Company limited by guarantee

CONSTITUTION OF
QUEER SCREEN LIMITED
ACN 059 963 110

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Table of contents

~~1. Interpretation~~ ..... 1.
Interpretation 3
2. Continuation of existence and name 4
3. Objects 4
4. Limitation of liability 7
5. Membership 7
6. Register of Members 10
7. Cessation of membership 10
8. Disciplining of Members 10
9. General Meetings 12
10. Proceedings at General Meetings 12
11. Gift Fund 15
12. Directors and officebearers 16
13. Powers and duties of Directors 19
14. Proceedings of Directors 19
15. Accounts and Review of Financial Statements 21
16. Indemnities and insurance 21
17. Notices 22

~~2. Continuation of existence and name 5~~
~~3. Objects ..... 5~~
~~4. Limitation of liability ..... 7~~
~~5. Membership ..... 7~~
~~6. Register of Members ..... 9~~
~~7. Cessation of membership ..... 9~~
~~8. Disciplining of Members ..... 10~~
~~9. General Meetings ..... 11~~
~~10. Proceedings at General Meetings ..... 12~~
~~11. Gift Fund ..... 14~~
~~12. Directors and officebearers ..... 17~~
~~13. Powers and duties of Directors ..... 19~~
~~14. Proceedings of Directors ..... 20~~
~~15. Seal ..... 22~~
~~16. Accounts and Review of Financial Statements ..... 22~~
~~17. Indemnities and insurance ..... 23~~
~~18. Notices ..... 23~~

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CONSTITUTION OF
QUEER SCREEN LIMITED
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1. Interpretation

1.1 **[Definitions]** In this constitution:

"**Annual General Meeting**" means an annual General Meeting of the Members to elect directors and receive the financial statements of the company.

"Australian Charities & Not-for-profit Commission" is the government body as created and legislated for in the *Australian Charities and Not-for-profit Commission Act* (Cth) 2012.

"Co-chair" means any Director for the time being appointed as a Co-Chair under the article ~~12.9~~12.9.

"**Commissioner**" means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.

"**Committee**" means a committee of Members appointed by the Directors.

"**Company**" means Queer Screen Limited (ACN 059 963 110).

"Contribution" has the same meaning given in Division 30 of the ITAA 97.

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

"**Directors**" means directors of the Company.

"**Extraordinary General Meeting**" means a General Meeting other than an Annual General Meeting.

"**Fund Raising Event"** has the meaning given in Division 30 of the ITAA 97.

"**General Meeting**" means a general meeting of the Members.

"**ITAA 97**" means the *Income Tax Assessment Act* 1997.

"**Member**" means a member of the Company.

~~"**Seal**" means the common seal of the Company.~~

"**Secretary**" means the Member for the time being appointed as Secretary under article ~~12.10~~12.10.

"**State**" means the State of New South Wales.

1.2 **[Rules of interpretation]** In this constitution unless the contrary intention appears:

(a) the singular includes the plural and vice versa;

(b) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;

(c) a reference to writing includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form;

(d) a reference to an article is a reference to one of the articles of this constitution;

(e) a reference to the Corporations Act or to a provision of the Corporations Act means the Corporations Act 2001 (Commonwealth) or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by the State or the Commonwealth of Australia, and includes regulations and other instruments under it.

(f) ~~A~~a reference to the Australian Charities & Not-for-profit Act or to a provision of the Australian Charities & Not-for-profit Act means the Australian Charities & Not-for-profit Act 2012 (Commonwealth) or that provision as amended from time to time, or any statute, code or provision enacted in its place, whether by the State or the Commonwealth of Australia, and includes regulations and other instruments under it.

1.3 **[Replaceable rules]** The provisions of the Corporations Act which apply as replaceable rules are displaced by this constitution and accordingly do not apply to the Company.

1.4 **[Headings]** Headings (including, but not limited to, headings in square brackets at the beginning of sub-clauses) are inserted for convenience and do not affect the interpretation of this constitution.

1.5 **[Exercise of powers]** Powers conferred on the Company, the Directors, a Committee, a Director or a Member may be exercised at any time and from time to time.

2. Continuation of existence and name

The Company continues in existence as a company limited by guarantee with the name Queer Screen Limited.

