

Constitution

Australian Political Studies
Association Limited
(ACN 672 898 109)

A Company Limited by Guarantee

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1. Defined terms & interpretation

1.1 Defined terms

In this Constitution:

Term	Meaning
ACNC	Australian Charities and Not-for-profits Commission.
ACNC Act	the <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth).
Australian Political Studies	the field of political studies in Australia.
Charities Act	<i>Charities Act 2013</i> (Cth).
Commissioner	Commissioner for the Australian Charities and Not-for-profits Commission.
Company	the company referred to in clause 3.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
elected chairperson	a person elected by the directors to be the Company's chairperson under clause 16.3.
general meeting	a meeting of members and includes the annual general meeting, under clause 13.1.
GST	goods and services tax as imposed by the GST Law.
GST Law	the <i>A New Tax System (Goods and Services Tax) Act 1999</i> and all associated legislation.
initial member	a person who is named in the application for registration of the Company, with their consent, as a proposed member of the Company.

Investment Strategy	investment strategies prepared by and advised on by an independent and qualified financial investment advisor (as selected by the Board or management committee, as applicable) in respect of: <ul style="list-style-type: none"> (a) any funds held in any endowment fund or operating account of the Company; and (b) any funds held in the Gift Fund.
Literature	written works and derivatives (whether written, oral, auditory or in electronic form) including but not limited to those of cultural, artistic, historic and educational merit in the field of Political Studies in Australia.
member present	in connection with a general meeting, a member present in person, by representative or by proxy at the venue or venues for the meeting.
registered charity	a charity that is registered under the ACNC Act.
special resolution	a resolution: <ul style="list-style-type: none"> (a) of which notice has been given under clause 13.4(f); and (b) that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.
surplus assets	any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

1.2 Interpretation

- (a) In this Constitution, except where the context otherwise requires:
- (b) the singular includes the plural and vice versa, and a gender includes other genders;
- (c) another grammatical form of a defined word or expression has a corresponding meaning;
- (d) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this agreement, and a reference to this agreement includes any schedule or annexure;
- (e) a reference to A\$, \$A, dollar or \$ is to Australian currency;

- (f) a reference to a person includes a natural person, partnership, body corporate, association, governmental or local authority or agency or other entity;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re enactments or replacements of any of them;
- (h) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions;
- (i) if a day on or by which an obligation must be performed or an event must occur is not a Business Day, the obligation must be performed or the event must occur on or by the next Business Day.

1.3 Headings

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

2. Preamble

The purpose of this Constitution is to:

- (a) provide a point of reference for the due administration of the affairs of the Company;
and
- (b) regulate the dealings between the Company and its members and directors as between each of them.

3. Name

The name of the company is the **Australian Political Studies Association Limited** (the **Company**).

4. Type

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

5. Liability of Members

The liability of members is limited to an amount not exceeding \$10.00 (the **Guarantee**) which each member must contribute to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member. This contribution is required to pay for the:

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

6. Constitution and Corporations Act

- (a) The replaceable rules set out in the Corporations Act are displaced by this Constitution and do not apply to the Company.
- (b) While the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts.
- (c) If the Company is not a registered charity (even if it remains a charity under section 5 of the Charities Act), the Corporations Act overrides any clause in this Constitution which is inconsistent with the ACNC Act.
- (d) A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning in this Constitution.

7. Charitable Purpose

The purpose of the Company is the promotion of research, education and advocacy of Literature in the field of Political Studies in Australia.

8. Powers

Subject to clause 9, the Company has the following powers, which may only be used to carry out its purpose(s) set out in clause 7:

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

9. Not-for-Profit

- (a) The Company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9(c) and 26.
- (b) The income and assets of the Company shall be applied solely to further its purpose(s) in clause 7.
- (c) Clause 9(a) does not prevent the Company from doing the following things, provided they are done in good faith:
 - (i) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the company; or

- (ii) making a payment to a member in carrying out the Company's charitable purpose(s).

10. Members

10.1 Membership

The members of the Company are:

- (a) initial members;
- (b) directors; and
- (c) any other person that the directors allow to be a member, in accordance with this constitution.

