

Constitution

Tuesday 9th April, 2019

AUSTRALIAN FESTIVALS ASSOCIATION INC.

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Australian Festivals Association Inc.

Constitution

1. NAME OF THE ASSOCIATION

The name of the association is the Australian Festivals Association Inc. (**Association**).

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless the context requires otherwise:

Act means the *Associations Incorporation Act 2009* (NSW) as amended or replaced from time to time.

Alternate Committee Member means any person who, for the time being, has been duly appointed and is acting as an alternate Committee Member;

AGM or **Annual General Meeting** means the annual General Meeting of the Association required to be held by the Association under section 37 of the Act.

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Sydney, Australia.

By-Law means a by-law made under clause 22.

Chair means the person elected under clause 17.6.

Constitution means this Constitution as amended from time to time.

Committee means the committee of the Association appointed or elected in accordance with clause 16.

Committee Member means a person appointed or elected to the Committee and, where appropriate, includes an Alternate Committee Member.

Controller means, in relation to a person:

- (a) a controller (as defined in the Corporations Act), receiver, receiver and manager, administrator, liquidator (whether provisional or otherwise) of that person or that person's property or any other person (however described) holding or appointed to an analogous office or acting or purporting to act in an analogous capacity; or
- (b) anyone else who (whether or not as agent for the person) is in possession, or has control, of that person's property to enforce an Encumbrance.

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

Encumbrance means:

- (a) any:

- (i) legal or equitable interest or power created, arising in or reserved in or over an interest in any property or asset; or
- (ii) security for payment of money, performance of obligations or protection against default (including a mortgage, bill of sale, charge, lien, pledge, trust, power or retention of title arrangement, right of set-off, assignment of income, garnishee order, monetary claim and flawed deposit arrangement);
- (b) any thing or preferential interest or arrangement of any kind giving a person priority or preference over claims or other persons with respect to any property or asset;
- (c) a security interest as defined in the *Personal Property Securities Act 2009* (Cth); or
- (d) any agreement or arrangement (whether legally binding or not) to grant or create anything referred to in paragraphs (a), (b) or (c).

Executive Officer means a person appointed as executive officer of the Association by the Committee under clause 19. If an Executive Officer has not been appointed by the Committee, all references to “Executive Officer” in this Constitution will be taken to refer to the Committee.

Extraordinary General Meeting means any General Meeting that is not an Annual General Meeting.

Fees means:

- (a) the annual subscription fee payable by a Member as set out in Schedule 2 or as otherwise determined by the Committee from time to time; and
- (b) any application fee the Committee determines must be paid by applicants for membership of the Association from time to time.

Festival 1 Member means a Member who meets the eligibility requirements in row 1 of Schedule 2 and is admitted to membership of the Association in accordance with clause 6.

Festival 2 Member means a Member who meets the eligibility requirements in row 2 of Schedule 2 and is admitted to membership of the Association in accordance with clause 6.

Festival 3 Member means a Member who meets the eligibility requirements in row 3 of Schedule 2 and is admitted to membership of the Association in accordance with clause 6.

Festival 4 Member means a Member who meets the eligibility requirements in row 4 of Schedule 2 and is admitted to membership of the Association in accordance with clause 6.

Financial Year means the year commencing 1 July and ending 30 June in any year.

General Meeting means any meeting of Members of the Association, including any Annual General Meeting and Extraordinary General Meeting.

Industry Member means a Member who meets the eligibility requirements in row 5 of Schedule 2 and is admitted to membership of the Association in accordance with clause 6.

Initial Committee Members means the Committee Members at the time of adoption of this Constitution as outlined in **Schedule 1** and **Initial Committee Member** means any one of them.

Initial Members means the Members at the time of adoption of this Constitution as outlined in **Schedule 1** and **Initial Member** means any one of them.

Insolvency Event means, in respect of a person, the occurrence of any one or more of the following events or circumstances:

- (a) its winding up, liquidation or provisional liquidation;
- (b) the appointment of an administrator under the Corporations Act;
- (c) the appointment of a Controller or analogous person to it or any of its property;
- (d) being deregistered as a company or other body corporate or otherwise dissolved;
- (e) being unable to pay any of its debts as and when due and payable or being deemed to be insolvent under any law;
- (f) seeking protection from its creditors under any law or entering into a compromise, moratorium, assignment, composition or arrangement with, or for the benefit of, any of its members or creditors;
- (g) it otherwise becomes a Chapter 5 body corporate, as defined in the Corporations Act;
- (h) if the person is an individual, they commit an act of bankruptcy within the meaning of section 40 of the *Bankruptcy Act 1966* (Cth) or they are or become bankrupt within the meaning of section 5 of that Act;
- (i) where the person is the trustee or a co-trustee of a trust (whether disclosed or not):
 - (i) the beneficiaries of the trust resolve to wind up the trust, the trustee is required to wind up the trust under the terms of the trust or any applicable law, or the winding up or termination of the trust commences or occurs for any reason;
 - (ii) an external administrator is appointed to the trust or the assets of the trust; or
 - (iii) for any reason the trustee is not or ceases to be entitled to be indemnified out of, or to have a lien over, the assets of the trust for all of its obligations and liabilities, or that right of indemnity is reduced, restricted, or does not have priority over the rights of the beneficiaries of the trust;
- (j) an analogous event or circumstance to any listed above occurs in any jurisdiction;

- (k) suspending or threatening to suspend payment of its debts as and when they become due;
- (l) ceasing or threatening to cease to carry on business; or
- (m) taking any step or being the subject of any action that is preparatory to, or reasonably likely to result in, any of the above,

unless such event or circumstance occurs as part of a solvent reconstruction, amalgamation, compromise, arrangement, merger or consolidation.

Member means a member of the Association under clause 6, being a Festival 1 Member, a Festival 2 Member, a Festival 3 Member, a Festival 4 Member, an Industry Member, a Not-For-Profit Member or an Other Member.

Membership means membership of the Association.

Membership Class means each class of membership set out at Schedule 2.

Not-For-Profit Member means a Member who meets the eligibility requirements in row 6 of Schedule 2 and is admitted to membership of the Association in accordance with clause 6.

Notice has the meaning given in clause 12.3.

Other Member means a Member who meets the eligibility requirements in row 7 of Schedule 2 and is admitted to membership of the Association in accordance with clause 6.

Public Officer means a person appointed as public officer under clause 21.

Purposes means those purposes referred to in clause 3.1.

Register means the register of Members kept under the Act.

Regulations means the *Associations Incorporation Regulations 2016* (NSW) as amended or replaced from time to time;

Special Resolution has the same meaning as that given to it in the Act.

