the approval of the **executive committee**, a **State division** may be established when seven (7) instructors from one (1) State or Territory who are members of the **company** and apply for and are approved for the establishment of a **State division**.

- 9A.2 Each State division shall:
- (a) Adopt and comply with the terms of this constitution;
 - (b) be comprised of members who are resident in the relevant State or Territory of the **State division**;
 - (c) be affiliated with the **company**; and
 - (d) conform to the purposes of the **company**.

Members

10. Membership and register of members

- 10.1 The members of the **company** are:
- (a) **initial member** who shall have voting rights at a **general meeting**;
 - (b) **affiliated club**, which shall not have voting rights at a **general meeting**;
 - (c) individual members of **affiliated club**, who are registered with the **company** but who shall not have any voting rights at any general meeting, nor any rights to attend and debate at such meetings, unless so invited by the chairperson;
 - (d) **life member** who shall not have voting rights at a **general meeting** but who shall have rights to attend and debate at a general meeting; and
 - (e) any other person that the directors allow to be a member in accordance with this constitution.
- 10.2 Life membership may be granted upon any member of the **company** who in the opinion of the company has rendered special service to the **company**. A nomination for life membership may be made to the **company** and proposed at an annual **general meeting**. Such proposal must be passed by a **special resolution**. No more than 2 life members shall be elected in any one year.
- 10.3 Any member with voting rights must:
- (a) be a **head instructor** or other persons nominated by the members at a **general meeting** by way of **special resolution** by reason of their special skills and experience;
 - (b) be financial; and
 - (c) has been a continuous member for 24 months.
- 10.4 The **company** has power from time to time to recommend new classes of membership notwithstanding the effect shall alter the rights, privileges or obligations of an existing class of member or members. Any alteration of membership class or any new class of membership that alters voting rights must be approved by members at a **special resolution**.
- 10.5 The **executive committee** shall determine any membership fee payable by members of the **company**, the amount payable and the timing and manner of payment.
- 10.6 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
 - i. name;
 - ii. address;
 - iii. any alternative address nominated by the member for the service of notices; and
 - iv. date the member was entered on to the register.

- (b) for each person who stopped being a member in the last 7 years:
 - i. name;
 - ii. address;
 - iii. any alternative address nominated by the member for the service of notices; and
 - iv. dates the membership started and ended.
- 10.7 The **company** must give current members access to the register of members.
- 10.8 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11. Who can be a member

- 11.1 A person who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 12.
- 11.2 In this clause, 'person' means an individual or incorporated body.

12. How to apply to become a member

- 12.1 A person (as defined in clause 11.2) may apply to become a member of the **company** by writing to the secretary stating that they:
 - (a) want to become a member
 - (b) support the purpose(s) of the **company**, and
 - (c) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required. shall pay a membership fee annually (if any is required of them at the time).
 - (d) agree that if the person is an individual member of an **affiliated club** will renew their membership with the **affiliated club** annually.
 - (e) agree that if unfinancial, due to the membership fee remaining unpaid and in arrears for more than 30 days, shall not be entitled to any benefit of the **company** or any right including the right to vote except at the direction of the **executive committee** and if unfinancial for more than three months shall cease to be a member and the person's name shall be removed from the register of members.

13. Directors decide whether to approve membership

- 13.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- 13.2 If the directors approve an application, the secretary must as soon as possible:
 - (a) enter the new member on the register of members, and
 - (b) write to the applicant to notify of the approval of the application and date of commencement of the membership (see clause 14).
- 13.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to notify of the rejection, but is not required to provide reasons and must return any membership fee paid.
- 13.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.

14. When a person becomes a member

- 14.1 Other than **initial members**, an applicant will become a member when they are entered on the register of members.