10.2 Register of members

- (a) The Company must establish and maintain a register of members.
- (b) The register of members must be kept by the secretary and must contain:
- (c) for each current member:
 - (i) name;
 - (ii) residential address;
 - (iii) any alternative address nominated by the member for the service of notices; and
 - (iv) date the member was entered on to the register.
- (d) for each person who stopped being a member in the last 7 years:
 - (i) name;
 - (ii) residential address;
 - (iii) any alternative address nominated by the member for the service of notices; and
 - (iv) dates the membership started and ended.
- (e) The Company must give current members access to the register of members.
- (f) Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

10.3 Certificate of members

- (a) The directors may in their discretion issue a certificate of membership to members in such form and upon payment of such fees as they may prescribe from time to time.
- (b) Certificates of membership remain the property of the Company and must be promptly returned to the Company if requested by the directors or if the holder of the certificate ceases to be a member.
- (c) The directors may prescribe from time to time the manner in which certificates of membership of the Company can and cannot be used.

- (d) Without limiting clause 10.3(c), members with a certificate of membership must not use the certificate to make false or misleading representations about the Company and their membership including representing that they are a member when membership has ceased.

10.4 Classes of members

- (a) The directors may, from time to time determine:
- (i) the various classes of membership of the Company;
 - (ii) any restriction in the number of members or the number of members within each class;
 - (iii) the qualifications for admission to each class; and
 - (iv) the rights attached to being a member in each class including for example voting rights.
- (b) Subject to the Corporations Act, and the terms of a particular class of members, the Company may vary or cancel rights attached to being a member of that class; or convert a member from one class to another, by the written consent of members who are entitled to at least 20% of the votes that may be cast in respect of membership of that class.

10.5 Subscriptions

- (a) Members shall pay such subscriptions as determined by the directors from time to time.
- (b) Subject to clause 10.5(c), the amount of any Subscription shall be fixed by the directors and shall be payable by members at such times and in such manner as determined by the directors from time to time.
- (c) The directors may in their discretion;
- (i) determine that no subscription is payable by a member or members (in whole or in part) for any given financial year; and
 - (ii) extend the time for payment of subscriptions by any member or class of members.
- (d) No part of any subscription fee shall be refunded to a member who ceases to be a member in accordance with clause 12.

10.6 Who can be a member

- (a) A person who supports the purposes of the company is eligible to apply to be a member of the company under clause 10.7.
- (b) In this clause, person means an individual or incorporated body.

10.7 How to apply to become a member

A person (as defined in clause 10.6) may apply to become a member of the company by writing to the secretary stating that they:

- (a) desire to become a member;

- (b) support the purpose(s) of the Company; and
- (c) agree to comply with the Company's Constitution, including paying any subscriptions and the Guarantee under clause 5, if required.

10.8 Directors decide whether to approve membership

- (a) The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- (b) If the directors approve an application, the secretary must as soon as possible:
 - (i) enter the new member on the register of members; and
 - (ii) write to the applicant to notify them that their application was approved, and the date that their membership started (see clause 10.9).
- (c) If the directors reject an application, the secretary must write to the applicant as soon as possible to notify them that their application has been rejected. The directors are not required to give reasons.
- (d) For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 10.7(a), 10.7(b) or 10.7(c). In that case, by applying to be a member, the applicant agrees to those three matters.

10.9 When a person becomes a member

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

10.10 When a person stops being a member

A person immediately stops being a member if:

- (a) they die;
- (b) the member is wound up or otherwise dissolved or deregistered (in the case for an incorporated member);
- (c) they resign, by giving written notice to the secretary;
- (d) they are expelled under clause 12; or
- (e) they have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

11. Dispute Resolution

- (a) The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between a member or director and:
 - (i) one or more members;
 - (ii) one or more directors; or
 - (iii) the Company.

- (b) A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 12 until the disciplinary procedure is completed.
- (c) Those involved in the dispute must attempt to resolve it between themselves within 14 days of first becoming aware of the dispute.
- (d) If those involved in the dispute do not resolve it under clause 11(c) they must within 10 days:
 - (i) inform the directors about the dispute in writing;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must:
 - (i) be selected by agreement of those involved; or
 - (ii) where those involved do not agree:
 - (iii) for disputes between members, a person chosen by the directors; or
 - (iv) for other disputes, a person chosen by either the Commissioner or the President of the law institute or society in the state or territory in which the Company has its registered office.
- (f) A mediator chosen by the directors under clause 11(d)(ii):
 - (i) may be a member or former member of the Company;
 - (ii) must not have a personal interest in the matter of the dispute; and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (g) When conducting the mediation, the mediator must:
 - (i) allow those involved a reasonable chance to be heard;
 - (ii) allow those involved a reasonable chance to review any written statements;
 - (iii) ensure that those involved are provided with natural justice; and
 - (iv) not make a decision on the dispute.