3. Objects

3.1 **[Objects]** The objects of the Company are:

(a) to actively promote a queer film culture (where queer is inclusive of lesbian, gay, bisexual, transsexual, transgender, intersex and queer identities and communities) by:

(i) encouraging the participation of queers in film culture and its creation and production; and

(ii) encouraging the screening and discussion of the film works of queers; and assisting queer film makers in acquiring the skills to develop, produce and promote their own productions; and

(iii) acting as a lobby group to remind government, commercial and community organisations of the importance and cultural validity of a queer film culture; and

(iv) fostering audience development; and

(b) to organise an annual Sydney queer film festival that would be a showcase of queer film, both local and international; and

(c) to develop a distribution wing that would commercially promote, distribute and exhibit queer films by both local and international film makers, with special emphasis on the promotion, distribution and exhibition of local queer films on the international circuit; and

(d) to develop a fund to be used to assist local queer film makers in the development, and completion of works professionally on formats that would achieve maximum exposure and that would provide funding for prizes to individuals for outstanding work; and

(e) to actively foster the principles of equal opportunity in all company activities particularly through the encouragement of gender diversity in elected positions; and

(f) to print and publish any newspapers, periodicals, catalogues, books, leaflets or other publications that the Company may believe desirable for the promotion of its objects; and

(g) to subscribe to, become a member of and cooperate with any other association, company, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company, but the Company may not subscribe to or support with its funds any association, company, club or organisation which does not

prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under this article ~~3~~3 and

(h) from funds other than those funds held in the Gift Fund, to make donations for charitable purposes within the gay and lesbian communities; and

(i) to carry out all or any of the objects of the Company in any part of the world and either as principal, agent, contractor, trustee or otherwise, and by or through trustees or otherwise and either alone or in conjunction with others; and

(j) to do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

3.2 **[Application of income for objects only]** The profits (if any) or other income and the property of the Company, however derived, must be applied solely towards the promotion of the objects of the Company as set out in this article ~~3~~3. No part of those profits or that income or property of the Company may be paid or transferred to the Members, either directly or indirectly by way of dividend, bonus or otherwise.

3.3 **[Payments by Company in good faith]** Nothing in this article ~~3~~3 prevents the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any Member in return for any services actually rendered to the Company, or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises leased by any Member to the Company, but no Director may be appointed to any salaried office of the Company or any office of the Company paid by fees, and no remuneration or other benefit in money or money's worth may be given by the Company to any Director except repayment of out-of-pocket expenses and interest at the rate specified in this article ~~3.3~~3.3 on money lent or reasonable and proper rent for premises leased to the Company.

3.4 **[Application of property on winding up]**

(a) Before the ~~company~~Company is wound up, it must first wind up the Gift Fund and distribute any property or funds remaining after satisfaction of all its debt and liabilities, in accordance with article ~~11.5~~11.5.

(b) Subject to article ~~3.4(a)~~3.4(a), if upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property or monies whatsoever (**Surplus Assets**), such Surplus Assets must not be given to or distributed among the

Members, but must be given or transferred to other funds, authorities or institutions:

(i) which are charitable at law; and

(ii) whose constitutions prohibit the distribution of their income and property among their members to any extent at least as great as is imposed on the Company under or by virtue of this article ~~3~~3; and

(iii) gifts to which are deductible under Subdivision 30-B, section 30-100, of ITAA 97.

(c) The institutions to which any residual property of the Company will be distributed must be determined by the Members by ordinary resolution at or before the time of dissolution and if the Members cannot decide, by the Supreme Court of the State.

(d) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a gift or transfer under article ~~3.4(a)~~3.4(a) to that fund, authority or institution must be made in accordance with or subject to those conditions.

3.5 **[Volunteers]**

(a) The Company acknowledges and values the essential contribution of the Company's volunteers:

(i) in helping the Company achieve its objects; and

(ii) to the strength and vitality of the communities the Company serves,

(b) The Company is committed to fostering a safe, inclusive, respectful and supportive environment in which the Company's volunteers are valued, supported and able to contribute meaningfully to the work of the Company.

4. Limitation of liability

4.1 **[Limitation]** The liability of the Members is limited.

