

**AUSTRALIA DAY COUNCIL
OF SOUTH AUSTRALIA
INCORPORATED**



CONSTITUTION

Adopted at Special Meeting of the Australia Day Council of SA Inc
Office 18, 240 Currie Street Adelaide
7 August 2024

1. Name of Association

The name of the Association is the 'Australia Day Council of South Australia Incorporated' (**the Council**).

2. Objects of the Council

2.1 The Objects of the Council are:

- 2.1.1 to acknowledge our past, recognise our inspirational people and communities, embrace and encourage diversity and inclusion for all Australians; and
- 2.1.2 to foster good governance and financial sustainability; and
- 2.1.3 to stimulate and provide thought leadership and deeper understanding around Australia's national identity; and
- 2.1.4 to promote a socially cohesive society, that fosters inclusivity, unity, equal opportunity and active participation of all members.

3. Definitions

3.1 In this Constitution:

Act means the *Associations Incorporation Act 1985(SA)*.

Annual General Meeting means an annual general meeting of Members held in accordance with the Act.

Appointed Board Member means a Member appointed to the Board under this Constitution.

Australian of the Year Award Recipient means any person who is a current Award Recipient.

Board means the board of management of the Council vested with power to administer the affairs of the Council for the purposes of section 29 of the Act.

Board Member includes the Ordinary Board Members, the Ex Officio Board Members and the Appointed Board Members.

Chairperson means;

- (a) In respect of the conduct or proceedings of any General Meeting (*other than a determination about who will preside), the person presiding at that meeting;
- (b) In all other respects, the person elected chairperson of the Board under clause 20 from time to time.

Constitution means this Constitution as amended from time to time.

Corporate Member means a Member who is not a natural person and includes a corporation, incorporated association, institution, government body or agency.



Council means the Association bound by this Constitution and known as the “Australia Day Council of South Australia Incorporated”

Deductible Gift Recipient has the meaning given to that term in the Tax Act

Deputy Chairperson means the person elected deputy chairperson of the Board under clause 20 from time to time.

Ex Officio Board Member means a Member of the Board appointed under clause 18.

Financial Year means the 12 months ending on the last day of June each year or 30 June;

General Meeting means a general meeting of Members other than an Annual General Meeting.

Liability or **Liabilities** means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgements, outgoings, costs and expenses.

Life Member means a person granted life membership in accordance with this Constitution;

Member means a member of the Council.

Nominated Representative of a Member who is a corporation, incorporated association or government body or agency is the natural person duly nominated by the Member to exercise certain powers and functions of the member under this Constitution.

Objects means the objects described in clause 2 of this Constitution.

Office Bearer means a person elected as Chairperson, Deputy Chairperson, or Treasurer of the Board of the Council from time to time.

Officer means any person who occupies or acts in a position of Board Member or Office Bearer or is concerned, or takes part, in the management of the affairs of the Council.

Ordinary Board Member means an ordinary Board Member elected to the Board under this Constitution.

Patron means the person appointed as Patron of the Council in accordance with this Constitution from time to time.

Public Officer means the person appointed a public officer of the Council by the Board from time to time.

Treasurer means the person elected as treasurer of the Board under clause 20 from time to time.

4. Interpretation

4.1 In this Constitution, unless the context otherwise requires:



- 4.1.1 Words defined in the Act which are used in this Constitution have the meanings given to them in the Act (unless the contrary intention is expressly stated);
- 4.1.2 headings do not affect interpretation;
- 4.1.3 singular includes plural and plural includes singular;
- 4.1.4 words of one gender include any gender;
- 4.1.5 a reference to a person includes a partnership, corporation, association, government body and any other entity;
- 4.1.6 a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- 4.1.7 the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions;
- 4.1.8 if any provision is contrary to or inconsistent with the Act, the Act prevails, but only to the extent of the inconsistency.



5. Powers of the Council

- 5.1 The Council has all of the powers conferred by section 25 of the Act and, (without limiting section 25 of the Act) has the power:
 - 5.1.1 to raise money by any lawful means (including by grant, subscription, donations and sponsorship) or in any other manner whatsoever for any purpose consistent with the Objects;
 - 5.1.2 to use and spend money for carrying out or furthering any or all of the Objects;
 - 5.1.3 to purchase, receive or otherwise acquire and hold in the name of the Council any real or personal property of any kind (or any interest therein), and to let, sell, mortgage or otherwise dispose or deal with such property (including by executing such conveyances, transfers, mortgages and other documents in relation thereto as may be required);
 - 5.1.4 to confer, cooperate, affiliate with or become a member of any other association, body or society with similar or consistent objects to the Objects;
 - 5.1.5 subject to the prior approval of the Members by Special Resolution, to invest moneys of the Council in any security in which trust moneys may lawfully be invested;
 - 5.1.6 to enter into any contract of employment or contract for the supply of services upon any such conditions as may be thought proper by the Board;

- 5.1.7 subject to the prior approval of the Members by Special Resolution to borrow money upon such terms and conditions as the Board thinks fit and to give security for the discharge of liabilities incurred on behalf of the Council; and
- 5.1.8 to do all things necessary or convenient to be done for, or in connection with the attainment of the Objects.