12. Disciplining Members

- (a) In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the Company if the directors consider that:
 - (i) the member has breached any provision of this Constitution; or
 - (ii) the member's behaviour is causing, has caused, or is likely to cause harm to the Company.
 - (iii) on the opinion of the directors, engaged in derogatory or discriminatory conduct or harassment;
 - (iv) has failed to observe a proper standard of professional care, skill or competence;

- (v) no longer meets the criteria for membership of the Company or class of membership of the Company;
 - (vi) has failed to comply with a written direction issued by the directors in accordance with the Constitution or any rules and regulations of the Company regarding good conduct or administration of the Company;
 - (vii) in any civil proceedings in a court or tribunal (however described) in Australia or elsewhere, has been found to have acted dishonestly; or
 - (viii) fails in the opinion of the Board (for any reason) to comply with this Constitution, or any rules or regulations of the Company.
- (b) At least 14 days before the directors' meeting at which a resolution under clause 12(a) will be considered, the secretary must notify the member in writing:
- (i) that the directors are considering a resolution to warn, suspend or expel the member;
 - (ii) that this resolution will be considered at a directors' meeting and the date of that meeting;
 - (iii) what the member is said to have done or not done;
 - (iv) the nature of the resolution that has been proposed; and
 - (v) that the member may provide an explanation to the directors, and details of how to do so.
 - (vi) Before the directors pass any resolution under clause 12(a), the member must be given a chance to explain or defend themselves by:
 - (A) providing the directors a written explanation before that directors' meeting; and
 - (B) attendance at and speaking at the directors' meeting.
- (c) After considering any explanation under clause 12(b)(vi), the directors may:
- (i) take no further action;
 - (ii) warn the member;
 - (iii) suspend the member's rights as a member for a period of no more than 12 months;
 - (iv) expel the member;
 - (v) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause); or
 - (vi) require the matter to be determined at a general meeting of members.
- (d) The directors cannot fine a member.
- (e) The secretary must give written notice to the member of the decision under clause 12(c) as soon as possible.
- (f) Disciplinary procedures must be completed as soon as reasonably practical.
- (g) There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause 12.

- (h) Any member whose membership has been suspended or cancelled is not entitled to enjoy any of the privileges of membership including receiving notice of, attendance and voting at, any meeting of members.
- (i) Any member whose membership has been suspended or cancelled continues to remain liable for:
 - (i) money owing by the member to the Company as at the date of suspension or cancellation including any subscription; and
 - (ii) the Guarantee.
- (j) The directors may reinstate a member whose membership has been suspended on the satisfaction of such terms and conditions as the directors thinks fit to apply from time to time, including the payment of all money owing by the member to the Company as at the date their membership was suspended.
- (k) Whenever any person ceases to be a member, the director shall direct that their name shall be removed from the register of members.

13. General Meetings of Members

13.1 General meetings called by directors

- (a) The directors may call a general meeting.
- (b) If members with at least 20% of the votes that may be cast at a general meeting make a written request to the Company for a general meeting to be held, the directors must:
 - (i) within 21 days of the members' request, give all members notice of a general meeting; and
 - (ii) hold the general meeting within 2 months of the members' request.
- (c) The percentage of votes that members have (in clause 13.1(b)) is to be calculated as at midnight before the members request the meeting.
- (d) The members who make the request for a general meeting must:
 - (i) state in the request any resolution to be proposed at the meeting;
 - (ii) sign the request; and
 - (iii) provide the request to the Company.
- (e) Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

13.2 General meetings called by members

- (a) If the directors do not call the meeting within 21 days of being requested under clause (b), 30% or more of the members who made the request may call and arrange to hold a general meeting.
- (b) To call and hold a meeting under clause 13.2(a) the members must:

- (i) as far as possible, follow the procedures for general meetings set out in this Constitution;
 - (ii) call the meeting using the list of members on the Company's member register, which the Company must provide to the members making the request at no cost; and
 - (iii) hold the general meeting within three months after the request was given to the Company.
- (c) The company must pay the members who request the general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