14.2 Members acknowledge and agree that:

- (a) They are bound by the **rules** and **regulations**;
- (b) they shall comply with and observe **rules** and **regulations** and any resolution of the **company**;
- (c) the **rules** and **regulations** are necessary and reasonable for promoting the purposes of the **company**;
- (d) they are entitled to all benefits, advantages, privileges and services available to members;
- (e) they may express in writing or otherwise their views and opinions directly or through their representatives in any meeting in respect of which they are entitled to participate in accordance with the **rules**;
- (f) they may make proposals or submissions to the **executive committee** or the either directly or through their representatives;
- (g) they shall engage and participate in any activity approved, sponsored or recognised by the **company**; and
- (h) they shall conduct any activity which will promote the purposes of the **company**.

15. When a person stops being a member

A person immediately stops being a member if they:

- (a) die;
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- (c) resign, by writing to the secretary;
- (d) are expelled under clause 17;
- (e) have not paid any membership fee due and payable and in arrears for more than 30 days; or
- (f) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

Dispute resolution and disciplinary procedures

16. Dispute resolution

16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:

- (a) one or more members;
- (b) one or more directors, or
- (c) the **company**.

16.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.

16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:

- (a) tell the directors about the dispute in writing;

- (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 16.5 The mediator must:
 - (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the director; or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 16.6 A mediator chosen by the directors under clause 16.5(b)(i):
 - (a) may be a member or former member of the **company**;
 - (b) must not have a personal interest in the dispute; and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 16.7 When conducting the mediation, the mediator must:
 - (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) not make a decision on the dispute.

17. Disciplining members

- 17.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
 - (a) the member has breached this constitution; or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.
- 17.2 At least 14 days before the directors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
 - (a) that the directors are considering a resolution to warn, suspend or expel the member;
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting;
 - (c) what the member is said to have done or not done;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 17.3 Before the directors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
 - (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 17.4 After considering any explanation under clause 17.3, the directors may:
 - (a) take no further action;
 - (b) warn the member;
 - (c) suspend the member's rights as a member for a period of no more than 12 months;
 - (d) expel the member;

- (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 17.5 The directors cannot fine a member.
- 17.6 The secretary must give written notice to the member of the decision under clause 17.4 as soon as possible.
- 17.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

The executive committee

17A . Composition of the executive committee

17A.1 The **executive committee** comprises **members** who shall hold the position of:

- (a) **president**;
- (b) **general secretary**;
- (c) national director of officials;
- (d) **finance director**;
- (e) IFMA manager/(National Team Coordinator);
- (f) professional promotions representative;
- (g) national doctor/medical advisor; or

17A.2 The **executive committee** is responsible for:

- (a) the management and operation of all national duties and responsibilities as determined by the **rules** and **regulations**;
- (b) implementing **rules**;
- (c) ensuring that members comply with **rules** and **regulations**.; and
- (d) all representation of the **company**, WMC and IFMA at a national sporting and government level including liaison with international affiliates.

17A.3 The **national board** comprises of the:

- (a) **executive committee**;
- (b) **State president**; and
- (c) **Sub-committees**.

17A.4 **Sub-committees** are:

- (a) Titles and rankings committee;
- (b) Female committee;
- (c) Junior committee; and
- (d) Athlete committee.

17A.5 The **executive council**, **national board** and **sub-committee** members shall be elected once every 2 years. The **executive council** and **national board** shall hold their elections in alternate years to one another.

17A.6 The president

The president shall be a director and shall act as chairperson of any meeting which includes the **executive committee**. In the event that the **president** is not present, the **executive committee** shall appoint a member from the **executive committee** to act as chairperson.

17A.7 The general secretary

The **general secretary** shall act as secretary to the **executive committee** and will be responsible for the administrative functions relevant to the conduct of **executive committee** meetings. The **general secretary** shall liaise with the **executive director** and perform functions to assist the **executive director** pursuant to the **rules**.