6. The Patron of the Council

- 6.1 The Board may appoint a natural person (whether or not they are a Member) as the Patron of the Council from time to time for a term of office as the Board may determine.
- 6.2 The Council may only appoint one Patron at any time.
- 6.3 A Patron, who is not a Member, has no entitlement to a vote at any meeting of the Council and the Patron shall have no powers or obligations of responsibility in relation to the affairs of the Council except as directed by the Board.

7. Membership categories

- 7.1 The membership categories of the Council are:
- 7.1.1 Individual natural person;
 - 7.1.2 Corporation;
 - 7.1.3 Institutional, community, not for profit and/or Government bodies or agencies;
 - 7.1.4 Life member; and
 - 7.1.5 Such other categories as the Board may, from time to time, determine.

8. General provisions about membership

- 8.1 The Members of the Council shall be such persons as may from time to time be admitted by the Board to membership on the Board being satisfied in such manner as it sees fit that the person is:
- 8.1.1 (in the case of any natural person), a fit and proper person of good character and standing; and
 - 8.1.2 (in any event) prepared to adhere to and seek to advance the Objects.
- 8.2 Every application for membership shall be made in the form determined by the Board from time to time, signed or submitted by the proposed Member or an authorised representative of the proposed Member.

9. Subscriptions

- 9.1 The subscription fees for Membership shall be determined by the Board annually before 30 June.

10. Resignation of Membership

- 10.1 A Member may resign at any time by written notice of resignation to the Public Officer.
- 10.2 A resigning Member is liable for any outstanding subscriptions to the date of resignation which outstanding sums may be recovered by the Council as a debt.

11. Expulsion of a Member

- 11.1 Subject to first observing the rules of procedural fairness and natural justice, the Board may on its own initiative or on the application of another Member resolve to expel any Member:
- 11.1.1 whose subscription is outstanding for more than three months after the due date;
 - 11.1.2 who engages in conduct (including by action, inaction, statements or words in any form) substantially contrary to the Objects;
 - 11.1.3 who disparages the Council or the Board;
 - 11.1.4 who brings (or attempts or seeks to bring) the Council into disrepute;
 - 11.1.5 who is not a fit and proper person of good character and standing; or
 - 11.1.6 who renounces the Objects.
- 11.2 The Board must forthwith communicate its determination and the reasons for its decision in writing to the expelled Member whose membership ceases 14 days after the date of the decision of the Board.

12. Register of Members

- 12.1 The Board must at all times keep a current register of its Members listing in relation to each Member at least the:
- 12.1.1 Member's name and address;
 - 12.1.2 Nominated Representatives of the Member (except for a Member who is a natural person); and
 - 12.1.3 date on which the Member's name was entered in the Register.
- 12.2 The Register must also show:
- 12.2.1 the names and details of each person who ceased being a Member within the last two years; and
 - 12.2.2 the date on which the person ceased being a Member.



13. Life Members

- 13.1 The Board may nominate a Member who is a natural person to be elected as a Life Member of the Council at a General Meeting or the Annual General Meeting of the Council.
- 13.2 The Board may only nominate a person (or persons) who in the opinion of the Board:
- 13.2.1 have shown exemplary commitment to the Objects;
 - 13.2.2 have given outstanding service to the Council; or
 - 13.2.3 for some other reason are worthy of the honour of being elected as a Life Member of the Council.
- 13.3 Unless they resign or are expelled under this Constitution, a Life Member enjoys for life:
- 13.3.1 the same voting rights as any other Member of the Council; and
 - 13.3.2 membership of the Council without payment of the membership subscription fees.
- 13.4 In the event that a Member is elected as a Life Member at either a General Meeting or the Annual General Meeting of the Council, the Life Membership will be acknowledged at the Annual General Meeting or at another event held by the Council.