13.3 Annual general meeting

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

13.4 Notice of general meetings

- (a) Notice of a general meeting must be given to:
- (i) each member entitled to vote at the meeting;
 - (ii) each director; and
 - (iii) the auditor (if any).
- (b) Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- (c) Members may elect to receive notice:
- (i) in person;
 - (ii) by post;
 - (iii) by facsimile; or

- (iv) by electronic means.
- (d) Subject to clause 13.4(e), notice of a meeting may be provided less than 21 days before the meeting if:
 - (i) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand, or
 - (ii) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (e) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (i) remove a director;
 - (ii) appoint a director in order to replace a director who was removed; or
 - (iii) remove an auditor.
- (f) Notice of a general meeting must include:
 - (i) the place, date and time for the meeting (and if the meeting is to be held in one or more physical venues and using virtual technology or using virtual technology only, the technology that will be used to facilitate this);
 - (ii) the general nature of the meeting's business;
 - (iii) if applicable, that a special resolution is to be proposed and the words of the proposed resolution;
 - (iv) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - (v) the proxy does not need to be a member of the Company;
 - (vi) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (vii) the proxy form must be delivered to the Company at least 48 hours before the meeting.
- (g) If a general meeting is adjourned for one month or more, the members must be given new notice of the resumed meeting.

13.5 Quorum at general meetings

- (a) For a general meeting to be held, at least 20 members (a **quorum**) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- (b) No business may be conducted at a general meeting if a quorum is not present.
- (c) If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (i) if the date is not specified - the same day in the next week;

- (ii) if the time is not specified - the same time; and
 - (iii) if the place is not specified - the same place.
- (d) If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

13.6 Auditor's right to attend meetings

- (a) The auditor (if any) is entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- (b) The company must give the auditor (if any) any communications relating to the general meeting that a member of the Company is entitled to receive.

13.7 Representatives of members

- (a) An incorporated member may appoint as a representative:
- (b) one individual to represent the member at meetings and to sign circular resolutions under clause 14.3; and
- (c) the same individual or another individual for the purpose of being appointed or elected as a director.
- (d) The appointment of a representative by a member must:
 - (i) be in writing;
 - (ii) include the name of the representative;
 - (iii) be signed on behalf of the member; and
 - (iv) be given to the Company or, for representation at a meeting, be given to the chairperson before the meeting starts.
- (e) A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- (f) The appointment may be standing (ongoing).

13.8 How meetings of members may be held

- (a) The Company may hold a general meeting at:
 - (i) at one or more physical venues; or
 - (ii) one or more physical venues and using virtual technology; or
 - (iii) using only virtual technology.
- (b) The members as a whole must be given a reasonable opportunity to participate in the meeting.
- (c) Anyone using this technology is taken to be present in person at the meeting.

13.9 Chairperson for general meetings

- (a) The elected chairperson is entitled to chair general meetings.

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

13.10 Role of the chairperson

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

13.11 Adjournment of meetings

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

14. Members' resolutions and statements

14.1 Members' resolutions and statements

- (a) Members with at least 10% of the votes that may be cast on a resolution may give:
 - (i) written notice to the Company of a resolution they propose to move at a general meeting (**members' resolution**); and/or
 - (ii) a written request to the Company that the Company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (**members' statement**).
- (b) A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- (c) A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- (d) Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- (e) The percentage of votes that members have (as described in clause 14.1(a)) is to be calculated as at midnight before the request or notice is given to the Company.
- (f) If the Company has been given notice of a members' resolution under clause 14.1(a)(i), the resolution must be considered at the next general meeting that occurs more than two months after the notice is given.

- (g) This clause does not limit any other right that a member has to propose a resolution at a general meeting.

14.2 Company must give notice of proposed resolution

- (a) If the Company has been given written notice of a members' resolution or a written request under clause 14.1(a)(i):
 - (i) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Company's cost; or
 - (ii) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that the Company will pay these expenses.
- (b) The Company does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
 - (i) it is more than 1000 words;
 - (ii) the directors consider it may be defamatory;
 - (iii) clause 14.2(a)(ii) applies, and the members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or
 - (iv) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

14.3 Circular resolutions of members

- (a) Subject to clause 14.3(c), the directors may put a resolution to the members to pass a resolution without a general meeting being held (a **circular resolution**).
- (b) The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- (c) Circular resolutions cannot be used:
 - (i) for a resolution to remove an auditor, appoint a director or remove a director;
 - (ii) for passing a special resolution; or
 - (iii) where the Corporations Act or this Constitution requires a meeting to be held.
 - (iv) A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clauses 14.3(d) or clause 14.3(e).
- (d) Members may sign:

- (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.
- (e) The Company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

15. Voting at general meetings

15.1 How many votes a member has

- (a) Each member who is entitled to vote has:
- (i) on a show of hands, one vote; and
 - (ii) on a poll, one vote.