17A.8 The finance director

17A.8.1 The **finance director** will one of the directors of the company other than the **president** and shall be responsible for:

- (a) the collection and receipt of all monies due and make all payments authorised by the **company**; and
- (b) keeping proper accounts and books showing the financial affairs of the **company** with full details of all receipts and expenditure connected with the activities of the **company**, and the audit of the **company** accounts.

17A.8.2 The **finance director** shall liaise with the **executive director** as and when necessary to perform other functions to assist the **executive director** in his or her duties pursuant to the **rules**.

17A.9 State President

17A.9.1 Each State division may have a **State president** to represent his/her State division at meetings and must be from **State division** with a minimum of 7 registered clubs of the **company**.

17A.9.2 The **State president** may only cast one vote at any meeting.

17A.9.3 If a **State division** does not have a minimum of 7 registered clubs, it may apply to the **executive committee** for approval to elect a nominee to represent the relevant State or Territory in another State or Territory for all administration, management and representation as a State division.

17A.9.4 Each **State division** shall advise the **executive director** of its appointed **State president** within 28 days after his/her appointment.

17A.10 Election of members of the executive committee, national board and sub-committees

17A.10.1 Subject to the **rules**, members elected to hold a position in the **executive committee, national board** or any of the **sub-committees** shall do so pursuant to the following:

- (a) Until the second **general meeting** from the date of the member's election;
- (b) The **executive director** shall call for nominations at least 60 days prior to the relevant second **general meeting**;
- (c) A candidate may only be nominated for one position on either the **executive committee, national board** or any of the **sub-committees**;
- (d) nominations must be:
 - i in writing;
 - ii on the prescribed form provided for that purpose;
 - iii signed by a nominator and a seconder, who must be a member entitled to vote under the **rules**; and
 - iv evidencing the nominee's agreement to accept the position nominated to;
- (e) nominations must be received by the **executive director** at least 30 days before the relevant second general meeting and shall be sent to members entitled to vote along with the agenda for that **general meeting**; and
- (f) elections shall be by postal secret ballot on papers prepared by the **executive director**, which shall also include the closing date for nominations. The election of a member to the **executive committee, national board** or any of the **sub-committees** shall be decided by a simple majority of votes.

17A.10 Qualifications of those nominated and elected:

17A.10.1 Those members nominated and elected to hold a position on the **executive committee, national board** or any of the **sub-committees** shall:

- (a) have paid membership fees to date and be a voting member for a continuous period of 24 months immediately preceding the date of nomination for such position; and
- (b) not be or not have been in a position in any other **Muaythai** organisation which is not a member of the **company**.

17A.11 Vacancies of members on the executive committee, national board or any of the sub-committees

17A.11.1 The position of a member on the **executive committee, national board** or any of the **sub-committees** becomes vacant if the member:

- (a) Is bankrupt or makes any arrangement or composition with his creditors generally;
- (b) Is of unsound mind or a person whose person or estate is taken to lack mental capacity according to the law;
- (c) resigns his office in writing to the **company**;

- (d) is absent or fails to vote at 3 consecutive meetings of the **executive committee** without the consent of the **executive committee, national board** or any of the **sub-committees** without good reason;
- (e) holds any position on the **executive committee, national board** or any of the **sub-committees** for profit without consent of the **executive committee**;
- (f) is directly or indirectly interested in any contract or proposed contract with the **company** and fails to declare the nature of his interest or has or proposes to have, directly or indirectly, a significant commercial interest (in an individual or any other capacity) that has the potential to be in conflict with the interests of the **company**;
- (g) has in the opinion of the directors:
 - (i) acted in a manner unbecoming or prejudicial to the purposes and interests of the **company** or the sport of **Muaythai**; or
 - (ii) brought the **company**, any **affiliated club**, or **Muaythai** into disrepute;
 - (iii) is prohibited from being a director of a company under the Corporations Law.