Voting Member means Festival 1 Members, Festival 2 Members, Festival 3 Members, Festival 4 Members, Industry Members and Not-For-Profit Members.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person, by proxy, by attorney or duly appointed representative, and includes being present at a different venue from the venue at which other Members are participating in the same General Meeting, providing the pre-requisites for a valid General Meeting at different venues are observed;

- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;
- (i) **(include)** the words **include**, **includes**, **including** and **for example** are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Committee;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

2.3 The Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The Constitution is subject to the Act, and where there is any inconsistency between a clause of this Constitution and the Act which is not permissible under the Act, the Act prevails to the extent of any inconsistency.
- (c) The model rules created under the Act are displaced by this Constitution and accordingly do not apply to the Association.

2.4 Previous constitutions

This Constitution replaces any memorandum or articles of association or constitution which was or were taken to be the Association's constitution in force before the adoption of this Constitution.

3. PURPOSES

3.1 Purposes

The Purposes of the Association shall be to:

- (a) represent the shared interests of Members on a national level, supported through state connections and affiliations;
- (b) connect Members, Australian festival industry professionals and experts with relevant stakeholders and regulatory bodies;
- (c) assist and work collaboratively with relevant regulatory bodies on behalf of Members and the Australian festival industry;
- (d) establish itself as being the key organisation accessible to all relevant Australian festival industry stakeholders, government and regulatory bodies;
- (e) promote, enhance and maintain the reputation of festivals in Australia;
- (f) recognise the cultural contribution festivals make to Australian society;
- (g) recognise that Australian festivals are equally regarded to other festivals around the world and that they remain an important, globally recognised industry that attracts a significant number of people to Australia each year;
- (h) be a credible organisation that has a focus on 'best practice' across all its platforms;
- (i) develop solutions to shared concerns within the Australian festival industry that can be adopted by local, state or national stakeholders and/or regulatory bodies;
- (j) act as advocates in ensuring there is a sensible intersection between legislation and factors driven by commerce, while maintaining a vibrant festival scene;
- (k) where appropriate, provide an opportunity for inexperienced Members to develop and grow through association and guidance by experienced Members;
- (l) represent the interests of Members in the media;
- (m) assist in the delivery of safe and well-run festivals around Australia and in providing framework for industry operating standards;
- (n) have regard to the public interest in its operations; and
- (o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Purposes.

4. POWERS OF THE ASSOCIATION

The Association may exercise the powers set out in section 19 of the Act as are incidental or conducive to furthering the Purposes.

5. INCOME AND PROPERTY OF THE ASSOCIATION

5.1 Sole Purpose

Subject to the Act and the Regulations, the income, funds, assets and property of the Association will be applied only towards the promotion of the Purposes.

5.2 Payments to Members

- (a) No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:
 - (i) as bona fide compensation in return for any services rendered or goods supplied in the ordinary and usual course of business (other than in a person's capacity as Committee Member) to the Association and where the payment is commercially reasonable;
 - (ii) for out-of-pocket expenses properly incurred by a Committee Member in attending Committee meetings, General Meetings and otherwise performing duties as a Committee Member;
 - (iii) of remuneration payable to the Executive Officer in accordance with clause 19.2;
 - (iv) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent;
 - (v) in respect of the indemnification of, or payment of premiums on contracts of insurance for, any Committee Member, in accordance with clause 23; or
 - (vi) of reasonable rent for premises let by them to the Association.
- (b) The Association must not conduct its affairs so as to provide pecuniary gain for its Members.

6. MEMBERSHIP

6.1 Members

The Members are:

- (a) the Initial Members; and
- (b) any other natural person or body corporate that the Committee admits to membership in accordance with this Constitution,

which subject to this Constitution, shall be represented by their representatives who shall have the right to attend, debate and vote at General Meetings.

6.2 Number of Members

The number of Members is unlimited.

6.3 Eligibility for Membership

Every applicant for membership of the Association, except Initial Members, must apply in the form and manner set out in clause 6.7.

6.4 Membership Classes

The Members of the Association will consist of:

- (a) Festival 1 Members;
- (b) Festival 2 Members;
- (c) Festival 3 Members;
- (d) Festival 4 Members;
- (e) Industry Members; and
- (f) Not-For-Profit Members; and
- (g) Other Members.

6.5 Membership requirements and undertaking

Every Member must:

- (a) meet the eligibility requirements in clause 6.6;
- (b) be approved for membership in accordance with clause 6.7; and
- (c) fulfil their obligations under this Constitution.

6.6 Eligibility and membership rights

- (a) To be eligible as a Member, a person must meet the relevant criteria set out in the Schedule 2.
- (b) The rights associated with each class of Membership are set out in the Schedule 2.

6.7 Application for membership

- (a) An application for membership of the Association must:
 - (i) be made in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee; and
 - (ii) include the applicant's name, address, proposed class of membership, and statement as to the applicant's eligibility for membership.

- (b) After the receipt of an application for membership, the Committee must consider the application at the next Committee meeting and decide whether to admit or reject the admission of the applicant and the applicant's class of membership.
- (c) An applicant will be admitted to membership of the Association if a majority of the Committee Members entitled to vote at the Committee meeting vote to admit the applicant as a Member.
- (d) Upon the acceptance or rejection of an application for membership, the Association must as soon as practicable give the applicant notice in writing of acceptance or rejection.
- (e) If the Committee approves the application, the applicant must pay (within the period of 28 days after receipt by the applicant of the notification) the Fees payable under this Constitution in respect of the relevant membership class.
- (f) The Committee need not give any reason for rejecting an application.
- (g) The Committee must, on payment by the applicant of the amounts referred to in clause 6.7(e), enter or cause to be entered the applicant's name in the register of Members, at which point the applicant becomes a Member.

6.8 Rights and obligations of Members

- (a) Members are entitled to all the rights of their class of membership under this Constitution.
- (b) Members agree to:
 - (i) be bound by this Constitution and by any rules, policies, standards, regulations or By-Laws of the Association in force from time to time;
 - (ii) pay the Fees or subscriptions determined to apply to their relevant membership category as decided by the Committee; and
 - (iii) support the Association in the encouragement and promotion of the Purposes and, to the best of their ability, promote the Purposes, interests and standing of the Association.
- (c) A right, privilege or obligation of a person by reason of membership:
 - (i) is personal to each Member and not capable of being transferred or transmitted to another person; and
 - (ii) terminates on the cessation of membership.

7. REGISTER OF MEMBERS

- (a) The Committee must keep a Register of:
 - (i) the names and addresses of all Members;
 - (ii) the dates of their admission as Members;
 - (iii) the Membership Class of each Member;

- (iv) the name and date of appointment of each Member's representative;
 - (v) particulars of resignations, termination and reinstatement of membership; and
 - (vi) any further particulars as the Act, or the Committee or the Members at any General Meeting, may variously require from time to time.
- (b) The Register must be kept in New South Wales at the Association's official address.
 - (c) The Register will be open for inspection and copying in accordance with the Act.