15.2 Challenge to member's right to vote

- (a) A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- (b) If a challenge is made under clause 15.2(a), the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

15.3 Method of voting

- (a) Voting must be decided on a poll if:
- (i) the notice of the meeting set out an intention to propose the resolution and stated the resolution; or
 - (ii) the company has given notice of the resolution under clause 14; or
 - (iii) a poll is demanded.
- (b) If a poll is not required or has not been demanded, voting may be conducted by:
- (i) a show of hands;
 - (ii) a vote in writing; or
 - (iii) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- (c) Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

15.4 Demand for a poll

- (a) A demand for a poll may be made by:
- (i) the chairperson of the meeting;

- (ii) at least 5 members entitled to vote on the resolution; or
 - (iii) at least 5% of members present having the right to vote at the meeting.
- (b) The poll may be demanded:
- (i) before a vote is taken; or
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.

15.5 Conduct of a poll

- (a) The demand for a poll may be withdrawn.
- (b) If a poll is duly demanded (and the demand not withdrawn), it must be taken in such manner and at such time as the chairperson of the meeting directs.
- (c) A poll demanded on the election of a chairperson or on any question of adjournment must be taken at the meeting and without an adjournment.
- (d) The result of the poll is the resolution of the meeting at which the poll was demanded.

15.6 Declaring the result of a vote on show of hands

- (a) On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- (b) The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

15.7 When and how a vote in writing must be held

- (a) A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - (i) at least five members present;
 - (ii) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
 - (iii) the chairperson.
- (b) A vote in writing must be taken when and how the chairperson directs, unless clause 15.7(c) applies.
- (c) A vote in writing must be held immediately if it is demanded under clause 15.7(a):
 - (i) for the election of a chairperson under clause 13.9(b); or
 - (ii) to decide whether to adjourn the meeting.
- (d) A demand for a vote in writing may be withdrawn.

15.8 Appointment of proxy

- (a) A member may appoint a proxy to attend and vote at a general meeting on their behalf.
- (b) A proxy does not need to be a member.

- (c) A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (i) attend and speak at the meeting;
 - (ii) vote in a vote in writing (but only to the extent allowed by the appointment);
 - (iii) join in the demand for a poll under clause 15.4(a); and
 - (iv) join in to demand a vote in writing under clause 15.7.
- (d) An appointment of proxy (**proxy form**) must be signed by the member appointing the proxy and must contain:
 - (i) the member's name and residential address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meeting(s) at which the appointment may be used.
- (e) A proxy appointment may be standing (ongoing).
- (f) Proxy forms must be received by the Company at the address stated in the notice under clause 13.4 or at the Company's registered address at least 48 hours before a meeting.
- (g) A proxy appointment form may be delivered in person, by post, facsimile or by electronic means.
- (h) A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- (i) Unless the company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (i) dies;
 - (ii) is mentally incapacitated;
 - (iii) revokes the proxy's appointment; or
 - (iv) revokes the authority of a representative or agent who appointed the proxy.
- (j) A proxy appointment may specify the way the proxy must vote on a particular resolution.

15.9 Voting by proxy

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

16. Directors

16.1 Number of directors

The Company must have at least five and no more than seven directors.