17A.11.2 Notwithstanding the quorum required under the **rules**, any vacant position in the **executive committee, national board** or any of the **sub-committees** shall be filled with the members of the **executive committee, national board** and the **sub-committees** appointing a member of the **company** to fill the vacancy. The member appointed shall hold the position for the remainder of the term of the former member.

17A. 12 Meetings of the executive committee and/or the national board

17A.12.1 The executive committee and/or national board:

- (a) May meet as often as is deemed necessary in every calendar year for the dispatch of business provided there is a quorum of 4 members at an **executive committee** meeting and 7 members at a **national board** meeting;
- (b) may adjourn and regulate a meeting as the members deem fit, subject to the **rules**;
- (c) may convene a meeting at the request of no less than 3 members at an **executive committee** meeting plus the **general secretary** and no less than 7 members at a **national board** meeting;
- (d) shall at a **national board** meeting decide by a majority of votes provided it has the vote of at least four **State presidents**, and whereby each member has one vote, and if the votes are equal, the chairperson shall exercise a casting vote;
- (e) shall at an **executive committee** meeting decide by a majority of votes, whereby each member has one vote and if the votes are equal, the chairperson shall exercise a casting vote;
- (f) may make a resolution by mail, facsimile, or other form of visible or other electronic communication, signed by all members and may be signed in counterpart;

- (g) may hold a meeting if one or more members is not physically present provided that:
 - (i) all persons participating in the meeting are able to communicate with one another effectively, simultaneously and instantaneously by telephone, video or other communication, and if any interruption to communication occurs for 15 minutes or more, the meeting shall be adjourned or vacated; and
 - (ii) notice of the meeting is given to all members in accordance with the **rules**; and
- (e) Unless members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 14 days' notice of the **meeting** shall be given to each member.

17A.13 The executive committee's powers and duties

17A.13.1 The **executive committee** shall control and manage the business and affairs of the **company** in accordance with the **rules** and without limiting the powers of the **company** shall include:

- (a) The preparation and implementation of the strategic plan;
- (b) all aspects of financial management;
- (c) overseeing day-to-day management and administration;
- (d) defining the role and function of **sub-committees**;
- (e) allocating clear functional duties to the members of the **executive committee**;
- (f) planning and implementing initiatives designed to improve the profile and promotion of the **company** and the sport at a national level;
- (g) preparing position descriptions for all positions in the **company** whether paid or voluntary;
- (h) selecting and appointing employees of the **company** in line with the approved budget and the review and appraisal of their performance;
- (i) managing and controlling all aspects of the selection process, preparation, management, touring arrangements and participation of individuals or teams representing the **company**. Such duties may be delegated, in part or in full, to **sub-committees** as contained in the **rules**;
- (j) liaising with the Federal Government, ASC, AIS, AOC, WMC and IFMA, and all other relevant national, international and State bodies and to appoint representatives to such bodies as may be appropriate; and
- (k) performing such other acts and functions as are required by the Act or the **rules** including such powers of delegation as it may from time to time determine subject to the powers and decisions of the **company**.

17A.14 Executive director

17A.14.1 The **executive committee** may appoint a person to be **executive director** of the **company**. Until such time the **president** will assume principal responsibility for the role of **executive director**. The **executive director** shall be responsible to the **executive committee** for the: -

- (a) Planning, coordination and implementation of the activities, policies and strategic plan of the **company**;
- (b) day-to-day administration, management and operation of the secretariat of the company;
- (c) supervision and performance of staff as designated by the **executive committee**;
- (d) role of principal administrative officer of the **company** and shall accord with the duties stipulated in writing from time to time by the **executive committee**;
- (e) countersigning of contracts and for entering into agreements on behalf of the **company** alongside the **president** and the national coach and national doctor, in accordance with the **rules**, so long as same has been approved by the **executive committee**;
- (f) approval of signing of cheques on behalf of the **company**;
- (g) role of ex-officio member of the **executive committee** and all sub-committees and other bodies established pursuant to the **rules** or **regulations**, but shall have no vote.