8. CESSATION OF MEMBERSHIP

8.1 Cessation of Membership

- (a) A Member ceases to be a Member on:
 - (i) the Member giving the Committee a written notice of resignation;
 - (ii) the failure of the Member to pay any Fee payable under this Constitution within 3 months after that Fee is due;
 - (iii) the termination of their Membership according to this Constitution or the By-Laws;
 - (iv) if the Member is the subject of an Insolvency Event;
 - (v) if a body corporate, being deregistered, dissolved or otherwise ceasing to exist;
 - (vi) if a natural person, if the Member:
 - (A) dies;
 - (B) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (C) is convicted of an indictable offence;
 - (vii) that Member no longer meeting the requirements for Membership according to this Constitution and/or the By-Laws; or
 - (viii) expulsion under clause 9.
- (b) Any Member ceasing to be a Member:
 - (i) must have their name removed from the Register;
 - (ii) will not be entitled to any refund or part refund of any Fee already paid; and

- (iii) will remain liable for and will pay to the Association all Fees and other amounts which were due to the Association at the date of ceasing to be a Member.

8.2 Resignation of membership

A Member may resign from membership of the Association by giving the Committee one months written notice of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

9. DISCIPLINE OF MEMBERS

9.1 Establishing a disciplinary committee

- (a) Where the Committee is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Committee or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Purposes and the interests of the Association or another Member; or
 - (iii) brought themselves, another Member or the Association into disrepute,the Committee may, by resolution, establish a disciplinary committee to:
 - (iv) consider any complaints against the Member and any submissions made in connection with the complaint;
 - (v) consider any information regarding the Member's acts or omissions; and
 - (vi) if it is satisfied that:
 - (A) the facts alleged in the complaint have been proved;
 - (B) it not in the interests of the Association for a Member to continue to be a Member; and
 - (C) expulsion or suspension is warranted in the circumstances,subject to this clause 9, expel the Member from the Association or suspend the Member's membership by resolution of the disciplinary committee.
- (b) At least one week before the meeting at which the resolution to expel or suspend the Member is to be proposed, the Committee must give the Member written notice:
 - (i) stating the date, place and time of the meeting;
 - (ii) setting out the intended resolution and the grounds on which it is based; and

- (iii) informing the Member that they may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) If the disciplinary committee expels or suspends a Member under this clause 9.1, the Committee must give that Member written notice within 7 days after the action is taken of the reasons given by the disciplinary committee for the decision and of the Member's right of appeal under clause 9.2.
- (d) The expulsion or suspension does not take effect until the date which is the later of:
 - (i) the expiration of the period within which the Member is entitled to appeal against the relevant resolution; or
 - (ii) if the Member exercises the right of appeal in accordance with this Constitution, the Association confirms the resolution.
- (e) The Members submit unreservedly to the jurisdiction, disciplinary procedures, penalties and the appeal mechanisms in this Constitution.

9.2 Right of appeal of disciplined Member

- (a) A Member may appeal to the Association in General Meeting against a resolution of the Committee or disciplinary committee under clause 9.1 by lodging a notice of appeal (**Appeal Notice**) with the Committee within 7 days after notice of the resolution is given to the Member.
- (b) The Appeal Notice must be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of the Appeal Notice, the Committee must convene a General Meeting to be held within 28 days after the date on which the Committee receives the Appeal Notice.
- (d) At the General Meeting:
 - (i) no business other than the question of the appeal is to be transacted;
 - (ii) the Committee and the Member must be given the opportunity to state their respective cases; and
 - (iii) the Voting Members present must vote by secret ballot on whether the resolution should be confirmed or revoked, to be determined by a simple majority of votes.

10. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this clause applies to disputes under this Constitution between a Member and:
 - (i) another Member (in their capacity as Members); or
 - (ii) the Association.

- (b) The parties to the dispute must meet (which may, if agreed by the parties, take place by using any technology that allows the parties to clearly and simultaneously communicate with each other) and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may, within 10 days, refer the dispute to Community Justice Centres New South Wales (or such other similar body in circumstances where Community Justice Centres New South Wales is no longer in existence) for resolution by mediation.
- (d) The Committee may prescribe additional grievance procedures in By-Laws consistent with this clause 10.

11. FEES AND SUBSCRIPTIONS

11.1 Fees payable by Members

- (a) The Members must pay the Fees applicable for its relevant Membership Class.
- (b) The Committee may, in its sole discretion, vary or waive a Fee in cases of hardship or for any other reason.
- (c) Each Member must pay to the Association the amounts determined under this clause 11.1:
 - (i) before the first day of the financial year of the Association in any calendar year; or
 - (ii) if the Member becomes a Member on or after the date specified in clause 11.1(c)(i) – on becoming a Member, and in each subsequent year on the date specified in clause 11.1(c)(i).

11.2 Non-Payment of Fees

- (a) Subject to clause 11.2(b) and without limiting clause 8.1(a)(ii), the right of a Member to attend and vote at a General Meeting may, at the discretion of the Committee, be suspended while the payment of any subscription or other amount determined under clause 11.1 is in arrears.
- (b) If a Member is in arrears for any amount owed under this Constitution:
 - (i) the Committee may enter an arrangement with the Member for the payment of the amount; and
 - (ii) any arrangement must be disclosed to other Members, but does not require their approval.

12. GENERAL MEETINGS

12.1 Annual General Meeting

- (a) AGMs of the Association are to be held:

- (i) according to the Act; and
 - (ii) otherwise as determined by the Committee (including date, time and venue).
- (b) In addition to any other business which may be transacted at an AGM, the business of an AGM must include:
- (i) confirmation of the minutes of the last preceding AGM and of any Extraordinary General Meeting held since that meeting;
 - (ii) receiving Committee reports on the activities of the Association during the last preceding Financial Year;
 - (iii) election of the Committee Members of the Association; and
 - (iv) receiving and considering any financial statement or report required to be submitted to the Members under the Act.

12.2 Power to convene Extraordinary General Meeting

The Committee must convene a General Meeting:

- (a) whenever it thinks fit;
 - (b) when required by the Act; and
 - (c) within 1 month, on the requisition in writing of Voting Members with at least 10% of the votes that may be cast at a General Meeting,
- at the time and place it thinks fit.

12.3 Notice of General Meeting

- (a) Notice of a General Meeting (**Notice**) must:
 - (i) be given to all Members entitled to attend the General Meeting, the Committee, and the auditor of the Association (if one is appointed);
 - (ii) be given in accordance with clause 27 and the Act;
 - (iii) be given with:
 - (A) at least 21 days' notice; or
 - (B) if no Special Resolution is proposed, shorter notice as all the Voting Members agree prior to the General Meeting,
 of the time and place of the General Meeting;
 - (iv) include each of the following:
 - (A) all information required to be included in accordance with the Act;

- (B) state the general nature of the business to be transacted at the meeting;
 - (C) contain a statement of each Voting Member's right to appoint a proxy (if applicable), the fact that a proxy need not be a Voting Member, and the place, facsimile number and electronic address for the purposes of the proxy appointment;
 - (D) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (E) where applicable, any notice of motion received by the Committee from any Voting Member or Committee Member at least 7 days before the date of the Notice;
 - (F) instructions for Voting Members to nominate individuals for the Committee; and
 - (G) where applicable, a list of all nominations received for Committee Members to be elected at the General Meeting prior to the date of the notice.
- (b) Subject to the Act, the Association may give Notices to Members electronically, by notifying the Member:
- (i) that the Notice is available; and
 - (ii) how the Member may use electronic means to access the Notice,

by any electronic means permitted by the Act and to an electronic address nominated by the relevant Member for the purpose of receiving Notices.