16.2 Election and appointment of directors

- (a) The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the company.
- (b) Apart from the initial directors and directors appointed under clause 16.2(e), the members may elect a director by a resolution passed in a general meeting.
- (c) Each of the directors must be appointed by a separate resolution.
- (d) A person is eligible for election as a director of the company if they:
 - (i) are a member of the Company, or a representative of a member of the Company (appointed under clause 13.7);
 - (ii) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a general meeting and has been a director since that meeting);
 - (iii) give the Company their signed consent to act as a director of the Company; and
 - (iv) are not ineligible to be a director under the Corporations Act or the ACNC Act.
- (e) The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
 - (i) is a member of the company, or a representative of a member of the company (appointed under clause 13.7);
 - (ii) gives the company their signed consent to act as a director of the company; and
 - (iii) is not ineligible to be a director under the Corporations Act or the ACNC Act.
- (f) If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

16.3 Election of chairperson

- (a) The directors must elect a director as the Company's elected chairperson.
- (b) The election of the chairperson must take place at the annual general meeting or as determined under the by-laws.
- (c) The term of a chairperson will expire every year prior to elections under clause 16.3(b).
- (d) A director may serve as elected chairperson for a maximum of two consecutive one year terms.
- (e) The Board may, at their discretion, agree to elect a director for an additional term as Chairperson.

16.4 Term of office

- (a) At each third consecutive annual general meeting:
 - (i) any director appointed by the directors to fill a casual vacancy or as an additional director must retire; and
 - (ii) each remaining director must retire.
- (b) Other than a director appointed under clause 16.2(e) a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the third annual general meeting at which they retire.
- (c) Each director must retire at least once every three years.
- (d) A director who retires under clause 16.4(a) may nominate for election or re-election, subject to clause 16.4(e).
- (e) A director who has held office for a continuous period of six years or more may only be re-appointed or re-elected by a special resolution.

16.5 When a director stops being a director

A director stops being a director if they:

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

17. Powers of directors

17.1 Powers of directors

- (a) The directors are responsible for managing and directing the activities of the Company to achieve the purpose(s) set out in clause 7.
- (b) The directors may use all the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be used by members.
- (c) The directors must decide on the responsible financial management of the Company including:
 - (i) any suitable written delegations of power under clause 17.2; and

- (ii) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- (d) The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.

17.2 Delegation of directors' powers

- (a) The directors may delegate any of their powers and functions to a committee, a director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate.
- (b) The delegation must be recorded in the Company's minute book.
- (c) The exercise of the power by the delegate is as effective as if the directors had exercised it.

17.3 Payments to directors

- (a) The Company must not pay fees to a director for acting as a director.
- (b) The Company may:
 - (i) pay a director for work they do for the Company, other than as a director, if the amount is no more than a reasonable fee for the work undertaken; or
 - (ii) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Company.
 - (iii) Any payment made under clause 17.3(c) must be approved by the directors.
- (c) The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this Constitution.

17.4 Execution of documents

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

- (a) two directors of the Company; or
- (b) a director and the secretary.
- (c) A person may sign a document:
 - (d) by signing a physical form of the document by hand; or
 - (e) by signing an electronic form of the document using electronic means.

18. Duties of directors

18.1 Duties of directors

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

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
- (b) to act in good faith in the best interests of the company and to further the charitable purpose(s) of the Company set out in clause 7;
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 18.2;
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the company to operate while it is insolvent.

18.2 Conflicts of interest

- (a) A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution), except provided under clause 18.2(b):
 - (i) to the other directors; or
 - (ii) if all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- (b) A director does not need to disclose an actual or perceived material conflict of interest to the other directors under clause 18.2(a) if:
 - (i) their interest arises because they are a member of the Company, and the other members have the same interest;
 - (ii) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Company (see clause 25.2);
 - (iii) their interest relates to a payment by the Company under clause 25 (**Indemnity**), or any contract relating to an indemnity that is allowed under the Corporations Act.
- (c) The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- (d) Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 18.2(e):
 - (i) be present at the meeting while the matter is being discussed, or
 - (ii) vote on the matter.
- (e) A director may still be present and vote if:
 - (i) the Australian Securities and Investments Commission (**ASIC**) makes an order allowing the director to vote on the matter; or
 - (ii) the directors who do not have a material personal interest in the matter pass a resolution that:

- (A) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company, and
- (B) says that those directors are satisfied that the interest should not stop the director from voting or being present.

19. Directors' meetings

19.1 When the directors meet

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

19.2 Calling directors' meetings

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

19.3 Chairperson for directors' meetings

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

19.4 Quorum at directors' meetings

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

19.5 Using technology to hold directors' meetings

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

19.6 Passing directors' resolutions

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

19.7 Circular resolutions of directors

- (a) The directors may pass a circular resolution without a directors' meeting being held.
- (b) A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 19.7(c) or clause 19.7(d).
- (c) Each director may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.
 - (iii) The company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (d) A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 19.7(c) or clause 19.7(d).