General meetings of members

18. General meetings called by directors

- 18.1 The directors may call a **general meeting**.
- 18.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 18.3 The percentage of votes that members have (in clause 18.2) is to be worked out as at midnight before the members request the meeting.
- 18.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request; and
 - (c) give the request to the **company**.
- 18.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

19. General meetings called by members

- 19.1 If the directors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.

- 19.2 To call and hold a meeting under clause 19.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution;
 - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost; and
 - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 19.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

20. Annual general meeting

- 20.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the **company**; and
 - (b) after the first annual **general meeting**, at least once in every calendar year.
- 20.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **company's** activities;
 - (b) a review of the **company's** finances;
 - (c) any auditor's report;
 - (d) the election of directors; and
 - (e) the appointment and payment of auditors, if any.
- 20.3 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 20.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

21. Notice of general meetings

- 21.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting;
 - (b) each director; and
 - (c) the auditor (if any).
- 21.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand; or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director;
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.

21.5 Notice of a **general meeting** must include:

- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) the general nature of the meeting's business;
- (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution;
- (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **company**,
 - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.

21.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

22. Quorum at general meetings

22.1 For a **general meeting** to be held, 15% of voting members or at least 25% of members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

22.2 No business may be conducted at a **general meeting** if a quorum is not present.

22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- (a) if the date is not specified – the same day in the next week;
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

22.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

23.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

23.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

24. Representatives of members

24.1 An incorporated member may appoint as a representative:

- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 31, and
- (b) the same individual or another individual for the purpose of being appointed or elected as a director.

24.2 The appointment of a representative by a member must:

- (a) be in writing;
 - (b) include the name of the representative;
 - (c) be signed on behalf of the member; and
 - (d) be given to the **company** or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 24.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 24.4 The appointment may be standing (ongoing).

25. Using technology to hold meetings

- 25.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

26. Chairperson for general meetings

- 26.1 The **elected chairperson** is entitled to chair **general meetings**.
- 26.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
- (a) there is no **elected chairperson**; or
 - (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting; or
 - (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

27. Role of the chairperson

- 27.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 27.2 The chairperson does not have a casting vote.

28. Adjournment of meetings

- 28.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

29. Members' resolutions and statements

- 29.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution); and/or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.

- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.5 The percentage of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 29.6 If the **company** has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

30. Company must give notice of proposed resolution or distribute statement

- 30.1 If the **company** has been given a notice or request under clause 29:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost; or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.
- 30.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long;
 - (b) the directors consider it may be defamatory;
 - (c) clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

31. Circular resolutions of members

- 31.1 Subject to clause 31.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 31.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 31.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**; or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.

- 31.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.6.
- 31.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 31.6 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

32. How many votes a member has

Each member has one vote.

33. Challenge to member's right to vote

- 33.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

34. How voting is carried out

- 34.1 Voting must be conducted and decided by:
- (a) a show of hands;
 - (b) a vote in writing;
 - (c) a secret ballot; or
 - (d) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 34.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 34.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 34.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

35. When and how a vote in writing must be held

- 35.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least 15 **members present**;
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
 - (c) the chairperson.
- 35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.3 applies.
- 35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:

- (a) for the election of a chairperson under clause 26.2, or
 - (b) to decide whether to adjourn the meeting.
- 35.4 A demand for a vote in writing may be withdrawn.

36. Appointment of proxy

- 36.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 36.2 A proxy does not need to be a member.
- 36.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (a) speak at the meeting;
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment); and
 - (c) join in to demand a vote in writing under clause 35.1.
- 36.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - (a) the member's name and address;
 - (b) the **company's** name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meeting(s) at which the appointment may be used.
- 36.5 A proxy appointment may be standing (ongoing).
- 36.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 21.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 36.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 36.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's appointment; or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 36.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

37. Voting by proxy

- 37.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 37.2 When a vote in writing is held, a proxy:
 - (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) if the way they must vote is specified on the proxy form, must vote that way; and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

38. Number of directors

The **company** must have at least three and no more than nine directors.