4.2 **[Contribution on winding up]** ~~I~~Every Member undertakes to contribute to the property of the Company, in the event of the Company being wound up while the person is a Member, or within one year after the person ceases to be a Member, for payment of the debts and liabilities of the Company contracted before the person ceased to be a Member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount not to exceed the then current membership fee for that category of Member.

5. Membership

5.1 **[Members]** Subject to this constitution, the Members are the Members at the time of the adoption of this constitution and those other persons admitted to membership in accordance with this constitution.

5.2 **[Applications for membership]** Applications for membership must:

(a) be in writing and signed by the applicant or made by such other means as the Directors approve from time to time; and

(b) include a declaration in a form approved by the Directors from time to time that the applicant supports the objects of the Company; and

(c) be accompanied by payment of the membership fee for the proposed membership year commencing the month the application has been accepted by the Company and expires on the day prior to the 12 month anniversary of the commencement date.

5.3 **[Consideration of application by Directors]** As soon as practicable after the receipt of an application for membership, and in any event within two months of receipt, the Directors must consider the application and either admit the applicant as a Member or reject the application. Applications for membership made less than seven days before the date of a General Meeting may not be considered, accepted or rejected by the Directors until after the General Meeting has been held.

5.4 **[Rejection of application by Directors]** Where the Directors resolve to reject an application for membership the Secretary must, as soon as practicable, give to the applicant a notice:

(a) setting out the resolution of the Directors and the reasons on which it is based; and

(b) stating the date, place and time of a meeting of Directors to be held not earlier than 14 days and not later than 28 days after the giving of the notice; and

(c) informing the applicant that the applicant may do either or both of the following:

(i) attend and speak at that meeting;

(ii) submit to the Directors at or prior to the date of that meeting written representations relating to the resolution.

5.5 **[Consideration of applicant's representations]** At the meeting of Directors referred to in article ~~5.4~~5.4 the Directors must:

(a) give the applicant an opportunity to make oral representations; and

(b) give due consideration to any written representations submitted to the

Directors by the applicant at or prior to the meeting; and

(c) determine whether to admit the applicant as a Member or confirm the original resolution to reject the applicant's application.

5.6 **[Confirmation of rejection by Directors]** Where at the meeting referred to in article ~~5.4~~5.4 the Directors confirm the original resolution to reject the application, the Secretary must, as soon as practicable, give the applicant a notice informing the applicant of that fact and of the applicant's right to appeal to a General Meeting.

5.7 **[Applicant's right to appeal to General Meeting]** An applicant may appeal to a General Meeting against the Directors' rejection of the applicant's application for membership by lodging a notice of appeal with the Secretary within seven days after being given notice of the Directors' confirmation under article ~~5.5~~5.6 of the rejection of the application.

5.8 **[Convening of General Meeting to consider appeal]** Upon receipt of such a notice of appeal the Secretary must notify the Directors of this and the Directors must convene a General Meeting to be held within 30 days after the date on which the Secretary received the notice of appeal.

5.9 **[Consideration of appeal at General Meeting]** At a General Meeting convened under article ~~5.8~~5.8:

(a) no business other than the question of the appeal may be transacted; and

(b) the Directors and the applicant must be given the opportunity to state their respective cases orally or in writing or both; and

(c) a secret ballot of the Members present must be conducted on the question of whether the applicant's application for membership should be accepted or rejected.

If two thirds or more of the Members present and voting in the secret ballot vote in favour of rejecting the application, the application is rejected, but otherwise the applicant must be admitted as a Member.

5.10 **[Refund of rejected applicant's membership fee]** Following a rejection of an application for membership the Company must refund to the applicant any membership fees which accompanied the application.

5.11 **[Admission as Member]** When an applicant is admitted as a Member the Secretary must promptly notify the applicant of this.

5.12 **[Membership fees]** Members must pay the Company the annual membership fee for each year as set by the Directors. Notice that Membership fees are due and the current membership fee will be given to all current

Members not less than one month prior to the expiry of their existing Membership. To remain a Member, a member must pay membership fees no later than 30 days after the expiry of the previous membership period. The Directors will set the Membership fees each financial year. The Directors may set different Membership fees for different categories of Members.

6. Register of Members

The Secretary must establish and maintain a register of Members specifying the name and address of each person who is a Member together with the date on which the person became a Member. This register must ~~to~~ be kept at the registered office of the Company.