12.4 No other business

No business other than that stated in the Notice may be transacted at a General Meeting, except, in the case of an Annual General Meeting, the business set out in clause 12.1(b).

12.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Committee they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Voting Members according to the Act;
- (b) the Committee at the request of Members; or
- (c) a Court.

12.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least seven days prior to the date of the General Meeting.

12.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

12.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by clause 12.6.

12.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

12.10 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

12.11 Right to appoint representative

- (a) Each Voting Member that is not a natural person must by notice in writing to the Committee appoint an individual as its representative in all matters as permitted by the Act, including:
 - (i) to exercise at General Meeting all the powers which its appointing Member could exercise if it were a natural person; and
 - (ii) be counted towards a quorum on the basis that the Voting Member will be deemed present at a General Meeting by its representative,

subject to any restrictions on the representative's powers imposed by the Member.
- (b) A Committee Member may not also be appointed as a Voting Member's representative.

- (c) A Voting Member may appoint more than one representative but only one representative may exercise the Voting Member's powers at any General Meeting.
- (d) Voting Members must notify the Executive Officer of their appointed, authorised representatives no later than 48 hours prior to the General Meeting.
- (e) If a Voting Member's representative's appointment has been revoked by the Voting Member by notice to the Committee, any vote given at the relevant General Meeting in accordance with the terms of instrument appointing the representative is valid.

12.12 Postal and electronic voting

- (a) Postal voting or voting by electronic communication may be permitted from time to time in such instances and on such resolutions as the Committee may determine.
- (b) When permitted by the Committee, postal or electronic voting shall be conducted in accordance with the Act and Regulation, including that any particular resolution voted on by postal ballot or electronic communication must only be voted on using that method, and not in conjunction with voting in person at the General Meeting.

12.13 Use of technology

- (a) A General Meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Members a reasonable opportunity to participate.
- (b) A Member who participates in a General Meeting using that technology is taken to be present at the General Meeting, and if a Voting Member votes at the General Meeting, is taken to have voted in person.

13. PROCEEDINGS AT GENERAL MEETING

13.1 Number for a quorum

The number of Voting Members (in person or by their duly authorised representative) who must be present and eligible to vote for a quorum to exist at a General Meeting is at least 50% of the Voting Members.

13.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General Meeting.

13.3 Quorum and time – Extraordinary General Meetings

If within 30 minutes after the time appointed for an Extraordinary General Meeting, or at any other time during the General Meeting, a quorum is not present, the General Meeting:

- (a) if convened by, or on requisition of, Voting Members is dissolved;

- (b) in any other case:
 - (i) stands adjourned to such other day, time and place as the Chair of the General Meeting determines; and
 - (ii) if quorum is not present 30 minutes after the time appointed for the adjourned Extraordinary General Meeting, is dissolved.

13.4 Quorum and time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the Chair determines.
- (b) Where an AGM has been adjourned under clause 13.4(a), such Voting Members as are present on the adjourned date shall constitute a quorum.

13.5 Chair to preside over General Meetings

- (a) The Chair is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) a Committee Member (or other person) chosen by a majority of the Committee Members present;
 - (ii) the only Committee Member present; or
 - (iii) an authorised representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members represented by their authorised representatives.

13.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the General Meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to any applicable law, terminate discussion or debate on any matter whenever he consider it necessary or desirable for the proper conduct of the General Meeting.
- (b) A decision by the Chair under this clause 13.6 is final.

13.7 Adjournment of General Meeting

- (a) The Chair may with the consent of any General Meeting at which a quorum is present, and must if so directed by the General Meeting, adjourn the General

Meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the General Meeting.

- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the Voting Members present.
- (c) Only unfinished business contemplated by the original General Meeting is to be transacted at an adjourned General Meeting.

13.8 Notice of adjourned meeting

If a General Meeting is adjourned in accordance with clauses 13.3, 13.4 or 13.7:

- (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned General Meeting unless a General Meeting is adjourned for 30 days or more; and
- (b) if a General Meeting is adjourned for 30 days or more, the Committee must give notice of the adjourned General Meeting in accordance with clause 12.3.

13.9 Questions decided by majority

Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast by Voting Members on the resolution are in favour of it.

13.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

13.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands by Voting Members unless a poll is demanded in accordance with clause 13.12 and the demand is not withdrawn.
- (b) Before a vote is taken, the Chair must inform the General Meeting whether any proxy votes have been received and how the proxy votes are to be cast on the resolution.
- (c) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.
- (d) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

13.12 Poll

- (a) A poll may be demanded by:
 - (i) the Chair of the meeting; or

- (ii) at least 2 Voting Members present;
- (b) A poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before or immediately after the voting results on a show of hands are declared.
- (c) A poll must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under clause 14.
- (d) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (e) A demand for a poll may be withdrawn.
- (f) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

13.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

13.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

13.15 Direct voting

- (a) The Committee may determine that, at any General Meeting, a Voting Member who is entitled to attend and vote on a resolution at that General Meeting is entitled to vote by direct vote in respect of that resolution. A direct vote includes a vote delivered to the Association by post, fax or other electronic means approved by the Committee.
- (b) Where this clause 13.15 applies, the Notice must indicate that direct voting is available at the relevant meeting or on particular resolutions.
- (c) The Committee may prescribe regulations, rules and procedures in relation to direct voting.

13.16 Minutes

- (a) The Executive Officer must ensure that minutes are taken and kept of each General Meeting and resolutions of Members passed without a meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings,and retain the minutes in a minute book for a period of at least 10 years or such other period as may be required by law.
- (c) The Association must ensure that minutes are signed within a reasonable time after the date of the meeting or of the resolution being passed by the Chair, or, in the case of a resolution without a meeting, a Committee Member.
- (d) In addition, the minutes of each Annual General Meeting must include:
 - (i) the financial statements submitted to the Members in accordance with the Act;
 - (ii) the certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (e) The minutes of General Meetings shall be available for inspection and copying by the Members.

13.17 Right of officers and advisers to attend General Meeting

Any person (whether a Member or not) required by the Committee to attend any General Meeting is entitled to be present and, at the request of the Chair, to speak at the General Meeting.