20. Company Secretary

20.1 Appointment and role of Company Secretary

- (a) The Company must have at least one Company Secretary, who may also be a director.
- (b) A Company Secretary must be appointed by the directors (after giving the Company their signed consent to act as Company Secretary of the Company) and may be removed by the directors.
- (c) The directors must decide the terms and conditions under which the Company Secretary is appointed, including any remuneration.
- (d) The role of the Company Secretary includes:
 - (i) maintaining a register of the Company's members;
 - (ii) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions; and
 - (iii) such other duties as the Board may specify from time to time.

21. Treasurer

21.1 Appointment and role of Treasurer

- (a) The Company must have at least one Treasurer, who may also be a director.
- (b) A Treasurer must be appointed by the directors (after giving the Company their signed consent to act as Treasurer of the Company) and may be removed by the directors.

- (c) The directors must decide the terms and conditions under which the Treasurer is appointed, including any remuneration.
- (d) The role of the treasurer includes:
 - (i) maintaining the financial and related records of the Company;
 - (ii) preparing financial statements of the Company as required by law; and
 - (iii) such other duties as the Board may specify from time to time.

22. Minutes and records

22.1 Minutes and records

- (a) The Company must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of general meetings;
 - (ii) minutes of circular resolutions of members;
 - (iii) a copy of a notice of each general meeting; and
 - (iv) a copy of a members' statement distributed to members under clause 14.2.
- (b) The company must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (ii) minutes of circular resolutions of directors.
- (c) To allow members to inspect the company's records:
 - (i) the company must give a member access to the records set out in clause 22.1(b), and
 - (ii) the directors may authorise a member to inspect other records of the Company, including records referred to in clauses 22.1 and 22.2.
- (d) The directors must ensure that minutes of a general meeting or a directors' meeting are signed within a reasonable time after the meeting by:
 - (i) the chairperson of the meeting; or
 - (ii) the chairperson of the next meeting.
 - (iii) The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

22.2 Financial and related records

The Company must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited.

- (c) The Company must also keep written records that correctly record its operations.
- (d) The Company must retain its records for at least 7 years.
- (e) The directors must take reasonable steps to ensure that the Company's records are kept safe.

23. By-laws

- (a) The directors may pass a resolution to make by-laws to give effect to this Constitution.
- (b) Members and directors must comply with by-laws as if they were part of this Constitution.
- (c) The by-laws are binding on all members and directors.
- (d) If any by-law is inconsistent with this Constitution, the terms of this Constitution will prevail.

24. Financial year

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

25. Indemnity, insurance and access

25.1 Indemnity

- (a) The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the company.
- (b) In this clause, **officer** means a director or secretary or treasurer and includes a director or secretary or treasurer after they have ceased to hold that office.
- (c) In this clause, **to the relevant extent** means:
 - (i) to the extent that the company is not precluded by law (including the Corporations Act) from doing so; and
 - (ii) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
 - (iii) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

25.2 Insurance

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the Company may pay or agree to pay a premium for a contract

insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

25.3 Directors' access to documents

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

26. Winding up

26.1 Surplus assets not to be distributed to members

If the Company is wound up, any surplus assets must not be distributed to a member or a former member of the Company, unless that member or former member is a Charity described in clause 26.2.

26.2 Distribution of surplus assets

- (a) Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets that remain after the company is wound up must be distributed to one or more charities:
 - (i) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 7; and
 - (ii) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.
- (b) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court of the relevant state or territory to make this decision.

27. Notice

27.1 What is notice

- (a) Anything written to or from the Company under any clause in this Constitution is written notice and is subject to clauses 27.2 to 27.4, unless specified otherwise.
- (b) clauses 27.2 to 27.4 do not apply to a notice of proxy under clause 15.8(f).

27.2 Notice to the company

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

- (a) delivering it to the company's registered office;
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the Company to the members as the company's email address or other electronic address; or
- (d) sending it to the fax number notified by the company to the members as the Company's fax number.

27.3 Notice to members

- (a) Written notice or any communication under this Constitution may be given to a member:
 - (i) in person;
 - (ii) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
 - (iii) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
 - (iv) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
 - (v) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- (b) If the Company does not have an address for the member, the Company is not required to give notice in person.