7. Cessation of membership

A person ceases to be a Member if the person:

(a) resigns the person's membership by giving notice to the Secretary; or

(b) fails for a period exceeding 30 days after the expiry of the Member's previous membership period to pay any renewal of membership fee due and payable under this constitution; or

(c) is expelled from membership of the Company in accordance with this constitution; or

(d) dies.

8. Disciplining of Members

8.1 **[Directors may resolve to discipline]** Where the Directors are of the opinion that a Member:

(a) has refused or neglected to comply with the requirements of this constitution; or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the Company,

the Directors may, by resolution:

(c) expel the Member from membership of the Company; or

(d) suspend the Member from membership of the Company for a specified period.

8.2 **[Procedure following resolution to discipline]** Where the Directors pass such a resolution the Secretary must, as soon as practicable, give the Member a notice:

(a) setting out the resolution of the Directors and the grounds on which it is based; and

(b) stating the date, place and time of a meeting of Directors to be held not earlier than 14 days and not later than 28 days after the giving of the notice; and

(c) informing the Member that the Member may do either or both of the following:

(i) attend and speak at the meeting;

(ii) submit to the Directors at or prior to the date of that meeting written representations relating to the resolution.

8.3 **[Consideration of Member's representations]** At the meeting of Directors referred to in article ~~8.2~~8.2, the Directors must:

(a) give the Member an opportunity to make oral representations; and

(b) give due consideration to any written representations submitted to the Directors by the Member at or prior to the meeting; and

(c) determine whether to confirm or revoke the original resolution.

8.4 **[Confirmation of resolution to discipline]** ~~-~~Where at the meeting referred to in article ~~8.2~~8.2 the Directors confirm the original resolution to suspend or expel a Member, the Secretary must, as soon as practicable, give the Member a notice informing the Member of the fact and of the Member's right to appeal to a General Meeting. A resolution confirmed by the Directors in this manner does not take effect:

(a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or

(b) where within that period the Member exercises the right of appeal, unless and until a General Meeting confirms the resolution in accordance with article ~~8.7.~~8.7.

8.5 **[Member's right to appeal to General Meeting]** A Member may appeal to a General Meeting against a resolution of the Directors which is confirmed under article ~~8.3~~8.4 by lodging a notice of appeal with the Secretary within seven days after being given notice of the Director's confirmation of the resolution.

8.6 **[Convening of General Meeting to consider appeal]** Upon receipt of such a notice of appeal the Secretary must notify the Directors of this and the Directors must convene a General Meeting to be held within 30 days after the date on which the Secretary received the notice of appeal.

8.7 **[Consideration of appeal at General Meeting]** At a General Meeting of the Company convened under article ~~8.6~~8.6:

(a) no business other than the question of the appeal may be transacted; and

(b) the Directors and the appealing Member must be given the opportunity to state their respective cases orally or in writing or both; and

(c) a secret ballot of the Members present must be conducted on the question of whether the resolution should be confirmed or revoked.

If two thirds or more of the Members present and voting in secret ballot vote in favour of confirmation, the resolution is confirmed, but otherwise the resolution is revoked.

9. General Meetings

9.1 **[Governance]** The Directors must ensure the Company meets the Governance Standards and the reporting requirements of the Australian Charities & Not-for-profit Commission as defined from time to time.

9.2 **[Annual General Meetings]** The Directors must convene an Annual General Meeting at least biennially ~~-~~(with any such meetings to be held no later than 5 months from the end of the relevant financial year).

9.3 ~~9.2~~**[Extraordinary General Meetings convened by Directors]** The Directors, or any three Directors, may convene an Extraordinary General Meeting whenever they think fit. The reasonable expenses of Directors convening an Extraordinary General Meeting in accordance with this article ~~9.2~~9.3 must be reimbursed by the Company.

9.4 ~~9.3~~**[Extraordinary General Meetings requisitioned by Members]** The Directors must convene an Extraordinary General Meeting when one is requisitioned by Members in accordance with the Corporations Act.

9.5 ~~9.4~~**[Notices of General Meetings]** Notices of General Meetings must be given in accordance with article ~~19~~17. Notices of General Meetings must also be published in an online or print edition appearing at least 14 days prior to the General Meeting of a publication which circulates generally in the gay and lesbian communities of Sydney or the Sydney Morning Herald or both.