14. Proxies and attorneys

14.1 Appointment of proxies

- (a) A Voting Member who is entitled to attend and vote at a General Meeting may appoint a person as that Voting Member's proxy to attend and vote for that Voting Member at a General Meeting.
- (b) A proxy need not be a Member of the Association.

14.2 Appointment of attorneys

- (a) A Member who is entitled to execute any document or do any act which affects the Association or the Member's membership in the Association may appoint a

person as that Member's attorney to execute that document or do that act on behalf of the Member.

- (b) An attorney need not be a Member of the Association.
- (c) The Member must deliver the instrument appointing the attorney to the Association for noting.
- (d) The Member must file a certified copy of the instrument appointing the attorney with the Association on written request by the Association.
- (e) The Member must provide the Association with any information the Association requests as evidence that the power of attorney is effective and continues to be in force.

14.3 Rights of proxies

A proxy appointed to attend and vote at a general meeting for a Voting Member in accordance with this clause has the same rights as the Voting Member to:

- (a) speak at the meeting;
- (b) demand, or join in demanding, a poll; and
- (c) vote on a poll (as the proxy chooses except where the appointment directs the way the proxy is to vote on a particular resolution).

14.4 Form of proxy

- (a) An appointment of a proxy is valid if it is in a form specified by the Committee from time to time and is:
 - (i) signed by the Voting Member making the appointment; and
 - (ii) contains the following information:
 - (A) the Voting Member's name and address;
 - (B) the Association's name;
 - (C) the proxy's name or the name of the office held by the proxy; and
 - (D) the meetings at which the appointment may be used.
- (b) The proxy form must provide for the Voting Member to vote for or against each resolution and may provide for abstention to be indicated;
- (c) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution. Where it does so, the proxy is not entitled to vote on the resolution except as specified in the instrument. A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.

- (d) An instrument appointing a proxy will not be valid after 12 months from the date of its execution, unless it is expressly stated to be a standing appointment or to extend for a longer period.
- (e) A proxy's appointment is valid at an adjourned General Meeting if the General Meeting for which the proxy was appointed is adjourned.
- (f) A proxy or attorney may be appointed for all General Meetings or for any number of General Meetings or for a particular purpose.
- (g) Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority to vote on:
 - (i) any amendment moved to the proposed resolutions;
 - (ii) any motion that the proposed resolution not be put or any similar motion;
 - (iii) any procedural motion, including any motion to elect the Chair, to vacate the chair or to adjourn the General Meeting, even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (iv) to vote on any motion before the General Meeting whether or not the motion is referred to in the appointment.
- (h) If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the Chair may either cast as proxy or complete the appointment by inserting the name of a Committee Member.

14.5 Where proxy is incomplete

- (a) No instrument appointing a proxy is treated as invalid merely because:
 - (i) it does not contain the address of the appointor or proxy;
 - (ii) it is not dated; or
 - (iii) in relation to any or all resolutions, it does not contain an indication of the manner in which the proxy is to vote.
- (b) Where the instrument does not indicate the name of the proxy, the instrument is treated as given in favour of the Chair of the General Meeting.

14.6 Lodgement of proxy

- (a) An instrument appointing a proxy is not treated as valid unless:
 - (i) the instrument; and
 - (ii) either:
 - (A) the power of attorney or other authority (if any) under which the instrument is signed; or

- (B) a copy of that power or authority is certified in a manner acceptable to the Committee Members,

are lodged not less than 48 hours (or any shorter period as the Committee Members may permit, subject to the Act) before the time for holding the General Meeting or adjourned General Meeting or the taking of a poll on which the appointee is intended to vote.

- (b) The Association is taken to have received an appointment of proxy, power of attorney or other authority (if any) under which the appointment was executed when a legible copy of the document is received at:
 - (i) the registered office of the Association;
 - (ii) a facsimile number of the Association;
 - (iii) a place, facsimile number or electronic address specified for that purpose in the notice of General Meeting.

14.7 Validity of proxy vote

- (a) A vote cast in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:
 - (i) the previous death or mental incapacity of the appointing Member, if the relevant Member is an individual;
 - (ii) the revocation of the relevant instrument or of the authority under which the instrument was executed; or
 - (iii) the revocation of the power of attorney,

unless any written notification of the death, mental capacity or revocation was received by the Association at its registered office before the commencement of the relevant General Meeting at which the instrument or power of attorney is used.

- (b) A proxy is not revoked by the appointing Voting Member being present and taking part in the General Meeting, unless the Voting Member (or its authorised representative) actually votes on the resolution for which the proxy is proposed to be used.

15. VOTES OF MEMBERS

15.1 At General Meeting

- (a) At a General Meeting, on a show of hands, on a poll and by direct voting, each Voting Member shall have one vote. A Voting Member's vote will be exercised by its appointed, authorised representative, by attorney or by proxy (as applicable).
- (b) No Members other than Voting Members are entitled to vote at General Meetings.

- (c) Where an equal number of votes are cast in favour of and against a resolution, the resolution is not carried. For the avoidance of doubt, the Chair does not have a casting vote where voting is equal.

15.2 Written resolutions

- (a) A resolution may be passed without a General Meeting being held if all the Voting Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Identical copies of the document may be distributed for signing by different Voting Members and taken together will constitute the same document.
- (c) The resolution is passed when the last Voting Member signs the document, and satisfies any requirement in this Constitution or the Act that the resolution be passed at a General Meeting.

16. COMMITTEE

16.1 Composition of Committee

- (a) Subject to clause 16.1(a), there must be:
 - (i) at least 3 Committee Members; and
 - (ii) not more than 10 Committee Members.
- (b) Subject to the Act, at least 3 Committee Members must be ordinarily resident in Australia.
- (c) The Association may by resolution appoint or, in accordance with the Act and this Constitution, remove a Committee Member.
- (d) The Committee or the Executive Officer may determine additional requirements for Committee Members from time to time.
- (e) The first Committee Members are the Initial Committee Members.

16.2 Nomination for Committee

Nominations for Committee Members must be made to the Executive Officer in writing, accompanied by the written consent of the candidate, 14 days prior to the Annual General Meeting at which the election is to be held, or such shorter period as agreed by the Committee.

16.3 Elections

- (a) If the number of nominations received for positions on the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, the positions will be deemed casual vacancies under clause 16.5

- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Committee.
- (d) The voting shall be conducted in such manner and by such method as may be determined by the Committee from time to time.

16.4 Term of Committee Members

- (a) Each Committee Member shall hold office until the next AGM following the declaration of their election or appointment, but is eligible for re-election or re-appointment.
- (b) There is no maximum number of consecutive terms for which a Committee Member may hold office.

16.5 Casual Vacancies

- (a) If a casual vacancy occurs in the membership of the Committee, the Committee may appoint an individual to fill the vacancy from among appropriately qualified persons.
- (b) Any Member appointed to fill a casual vacancy may only hold office subject to this Constitution until the AGM following the date of the appointment.