27.4 When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 27.3(a)(v) is taken to be given on the business day after the notification that the notice is available is sent.

28. Amending the constitution and by-laws

- (a) Any amendment to this Constitution must be by a member's resolution of 50% or more of the members present and entitled to vote at a members meeting.
- (b) Any amendment to this Constitution will take effect from the date of the resolution, or from any later date specified in the resolution passing the amendment.
- (c) The members must not pass a special resolution that amends this Constitution if passing it causes the Company to no longer be a Charity.
- (d) Any amendment to the by-laws must be by made resolution of the directors.

29. Goods And Services Tax

- (a) If GST imposed in Australia or elsewhere has application to any supply made under or in connection with this Constitution, the supplier may, in addition to any moneys payable under this Constitution, recover from the recipient of the supply an additional amount on account of GST, such amount to be calculated by multiplying the amount or consideration payable by the recipient for the relevant supply by the prevailing GST rate.
- (b) Any additional amount on account of GST recoverable from the recipient under this Article shall be calculated without any deduction or set-off of any other amount and is payable by the recipient upon demand by the supplier whether such demand is by means of invoice or otherwise.

30. Logos and Marks

The directors may permit or restrict the use of the Company's trademarks, devices, official logo and other intellectual property in such manner as prescribed by it from time to time.

31. Operating Account

- (a) The Company shall maintain one or more operating bank accounts.
- (b) The Company must keep any operating account separate from the Gift Fund.
- (c) Subject to delegations to executives of the Company, withdrawals from the operating accounts must be made on the joint signatures of two or more directors of the Company after a majority of the directors present and entitled to vote pass a resolution for the nominated amount of money.
- (d) The Board must procure, maintain and implement an Investment Strategy in respect of funds held in any endowment fund bank accounts and/or operating bank accounts.

32. Gift Fund

32.1 Maintain Gift Fund

- (a) The Company will establish and maintain a Gift Fund in Australia.
- (b) The Gift Fund will have the name "**Australian Political Studies Association Gift Fund**".

32.2 Public invited

The public will be invited to contribute to the Gift Fund.

32.3 Gift Fund Requirements

- (a) The Gift Fund:
 - (i) will be used only for the principal purpose of the Company in accordance with clause 7.
 - (ii) all gifts and deductible contributions of money or property for that purpose are made to the Gift Fund;
 - (iii) any money received because of such gifts or deductible contributions is credited to the Gift Fund; and
 - (iv) does not receive any other money or property.
- (b) For the avoidance of doubt, these monies will be kept separate from other funds of the Company and will only be used to further the purpose of the Company as set out in clause 7.

32.4 Investments

Investment of monies and property in the Gift Fund may be in accordance with any Investment Strategy as determined by the Board from time to time.

32.5 Administration

The Gift Fund will be administered by the Board.

32.6 Not-for-profit

The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the Company except as genuine compensation for services rendered or expenses incurred on behalf of the Company.

32.7 Receipts

Receipts for gifts to the Gift Fund will state:

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

- (b) the ABN of the Company;
- (c) the fact that the receipt is for a gift; and
- (d) any other matter required to be included on the receipt pursuant to the requirements of the ITAA97.

32.8 Amendments to the Gift Fund

The Company will notify the relevant authorities of any proposed amendments or alterations to provisions for the Gift Fund, to assess the effect of any amendments on the Gift Fund's continuing DGR status.

32.9 Winding or revocation up of the Gift Fund

If the Company is wound up or its endorsement as a DGR is revoked (whichever occurs first), any surplus assets (including that of the Gift Fund) shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company;
- (c) money received by the organisation because of such gifts and contributions.

32.10 Definitions

In this clause, the following definitions apply:

ABN means the Australian Business Number a unique identifier issued by the Australian Business Register which is operated by the ATO.

ATO means the Australian Taxation Office.

Cultural Organisation as defined by section 30-100 of the ITAA97.

Department means the government authority responsible for the administration of the Register of Cultural Organisations.

DGR means a deductible gift recipient within the meaning of section 30-227 of the ITAA 97.

ITAA97 means *Income Tax Assessment Act 1997* (Cth).

Gift Fund means gift fund that is maintained for the principal purpose of the Company in accordance with clause 7 and section 30-130 of the ITAA97.

Adoption of Constitution

The members of the Company consent and agree to the terms of this document as the Constitution of the Company.