9.6 ~~9.5~~**[Business for General Meetings]** Any Member desiring to bring business before a General Meeting may give notice of that business to the Secretary. The Secretary must then include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

10. Proceedings at General Meetings

10.1 **[Quorum]** No business may be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to

business. Subject to article ~~10.3~~10.3, the lesser of:

(a) ten percent of the total number of Members at that time; or

(b) 30 Members,

constitute a quorum for a General Meeting. For the purposes of this article ~~10~~10 "Member" includes a person attending as a proxy or attorney for a Member.

10.2 **[Adjournment if quorum not present]** If a quorum is not present within half an hour from the time appointed for the General Meeting, then:

(a) in the case of a General Meeting requisitioned by Members, the General Meeting must be dissolved; and

(b) in any other case, the General Meeting must be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine.

10.3 **[Quorum at adjourned General Meeting]** If at a General Meeting adjourned in accordance with article ~~10.2~~10.2 a quorum is not present within half an hour from the time appointed for the General Meeting, three Members constitute a quorum.

10.4 **[Chairperson]** Either Co-Chair may preside as chairperson at General Meetings. If there is no Co-Chair present within 15 minutes after the time appointed for the holding of the General Meeting or neither is willing to act, the Members present must elect one of their number to be chairperson of the General Meeting.

10.5 **[Adjournments]** The chairperson 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 from time to time and from place to place, but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given in accordance with article ~~9.4~~9.5. In any other case it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned General Meeting.

10.6 **[Methods of voting]** At any General Meeting a proposed resolution put to the vote of the meeting is decided on a show of hands unless a poll is demanded (before or on declaration of the result of the show of hands) by:

(a) the chairperson; or

(b) at least three Members present in person or by proxy or attorney.

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

10.7 **[Polls]** If a poll is demanded in accordance with article ~~10.6~~10.6 it must be conducted in the manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll constitutes a resolution of the General Meeting at which the poll was demanded. A poll demanded on the election of a chairperson or on a question of adjournment must be conducted immediately.

10.8 **[Equality of votes]** In the case of an equality of votes, whether on a show of hands or on a poll, the question is resolved in the negative.

10.9 **[Attendance in person or by proxy or attorney]** A Member may attend and vote in person or by proxy or attorney. A proxy or attorney need not be a Member, but a Member or other person may only act as the proxy or attorney for only one other Member. On a show of hands every person present who is a Member or a proxy or attorney of a Member has only one vote. On a poll every Member present in person or by proxy or attorney has one vote. For the avoidance of doubt, a Member who is also a proxy or attorney for another Member may not on a poll exercise more than two votes, one for the Member and one for the person for whom the Member is acting as proxy or attorney.

10.10 **[Only financial Members may vote]** A Member must have a current financial membership as at the date of the meeting to be permitted to vote at any General Meeting.

10.11 **[Incapacity of Member]** A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health or incapacity may vote, whether on a show of hands or on a poll, by the Member's manager or other person who properly has the management of the Member's estate. Any such manager or person may vote by proxy or attorney.

10.12 **[Form of instruments appointing proxies and attorneys]** The instrument appointing a proxy or attorney may be in any common or usual form and must be in writing under the hand of the appointor or the appointor's attorney duly authorised in writing. A Member may instruct the Member's proxy or attorney to vote in favour of or against any proposed resolutions, but a vote at or resolution of a General Meeting may not be challenged on the ground that a proxy or attorney is not acting or did not act in accordance with the instructions given by the Member.

10.13 **[Delivery to Company of instruments appointing proxies and attorneys]** The instrument appointing a proxy or attorney (or a copy certified by a notary public) together with any power of attorney under which the instrument was signed (or a copy certified by a notary public) must be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the General Meeting, not less than 48 hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote.

10.14 **[Votes by proxies and attorneys where no notice of revocation or incapacity]** A vote by a proxy or attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation has been received by the registered office of the Company before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used.

11. Gift Fund

11.1 **[Continuation of the former public fund]**

For the avoidance of doubt, the public fund which the company was required to operate under the law which applied to it prior to the date of commencement of Schedule 3 of the *Treasury Laws Amendment (Refining and Improving Our Tax System) Act 2023* (Cth) is continued as the gift fund described in this article ~~11~~11 of the Constitution, and is subject to the rules in this article.