16.6 Vacation of office

The office of a Committee Member becomes vacant:

- (a) in the circumstances prescribed by the Act;
- (b) if the Committee Member is prohibited by law from holding office or continuing as a Committee Member;
- (c) if the Committee Member becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (d) if the Committee Member becomes physically incapable of performing the Committee Member's duties and the Committee resolves that their office be vacated for that reason;
- (e) if the Committee Member is the subject of an Insolvency Event;
- (f) if the Committee Member dies;
- (g) if the Committee Member is removed from office under clause 16.1(c) by resolution of the Members;
- (h) if the Committee Member is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (i) if the Committee Member fails to attend meetings of the Committee (and is not represented by an Alternate Committee Member) for at least three consecutive meetings or at least four meetings over a period of 12 months without leave of

absence unless the Committee subsequently decide to grant a leave of absence; or

- (j) if the Committee Member resigns by written notice to the Association.

16.7 Removal of Committee Members

The Association may by resolution in General Meeting:

- (a) remove any Committee Member from the office before the expiration of the Committee Member's term of office; and
- (b) appoint another person to act as Committee Member until the expiration of the term of office of the Committee Member removed under this clause 16.7.

16.8 Powers and duties of Committee Members

- (a) The Committee is responsible for managing the Association's affairs and carrying out the Purposes of the Association. The Committee may exercise to the exclusion of the Association in General Meeting any of the Association's powers which are not required, by the Act or by this Constitution, to be exercised by the Association in General Meeting.
- (b) The Committee may pay out of the Association's funds all expenses of the promotion, formation and registration of the Association and the vesting in it of the assets acquired by it.
- (c) The Committee may, by resolution or by power of attorney or instrument in writing, delegate any of their powers to the Executive Officer or any employee of the Association, subcommittee or any other person as it thinks fit, other than any function which is a duty imposed on the Committee Members by law.
- (d) Any delegation by the Committee of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (e) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (f) Any power exercised by a delegate in accordance with the terms of the delegation is as effective as if it had been exercised by the Committee.
- (g) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

- (h) A Committee Member is not disqualified merely because of being a Committee Member from contracting with the Association in any respect.
- (i) A Committee Member or a body or entity in which a Committee Member has a direct or indirect interest may:
 - (i) enter into any agreement or arrangement with the Association;
 - (ii) hold any office or place of profit; and
 - (iii) act in a professional capacity,

and the Committee Member or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Association or from holding an office or place of profit in or acting in a professional capacity with the Association.
- (j) A contract or arrangement made by the Association with a Committee Member or in which a Committee Member is in any way directly or indirectly interested may not be avoided merely because the Committee Member is a party to or interested in it.

17. PROCEEDINGS AT COMMITTEE MEETINGS

17.1 Committee meetings

- (a) Subject to clause 17.1(b), the Committee Members may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Committee must meet at least four times in each calendar year at the time and place the Committee determines.
- (c) Additional Committee meetings may be convened by any Committee Member.

17.2 Questions decided by majority

- (a) A question arising at a Committee meeting is to be decided by a majority of votes of the Committee Members present and entitled to vote. Each Committee Member present has one vote on a matter arising for decision by Committee.
- (b) Each member present at a Committee meeting is entitled to one vote.
- (c) The Committee may act despite any vacancy on the Committee, subject to clause 17.4.
- (d) Any act done or suffered, or purporting to have been done or suffered, by the Committee or any person to whom power is delegated by the Committee under this Constitution, is valid and effectual despite any defect that may afterwards be discovered in any defect in the appointment or qualification of any Committee Member.

17.3 Chair's casting vote

The Chair of the meeting will not have a casting vote.

17.4 Quorum

- (a) More than 50% of the Committee Members in office at that time present constitutes a quorum.
- (b) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the Committee meeting, a quorum is not present, the meeting is to be adjourned to the same place and at the same time the following week.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the Committee meeting, the Committee meeting is to be dissolved.
- (d) If the office a Committee Member becomes vacant, the remaining Committee Members may act but, if the total number of remaining Committee Members is not sufficient to constitute quorum at the Committee meeting, the Committee may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute quorum or for the purpose of convening a General Meeting.
- (e) Where a quorum cannot be established for the consideration of a particular matter at a Committee meeting, the Chair may call a General Meeting to deal with the matter.

17.5 Convening meetings

- (a) A Committee Member may, and the Executive Officer on the request of a Committee Member must, convene a Committee meeting.
- (b) Notice of a meeting of Committee must be given individually to each Committee Member (except a Committee Member on leave of absence approved by the Committee) 48 hours before the proposed Committee meeting (or such other period agreed by the Committee).
- (c) Notice of a meeting of Committee may be given in person, or by post or by telephone, facsimile or other electronic means, and must specify the business to be transacted at the meeting.
- (d) A Committee Member may waive notice of a meeting of Committee by giving notice to that effect to the Association in person or by post or by telephone, facsimile or other electronic means.
- (e) A person who attends a meeting of Committee waives any objection that person may have in relation to a failure to give notice of the meeting.
- (f) The non-receipt of a notice of a meeting of the Committee or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Committee.

17.6 Election of Chair

- (a) The Committee must at the first Committee meeting after the AGM annually elect by majority vote one of their number to the office of Chair.
- (b) The Committee Member elected to the office of Chair under clause 17.6(a) will remain Chair for one year from the date of their election until the first Committee meeting after the next AGM and shall chair any Committee meeting and General Meeting.
- (c) A Committee Member elected as Chair may be re-elected as Chair in following years, so long as he or she remains a Committee Member.
- (d) Despite clause 17.6(b), if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,the Committee Members present may elect one of their number to be Chair of the meeting.

17.7 Circulating resolutions

- (a) The Committee may pass a resolution without a Committee meeting being held if all Committee Members who are entitled to vote on the resolution sign a document containing a statement that it is in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Committee Members if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last Committee Member required to achieve the required majority signs.
- (d) For the purposes of this clause 17.7, an electronic transmission produced under the name of a Committee Member with the Committee Member's authority is taken to be a document signed by the Committee Member and is taken to be signed when received by the Association in legible form.

17.8 Use of technology at Committee meetings

- (a) A Committee meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Committee Members a reasonable opportunity to participate.
- (b) A Committee Member who participates in a Committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

17.9 Validity of acts of Committee

Everything done at a Committee meeting, or by a person acting as a Committee Member, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

17.10 Committee member's interests

- (a) A director shall declare his or her interest in any contractual matter in which a conflict of interest arises or may arise with the Association, and shall, unless otherwise determined by the Committee, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Committee Member votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee, or if this is not possible, the matter shall be adjourned or deferred.
- (b) The nature of the interest of such Committee Member must be declared by the Committee Member at the meeting of the Committee at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Committee after the acquisition of the interest. If a Committee Member becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes so interested.
- (c) A general notice that a Committee Member is a member of any specified firm or company and is to be regarded as interest in all transactions with that firm or company is sufficient declaration under clause 17.10(b) as regards such Committee Member and the said transactions. After such general notice it is not necessary for such Committee Member to give a special notice relating to any particular transaction with that firm or company.
- (d) It is the duty of the Executive Officer to record in the minutes any declaration made or any general notice given by a Committee Member in accordance with clauses 17.10(b) or 17.10(c).