39. Election and appointment of directors

- 39.1 The **initial directors** are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the **company**.
- 39.2 Apart from the **initial directors** and directors appointed under clause 39.5, the members may elect a director by a resolution passed in a **general meeting**.
- 39.3 Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together; and
 - (b) no votes were cast against that resolution.
- 39.4 A person is eligible for election as a director of the **company** if they:
- (a) are a member of the **company**, or a representative of a member of the **company** (appointed under clause 24);
 - (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting);
 - (c) give the **company** their signed consent to act as a director of the **company**, and
 - (d) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 39.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) is a member of the **company**, or a representative of a member of the **company** (appointed under clause 24);
 - (b) gives the **company** their signed consent to act as a director of the **company**, and
 - (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 39.6 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

40. Election of chairperson

The directors must elect a director as the **company's elected chairperson** at director's meetings.

41. Term of office

- 41.1 At each annual **general meeting**:
- (a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
 - (b) at least one-third of the remaining directors must retire.
- 41.2 The directors who must retire at each annual **general meeting** under clause 41.1(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.

- 41.3 Other than a director appointed under clause 39.5, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 41.4 Each director must retire at least once every three years.
- 41.5 A director who retires under clause 41.1 may nominate for election or re-election, subject to clause 41.6.
- 41.6 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**

42. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**;
- (b) die;
- (c) are removed as a director by a resolution of the members;
- (d) stop being a member of the **company**;
- (e) are a representative of a member, and that member stops being a member;
- (f) are a representative of a member, and the member notifies the **company** that the representative is no longer a representative;
- (g) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (h) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

43. Powers of directors

- 43.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purposes set out in clause 6.
- 43.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 43.3 The directors must decide on the responsible financial management of the **company** including:
- (a) any suitable written delegations of power under clause 44; and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 43.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

44. Delegation of directors' powers

- 44.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.
- 44.2 The delegation must be recorded in the **company's** minute book.

45. Payments to directors

- 45.1 The **company** must not pay fees to a director for acting as a director.
- 45.2 The **company** may:
- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done; or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 45.3 Any payment made under clause 45.2 must be approved by the directors.
- 45.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

46. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **company**; or
- (b) a director and the secretary.

Duties of directors

47. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**;
- (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 6;
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 48;
- (f) to ensure that the financial affairs of the **company** are managed responsibly; and
- (g) not to allow the **company** to operate while it is insolvent.

48. Conflicts of interest

- 48.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- (a) to the other directors; or
 - (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 48.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

- 48.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 48.4:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 48.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **company**, and the other members have the same interest;
 - (b) 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** (see clause 66);
 - (c) their interest relates to a payment by the **company** under clause 65 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**;
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter; or
 - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) 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
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

49. When the directors meet

The directors may decide how often, where and when they meet.

50. Calling directors' meetings

- 50.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 50.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

51. Chairperson for directors' meetings

- 51.1 The **elected chairperson** is entitled to chair directors' meetings.
- 51.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting; or
 - (b) present but does not want to act as chairperson of the meeting.

52. Quorum at directors' meetings

- 52.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 52.2 A quorum must be present for the whole directors' meeting.

53. Using technology to hold directors' meetings

- 53.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 53.2 The directors' agreement may be a standing (ongoing) one.
- 53.3 A director may only withdraw their consent within a reasonable period before the meeting.

54. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

55. Circular resolutions of directors

- 55.1 The directors may pass a circular resolution without a directors' meeting being held.
- 55.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 55.3 or clause 55.4.
- 55.3 Each director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 55.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 55.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 55.3 or clause 55.4.