11.2 **[Establishment and operation of Gift Fund]**

The Company will establish and maintain a gift fund for its principal purpose, being the objects set out in article ~~3.1~~3.1 (**Gift Fund**):

(a) to which gifts of money or property for those objects are to be made;

(b) to which Contributions made in relation to a Fund Raising Event for that purpose are to be made;

(c) to which any money received by the Company because of such gifts or Contributions is to be credited; and

(d) that does not receive any other money or property.

11.3 **[Limits on use of Gift Fund]**

The Company must use the following only for its objects as set out in article ~~3.1~~3.1:

(a) gifts made to the Gift Fund; and

(b) any money received because of those gifts.

11.4 **[Receipts for Gifts]**
If the Company elects to issue a receipt for a gift to the Gift Fund, the receipt must state:

(a) the name of the Company and that the receipt is for a gift made to the Gift Fund;

(b) the Australian Business Number of the Company;

(c) the fact that the receipt is for a gift; and

(d) any other matters required to be included on the receipt pursuant to the requirements of the ITAA 1997.

11.5 **[Winding up]**

(a) At the first occurrence of:

(i) the winding up of the Gift Fund; or

(ii) the Company ceasing to be endorsed as a deductible gift recipient under Division 30 of ITAA 97

any surplus assets of the Gift Fund, after the deduction of all its debt and liabilities, must be transferred to a fund, authority or institution:

(iii) which is charitable at law;

(iv) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in articles ~~3.2 3.4~~3.2- to 3.4; and

(v) gifts to which are deductible under Subdivision 30-B, section 30-100, of ITAA 97.

(b) The identity of the fund, authority or institution must be decided by the directors.

(c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 97 are satisfied, a transfer under this article to that fund, authority or institution must be made in accordance with or subject to those conditions.

11.6 **[Change in fund requirements]**

Notwithstanding the requirements set out in this article ~~11~~11, the Gift Fund will be maintained and operated in a manner which complies with the legislative and administrative requirements which apply from time to time for the maintenance and operation of a gift fund under the ITAA ~~1997~~97.

12. Directors and officebearers

12.1 **[Number of Directors]** The number of Directors may not be more than 10.

12.2 **[Continuation in office of Directors]** The Directors in office at the time of the adoption of this constitution continue in office subject to this constitution until the election of Directors to be conducted immediately after the adoption of this constitution.

12.3 **[Gender diversity]** This article ~~12.3~~12.3 does not affect the operation of the rest of article ~~11~~12, but the desirability of gender diversity within the Directors is acknowledged.

12.4 **[Elections of Annual General Meetings]** ~~-~~At each Annual General Meeting the Members must elect Directors from among the Members to hold office subject to this constitution until the next Annual General Meeting. A Member who was a Director prior to an Annual General Meeting is eligible for re~~-~~election.

12.5 **[Procedure for elections]** The election of Directors must be conducted in the following manner:

(a) Any two Members may nominate any other Member to serve as a Director.

(b) The nomination must be in writing and signed by the nominee and the nominee's proposer and seconder and must be lodged with the Secretary at least seven days before the Annual General Meeting at which the election is to be conducted.

(c) The Secretary must post a list of the candidates' names in alphabetical order, together with the proposers' and seconders' names, in a conspicuous place in the registered office of the Company for at least the six days immediately preceding the Annual General Meeting.

(d) If more nominations are received than there are positions, a secret ballot must be conducted at the Annual General Meeting.

(e) Prior to the Annual General Meeting at which the election is to be conducted, the Secretary must prepare balloting lists containing the names of the candidates in the order determined by lots drawn by the Secretary. The candidates must be invited to attend while the lots are drawn.

(f) A returning officer must be appointed by the Directors (or, failing the Directors, the Annual General Meeting at which the election is to be conducted) to conduct the election and count of votes cast. Each candidate may appoint a scrutineer to observe the counting of votes.

(g) The "first past the post" voting system must be used for the election. Each vote has equal value and each Member present at the Annual General Meeting in person or by proxy or attorney may vote for any

number of candidates not exceeding the total number of positions being filled.

(h) When during the counting of votes it is necessary to decide between two or more candidates receiving the same number of votes, the result of the election is determined by lots drawn by the returning officer in the presence of the relevant candidates or scrutineers appointed by them.