17.11 Remuneration and payments to Committee Members

No payment will be made to any Committee Member other than a payment permitted under clause 5.2.

17.12 Minutes

- (a) The Committee must cause minutes of meetings to be made and kept according to the Act and any other applicable law, including of:
 - (i) the names of the Committee Members present at all Committee meetings;
 - (ii) all proceedings and resolutions of Committee meetings, and resolutions passed without a meeting;

- (iii) all appointments of Committee Members;
- (iv) all orders made by the Committee; and
- (v) all disclosures of interests,

and retain the minutes in a minute book for a period of at least 10 years or such other period as may be required by law.

- (b) The Association must ensure that minutes are signed within a reasonable time after the date of the meeting or of the resolution being passed by the Chair, or, in the case of a resolution without a meeting, a Committee Member.
- (c) The minutes of Committee meetings shall not be available for inspection or copying by the Members.
- (d) The Association must keep all registers required by this Constitution and any applicable law.

18. ALTERNATE COMMITTEE MEMBERS AND ATTENDANCE BY PROXY

- (a) A Committee Member (**Appointing Committee Member**) may:
 - (i) with the approval of a majority of the other Committee Members, appoint a person (who must be a Member); or
 - (ii) without the need for the approval of the other Committee Members, appoint another Committee Members,

to be an Alternate Committee Member in the Appointing Committee Member's place during any period (not exceeding 60 days) that the Appointing Committee Member thinks fit.

- (b) The appointment of an Alternate Committee Member:
 - (i) may be terminated or suspended at any time by the Appointing Committee Member; and
 - (ii) terminates automatically:
 - (A) if the Appointing Committee Member vacates office as a Committee Member (including if the Appointing Committee Member is removed by resolution at General Meeting); and
 - (B) on the expiration of 60 days from the date the Alternate Committee Member was appointed.
- (c) An appointment, or the termination or suspension of an appointment, of an Alternate Committee Member is effected by delivery of a written notice signed by the Appointing Committee Member to the other Committee Member. Delivery may be by post, fax or electronic message.
- (d) An Alternate Committee Member:
 - (i) is entitled to notice of meetings of the Committee and, if the Appointing Committee Member is not present at such a meeting, is entitled to

attend, participate and vote in the Appointing Committee Member's stead; and

- (ii) subject to any limitation in the appointment of the Alternate Committee Member, may exercise all the powers and perform all the duties of the Appointing Committee Member, except the power to appoint an Alternate Committee Member.
- (e) The exercise of any power by the Alternate Committee Member is as an officer of the Association and not as an agent of the Appointing Committee Member and the Alternate Committee Member is responsible to the Association for their own acts and omissions.
- (f) Where the Alternate Committee Member is another Committee Member, that Committee Member is entitled to cast a deliberative vote on the Committee Member's own account and on account of each Appointing Committee Member by whom the Committee Member has been appointed as an Alternate Committee Member.
- (g) Except for reimbursement of expenses in accordance with this Constitution, an Alternate Committee Member is not entitled to receive remuneration for acting as Alternate Committee Member.
- (h) An Alternate Committee Member is not taken into account in determining the number of Committee Members or rotation of Committee Members.
- (i) A Committee Member may attend and vote by proxy at any meeting of the Committee provided that such proxy is a Committee Member and has been appointed in writing signed by the Appointing Committee Member. Such appointment may be general or for any particular meeting or meetings.

19. EXECUTIVE OFFICER

19.1 Appointment of Executive Officer

The Committee may appoint an Executive Officer.

19.2 Powers, duties and authorities of Executive Officer

- (a) If appointed the Executive Officer holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities, determined by the Committee.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer are subject at all times to the control of the Committee.

19.3 Suspension and removal of Executive Officer

Subject to the terms and conditions of the appointment, the Committee may suspend or remove the Executive Officer from that office.

19.4 Delegation by Committee to Executive Officer

The Committee may delegate to the Executive Officer the power (subject to such reservations on the power as are decided by the Committee) to conduct the day-to-day management and control of the business and affairs of the Association. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Committee and to implement them to the extent approved by the Committee;
- (b) manage the financial and other reporting mechanisms of the Association;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Association; and
- (e) any other powers and responsibilities that the Committee consider appropriate to delegate to the Executive Officer.

19.5 Executive Officer to attend meetings

If appointed the Executive Officer is entitled, subject to a determination otherwise by the Committee, to attend all meetings of the Association, all meeting of the Committee and any committees and may speak on any matter, but does not have a vote.

20. TELECOMMUNICATION MEETINGS OF THE ASSOCIATION

20.1 Telecommunication meeting

- (a) A General Meeting or a Committee meeting may be held by means of a telecommunication meeting, provided that:
 - (i) the number of Members or Committee Members (as applicable) participating is not less than a quorum required for a General Meeting or Committee meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with this clause 20.

21. PUBLIC OFFICER

- (a) There must be a Public Officer who is to be appointed by the Committee under the Act.
- (b) In addition to the manner in which the office of public officer becomes vacant under the Act the Committee may suspend or remove the Public Officer from that office.

- (c) The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Committee.

Subject to this Constitution the Public Officer is not entitled to remuneration unless the Public Officer is also the Executive Officer.

22. BY-LAWS

22.1 Making and amending By-Laws

- (a) The Committee may from time to time make By-Laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs and may amend, repeal and replace those By-Laws.
- (b) Interpretation of the By-Laws is solely the responsibility of the Committee.

22.2 Effect of By-Laws

A By-Law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

23. INSURANCE

23.1 Indemnity of officers

To the full extent permitted by law and subject to the restrictions of any applicable law, every person who is or has been:

- (a) a Committee Member;
- (b) Executive Officer; or
- (c) Public Officer,

is entitled to be indemnified out of the property of the Association against:

- (d) all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the person in that capacity (except a liability for legal costs); and
- (e) all reasonable legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
 - (i) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (ii) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

23.2 Insurance

To the extent permitted by law and without limiting the powers of the Association, the Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Committee Member, Public Officer or Executive Officer against liability incurred by the person in that capacity, including a liability for legal costs on terms approved by the Committee, unless:

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by statute.

24. KEEPING AND INSPECTION OF RECORDS

24.1 Records

- (a) The Committee shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Committee and shall produce these as appropriate at each Committee meeting or General Meeting.
- (b) The Committee will cause the Association records to be kept for a period of 7 years from their creation.