Secretary

56. Appointment and role of secretary

- 56.1 The **company** must have at least one secretary, who may also be a director.
- 56.2 A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.
- 56.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 56.4 The role of the secretary includes:
 - (a) maintaining a register of the **company's** members; and
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

57. Minutes and records

- 57.1 The **company** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of **general meetings**;
 - (b) minutes of circular resolutions of members;
 - (c) a copy of a notice of each **general meeting**; and
 - (d) a copy of a members' statement distributed to members under clause 30.

- 57.2 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees); and
 - (b) minutes of circular resolutions of directors.
- 57.3 To allow members to inspect the **company's** records:
- (a) the **company** must give a member access to the records set out in clause 57.1; and
 - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 57.2 and clause 58.1.
- 57.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting; or
 - (b) the chairperson of the next meeting.
- 57.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

58. Financial and related records

- 58.1 The **company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 58.2 The **company** must also keep written records that correctly record its operations.
- 58.3 The **company** must retain its records for at least 7 years.
- 58.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

By-laws

59. By-laws

- 59.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 59.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

60. What is notice

- 60.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 61 to 63, unless specified otherwise.
- 60.2 Clauses 61 to 63 do not apply to a notice of proxy under clause 36.6.

61. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:

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

- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address; or
- (d) sending it to the fax number notified by the **company** to the members as the **company's** fax number.

62. Notice to members

62.1 Written notice or any communication under this constitution may be given to a member:

- (a) in person;
- (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
- (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
- (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

62.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

63. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and
- (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

64. Company's financial year

The **company's** financial year is from 1 July to 30 June unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

65. Indemnity

65.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.

- 65.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 65.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so; and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 65.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

66. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

67. Directors' access to documents

- 67.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 67.2 If the directors agree, the **company** must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors; and
 - (b) any other documents referred to in those documents.

Winding up

68. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity described in clause 69.1.

69. Distribution of surplus assets

- 69.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6; and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 69.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

70. Definitions

In this constitution:

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

affiliated club means a club affiliated with the **company**;

company means the **company** referred to in clause 1

Corporations Act means *the Corporations Act 2001 (Cth)*

elected chairperson means a person elected by the directors to be the **company's** chairperson under clause 40;

executive committee means that set out in clause 17A.1 hereto;

executive director means the person appointed under 17A.1 as the principal executive officer of the company and shall include where the context so admits a person delegated to act as **executive director**;

finance director means as described in clause 17A.8 hereto;

general meeting means a meeting of members and includes the annual **general meeting**, under clause 20.1;

general secretary means as described in clause 17A.7 hereto;

head Instructor means an individual who:

- (a) is over 18 years of age; and
- (b) is either an Australian citizen or a permanent resident of Australia; and
- (c) is determined by the **executive committee** to be of requisite competency to be granted **head Instructor** status; and
- (d) is totally responsible for the administration of an **affiliated club**;

intellectual property means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the **company** or the sport and art of **Muaythai** or any event, competition or activity conducted, promoted or administered by the **company**;

initial member means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**;

life member means a **life member** of the **company**;

member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

Muaythai means the art of **Muaythai** and the sport of **Muaythai**;

national board means that described in clause 17A.2 hereto;

president means as described in clause 17A.6 hereto;

registered charity means a charity that is registered under the **ACNC Act**

regulations means any **regulations** approved by the executive committee and those made under the **Corporations Act**;

rules means these **rules** in this constitution and includes the purposes of the **company**;

seal means the common seal of the **company** and includes any official seal of the **company**;

special resolution means a resolution:

- (a) of which notice has been given under clause 21.5(c); and
- (b) that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution;

State division means a State or Territory division affiliated with the **company** and each to be named **Muaythai** Australia (*insert name of State/Territory*);

State president means that described in clause 17A.9 hereto;
sub-committee means that described in clause 17A.3 hereto; and
surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

71. Reading this constitution with the Corporations Act

- 71.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 71.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 71.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
- 71.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

72. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).