(i) If the total number of candidates nominated is less than the total number of positions, all duly nominated candidates must be declared elected and the remaining positions may be filled by the Directors under article ~~12.6~~12.6.

12.6 **[Appointments to fill vacancies]** Subject to the limit in article ~~12.1~~12.1, the Directors may at any time, and from time to time, appoint Members as additional Directors. Any Director so appointed holds office only until the next Annual General Meeting.

12.7 **[Term of office and removal]** The Company may by ordinary resolution remove any Director before the expiration of the Director's period of office, and subject to the limit in article ~~12.1~~12.1 may by ordinary resolution appoint another person in the removed Director's stead. Any Director so appointed holds office only until the next Annual General Meeting.

12.8 **[Ceasing to be a Director]** In addition to the circumstances in which a person ceases to be a Director through operation of the Corporations Act, a person ceases to be a Director if the person:

(a) 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 incapacity; or

(b) resigns as a Director by notice to the Company; or

(c) is absent without permission of the Directors for more than three consecutive meetings of Directors; or

(d) holds any office of profit under the Company; or

(e) ceases to be a Member; or

(f) has failed to disclose an interest in a contract with the Company (other than one covered by article ~~3.3~~3.3) and the remaining Directors, being satisfied that such a failure has occurred, so resolve.

12.9 **[Officebearers]** The Directors must elect two Directors to be Co-Chairs. The Co-Chairs must have different gender identities.

The Directors must elect one Director to be a Treasurer.

12.10 **[Officebearers]** The Directors must appoint an individual, who may or may not be a Director, to act as Secretary and who will act as Company Secretary as defined in the Corporations Act. The Secretary must be a Member of the Company.

12.11 **[Term of office, resignation and removal of officebearers]** Each of the officebearers referred to in article ~~12.9~~12.9 may at any time resign or be removed from that office by the Directors, but subject to that holds office until the next Annual General Meeting. Resignation or removal from that office does not affect the person's position as a Director.

12.12 **[Powers, duties and authorities of officebearers]** Each of the officebearers referred to in article ~~12.9~~ 12.9has the powers, duties and authorities determined by the Directors.

13. Powers and duties of Directors

13.1 **[Management of business]** The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or this constitution, required to be exercised by a General Meeting.

13.2 **[Specific powers]** ~~-~~Without limiting the generality of article ~~13.1~~13.1, the Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property or business and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company.

13.3 **[Negotiable instruments and receipts]** All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.

13.4 **[Minutes of meetings]** The Directors must ensure that minutes of meetings are taken and kept in accordance with the requirements of the Corporations Act.

14. Proceedings of Directors

14.1 **[Meetings]** The Directors may meet together for the despatch of business, adjourn and otherwise regulate meetings as they think fit. The Directors must meet not less than once every three months. A Director may at any time, and the Secretary must on the requisition of a Director, summon a meeting of the

Directors.

14.2 **[Notice of meetings]** Oral or written notice of a meeting of the Directors must be given by the Secretary to each Director at least 48 hours (or such other period as may be unanimously agreed upon by the Directors) before the time appointed for the holding of the meeting and must include the date, time and place of the meeting. The notice of a meeting must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business which the Directors present at the meeting unanimously agree to treat as urgent business.

14.3 **[Decision by majority]** Subject to this constitution, questions arising at any meeting of Directors are decided by a majority of votes and a decision by a majority of the Directors constitutes a decision of the Directors for all purposes. In case of an equality of votes the question is resolved in the negative.

14.4 **[Interested Directors]** A Director may not vote in respect of any contract or proposed contract with the Company in which the Director is interested, or in respect of any matter arising out of such a contract, and if the Director does so vote the Director's vote may not be counted.

14.5 **[Quorum]** The quorum necessary for the transaction of the business of the Directors is the smallest number of Directors greater than half of the total number of Directors at that time.

14.6 **[Acting despite vacancy]** The continuing Directors may act notwithstanding any vacancy in the Directors.

14.7 **[Chairperson]** One of the Co-Chairs ~~The President, or in the President's absence, the Vice President,~~ may preside as chairperson at meetings of Directors. If there is no Co-Chair ~~President and no Vice President, neither is~~ present within 15 minutes after the time appointed for the holding of the General Meeting or neither is willing to act, the Directors present must elect one of their number to be chairperson of the meeting.