24.2 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of General Meetings; and
 - (ii) subject to clause 24.2(b), the financial records, books, securities and any other relevant document of the Association.
- (b) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (c) The Committee must on request make copies of this Constitution available to Members and applicants for membership free of charge.
- (d) Subject to clause 24.2(b), a Member may make a copy of any of the other records of the Association referred to in this clause and the Association may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this clause:

relevant documents mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (i) its financial statements;

- (ii) its financial records; and
- (iii) records and documents relating to transactions, dealings, business or property of the Association.

25. ACCOUNTS

25.1 Records kept in accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Executive Officer.

25.2 Committee to submit accounts

The Committee shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act and will distribute copies of financial statements as required by the Act.

25.3 Transactions

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee determine from time to time.

26. AUDITOR

- (a) A properly qualified auditor or auditors may be appointed by the Committee and the remuneration of such auditor or auditors fixed and duties regulated as determined by the Committee, subject to any applicable law
- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

27. SERVICE OF DOCUMENTS

27.1 Document includes notice

In this clause 24.2, document includes a notice.

27.2 Methods of service on a Member

The Association may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to an email or other electronic address nominated by the Member.

27.3 Methods of service on the Association

A Member may give a document to the Association:

- (a) by delivering it to the Association's registered office;
- (b) by sending it by post to the Association's registered office; or
- (c) by sending it to an email or other electronic address nominated by the Association.

27.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

27.5 Electronic transmission

If a document is sent by email or any other form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the email or other electronic transmission; and
- (b) have been delivered on the business day following its transmission,

but if the delivery or receipt is on a day which is not a Business Day or is after 4.00pm (addressee's time), it is deemed to have been received at 9.00am (addressee's time) on the next Business Day.

27.6 No notice of no valid address

If:

- (a) any Member has not provided to the Committee an address for registration in the members register; or
- (b) the Association believes that a Member is not known at the address registered in the members register,

unless and until the Member provides a valid address to the Committee, all notices to be sent to that Member are taken to be given to the Member if the notice is displayed at the Association's registered office for 48 hours, and are taken to be served at the commencement of that period.

27.7 Evidence of notice

A certificate in writing signed by a Committee Member that a document or its envelope was addressed and stamped and was posted is conclusive evidence of posting.

28. WINDING UP

28.1 Contributions of Members on winding up

- (a) Subject to the Act and Regulations, each Voting Member must contribute to the Association's property if the Association is wound up while it is a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Association's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed the amount of that Member's outstanding membership fees (if any).
- (c) No other Member must contribute to the Association's property if the Association is wound up.

28.2 Excess property on winding up

- (a) Subject to the Act and Regulations, if on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having purposes similar to those of the Association; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

29. SOURCE AND MANAGEMENT OF FUNDS

- (a) The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Committee determines.
- (b) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used solely in pursuance of the Purposes in the manner the Committee determines.

30. ALTERATION OF CONSTITUTION

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

Schedule 1

1. Initial Committee Members

- (a) Danny Rogers
- (b) Adelle Robinson
- (c) Jessica Ducrou
- (d) Rod Little
- (e) Matthew Lazarus-Hall

2. Initial Members

- (a) Secret Sounds Group Pty Ltd
- (b) SSG-LN Group Festivals Pty Ltd
- (c) Splendour in the Grass Pty Ltd
- (d) Fuzzy Operations Pty Ltd
- (e) Field Day New Years Day Pty Ltd
- (f) Fuzzy JV Pty Ltd
- (g) Cattleyard Promotions Pty Ltd
- (h) CMC Rocks Pty Ltd
- (i) The Laneway Festival Pty Ltd

Schedule 2

	Membership Class	Eligibility	Rights	Fees (ex GST)
1.	Festival 1 Member	<p>Membership open to festivals which:</p> <ul style="list-style-type: none"> (a) have operated for three years or more; (b) are ticketed; and (c) have capacity of more than 2,000 but less than 5,000 patrons 	<ul style="list-style-type: none"> (a) May vote at General Meetings (b) Access to any data, information and documentation relevant to the Purposes obtained by the Association, as determined by the Committee (c) Association will provide: <ul style="list-style-type: none"> (i) administration services (ii) strategy services based on legal advice or otherwise (d) May display the Association's logo on the Member's website or promotional material to indicate membership of the Association 	\$1,250 annually
2.	Festival 2 Member	<p>Membership open to festivals which:</p> <ul style="list-style-type: none"> (a) have operated for three years or more; (b) are ticketed; and (c) have capacity of more than 5,000 but less than 10,000 	<ul style="list-style-type: none"> (a) May vote at General Meetings (b) Access to any data, information and documentation relevant to the Purposes obtained by the Association, as determined by the Committee (c) Association will provide: <ul style="list-style-type: none"> (i) administration services (ii) strategy services based on 	\$2,500 annually

		patrons	legal advice or otherwise (d) May display the Association's logo on the Member's website or promotional material to indicate membership of the Association	
3.	Festival 3 Member	Membership open to festivals which: (a) have operated for three years or more; (b) are ticketed; and (c) have capacity of between 10,000 and 20,000 patrons	(a) May vote at General Meetings (b) Access to any data, information and documentation relevant to the Purposes obtained by the Association, as determined by the Committee (c) Association will provide: (i) administration services (ii) strategy services based on legal advice or otherwise (d) May display the Association's logo on the Member's website or promotional material to indicate membership of the Association	\$5,000 annually
4.	Festival 4 Member	Membership open to festivals which: (a) have operated for three years or more; (b) are ticketed; (c) have capacity of more than 20,000 patrons	(a) May vote at General Meetings (b) Access to any data, information and documentation relevant to the Purposes obtained by the Association, as determined by the Committee (c) Association will provide: (i) administration services (ii) strategy services based on	\$10,000 annually

			<p>legal advice or otherwise</p> <p>(d) May display the Association's logo on the Member's website or promotional material to indicate membership of the Association</p>	
5.	Industry Member	Membership open to site managers, bar operators, production managers, venues and venue groups	<p>(a) May vote at General Meetings</p> <p>(b) Association will provide:</p> <p>(i) administration services</p> <p>(ii) strategy services based on legal advice or otherwise</p> <p>(c) May display the Association's logo on the Member's website or promotional material to indicate membership of the Association</p>	\$500 annually
6.	Not-For-Profit Member	Membership open to not-for-profit groups	<p>(a) May vote at General Meetings</p> <p>(b) Association will provide:</p> <p>(i) administration services</p> <p>(ii) strategy services based on legal advice or otherwise</p> <p>(c) May display the Association's logo on the Member's website or promotional material to indicate membership of the Association</p>	\$250 annually
7.	Other Member	Membership open to any other individual or organisation as determined by the Committee	<p>(a) Association will provide:</p> <p>(i) administration services</p> <p>(ii) other rights as agreed by the Committee from time to time</p>	As determined by the Committee from time to time on a case by case basis

			on a case by case basis (b) May display the Association's logo on the Member's website or promotional material to indicate membership of the Association	
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