14.8 **[Committees]** The Directors may establish one or more Committees consisting of such Members as the Directors think fit. Subject to any rules for the Committee set by the Directors:

(a) all Committee members have one vote; and

(b) the members of a Committee:

(i) must elect from among their number a chairperson and a deputy chairperson of the Committee; and

(ii) must keep records of attendance at Committee meetings and of the proceedings of the Committee; and

(iii) may otherwise regulate the proceedings of the Committee as they think fit; and

(iv) may co-opt any Member onto the Committee.

14.9 **[Delegation to Committees]** The Directors may delegate any of their powers to a Committee. A Committee to which any powers have been delegated must exercise those powers in accordance with any directions of the Directors and those powers are then taken to have been exercised by the Directors.

14.10 **[Advisory boards]** The Directors may establish one or more advisory boards consisting of such Members as the Directors think fit. An advisory board appointed by the Directors may only act in an advisory capacity and must act in accordance with any rules for the advisory board set by the Directors. Subject to any such rules, an advisory board may co-opt any Member onto the advisory board and all members of the advisory board have one vote.

14.11 **[Circulating resolutions]** The Directors (or a Committee) may pass a resolution without a meeting of Directors (or of the Committee, as the case may be) being held by all the Directors (or all the Committee members, as the case may be) in Australia at that time and entitled to vote on the resolution signing a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for this purpose if the wording of the resolution and statement is identical in each copy. The resolution is passed when the document is signed by the last person required to sign.

14.12 **[Meetings by telephone]** A meeting of Directors (or a Committee) may be held by telephone conference or with some persons participating by telephone, provided each person attending or participating in the meeting can hear all other persons participating or attending. If this requirement is met, a Director (or Committee member, as the case may be) participating by telephone may be counted towards quorum.

14.13 **[Meetings using other technology]** A meeting of Directors (or a Committee) may be called or held using any other technology consented to by each Director (or Committee member, as the case may be). The consent may be a standing one. A Director (or Committee member, as the case may be) may only withdraw such a consent a reasonable time before the meeting.

14.14 **[Validity of acts of Directors]** All acts of the Directors, a Committee or a person acting as a Director or member of a Committee are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

15. ~~Seal~~

~~The Directors must provide for the safe custody of the seal, which may only be used by the authority of the Directors or of a committee of Directors authorised by the Directors to authorise the seal's use, and every instrument to which the seal is affixed must be signed by a Directors and countersigned by the Secretary or a second Director or by some other person appointed by the Directors for that purpose.~~

15. ~~16.~~Accounts and Review of Financial Statements

15.1 ~~16.1~~**[Records and financial statements]** The Directors must ensure that accounting and other records are kept and financial statements and reports are prepared, reviewed and reported in accordance with the requirements of the Australian Charities & Not-for-profit Commission.

15.2 ~~17.2~~ **[Inspection of records]** ~~S~~ubject to the Australian Charities & Not-for-profit Commission Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting and other records of the Company will be open to inspection by Members (other than Directors).

16. ~~17.~~Indemnities and insurance

16.1 ~~17.1~~**[Indemnities]** The Company must indemnify out of its assets every person who is or has been a Director (including, but not limited to, an officebearer referred to in article ~~12.9~~12.9) against:

(a) every liability incurred by the person in that capacity (except a liability for legal costs); and

(b) all 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.

16.2 ~~18.2~~**[Insurance]** The Company 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 Director (including, but not limited to, an officebearer referred to in article ~~12.9~~12.9) against liability incurred by the person in that capacity, including a liability for legal costs, unless:

(a) the Company is forbidden by statute to pay or agree to pay the premium; or

(b) the contract would, if the Company paid the premium, be made void by statute.

17. ~~18.~~Notices

17.1 ~~18.1~~**[Form of notices]** Notices given for the purposes of this constitution must

be in writing.

17.2 ~~18.2~~**[Means for giving notices]** A notice may be given by the Company to any Member either personally or via electronic mail or by sending it by ordinary pre-paid post to the Member at the address for correspondence supplied by the Member to the Company. Where a notice is sent by pre-paid post, the notice is taken to be given on the day after its date of posting.

END OF DOCUMENT

No text to be placed in this section