14. Nominated Representatives of Corporate Members

- 14.1 A Corporate Member shall appoint one natural person (who need not be a Member) as a Nominated Representative to represent the Corporate Member at Meetings of the Council.
- 14.2 The Corporate Member shall notify the Council from time to time of its Nominated Representative or any change to its Nominated Representative.
- 14.3 A Nominated Representative shall be duly appointed by the Corporate Member in accordance with its relevant requirements and proof of the sufficiency of appointment must be provided to the Council on request.
- 14.4 If a Corporate Member is elected to a position on the Board then the Nominated Representative of the Corporate Member from time to time will sit on the Board to represent the Corporate Member.
- 14.5 A Nominated Representative:
- 14.5.1 is authorised to exercise the vote of the Corporate Member on any matter at any meeting of the Council; and
 - 14.5.2 may (if the Nominated Representative is also a Member and if the Corporate Member for which they are the Nominated Representative does not stand for election) stand for election by the Board and hold

such office in their personal capacity not in their capacity as a Nominated Representative.



15. Votes by Corporate Members

- 15.1 Corporate Members may vote on any matter at any meeting of the Council, but any such vote may only be cast by the Nominated Representative (from time to time) of the Corporate Member.

16. Powers and functions of the Board

- 16.1 In addition to the powers expressly conferred on the Board under this Constitution, the Board has power to do all things, take all necessary steps or undertake all necessary actions, make all necessary decisions, and exercise all discretions necessary to give effect to the powers of the Council under the Act and this Constitution in accordance with and to further the Objects.
- 16.2 The Board has the management and control of funds and other property of the Council for the purposes of section 23A(1)(c)(vi) of the Act.
- 16.3 The Board has power to affix the common seal to execute any deed or instrument which must also be signed by two Board Members duly authorised by resolution to execute the relevant instrument (or class of instruments).
- 16.4 The Board is responsible for:
- 16.4.1 developing a strategy to give effect to the Objects;
 - 16.4.2 implementing the actions arising from the strategy; and
 - 16.4.3 monitoring and reviewing the strategy and the progress of the Council and the Board in implementing the strategy from time to time.
- 16.5 The Board may delegate any of its powers and functions to any person including an officer, employee or a subcommittee of the Board.
- 16.5.1 A delegation must be in writing and subject to conditions.
 - 16.5.2 A delegation does not derogate from the powers of the Board to act in any matter.
 - 16.5.3 The Board may revoke, modify or vary any such delegation.

17. Composition of the Board

- 17.1 The Board of the Council shall have a minimum of **seven (7)** and a maximum of nine (9) persons who (but for the Ex-Officio Board Members) are Members of the Council.
- 17.2 Notwithstanding clause 17.1, while the number of Board Members is below the minimum, the Board may still convene Board Meetings and pass resolutions to appoint additional Board Members, but for no other purpose.
- 17.3 The Board shall comprise:

17.3.1 up to four (4) Ex officio Board Members;

17.3.2 up to seven (7) Ordinary Board Members; and

17.3.3 up to two (2) Appointed Board Members. Any appointed Board Members who are appointed to the Board pursuant to Clause 24 September 2024



17.4 Ordinary Board Members shall hold office for approximately three (3) years being the period between four (4) consecutive Annual General Meetings counted from the Annual General Meeting at which they are elected (such that the first Annual General Meeting is the meeting at which the Member is elected, the second and third Annual General Meetings are the mid point of their term of office and the fourth Annual General Meeting is the end of the Member's term of office) or until they retire or are expelled (whichever is the sooner).

17.5 Ordinary Board Members shall be permitted to stand for re-election following the expiration of their term of office (excluding where the Board Member was ineligible to retain their office under clause 23) and shall be permitted to hold the office of an Ordinary Board Member for a maximum of four (4) consecutive two (2) year terms.

18. Ex Officio Board Members

18.1 The Ex Officio Board Members may comprise:

18.1.1 One person appointed by the Premier of South Australia.

18.1.2 One person appointed by the Local Government Association of South Australia.

18.1.3 One person appointed by the South Australian Multicultural and Ethnic Affairs Commission.

18.1.4 One person nominated by the partnering Council selected to host the Council's principal Australia Day celebration on Australia Day following the Annual General Meeting.

18.3 Ex Officio Board Members shall have the same vote, rights and obligations as the other Board Members.

18.4 Ex Officio Board Members shall hold office for either a term of three (3) years if their appointment occurred at an Annual General Meeting or for a period commencing from the date of their appointment and ending on the date of the third Annual General Meeting to occur during the term of their appointment.

18.5 Ex Officio Board Members shall be permitted to be reappointed following the expiration of their term of office (excluding where the Board Member was ineligible to retain their office under clause 23) and shall be permitted to hold the office of an Ex Officio Board Member for a maximum of four (4) consecutive two (2) year terms.

19. Election of Ordinary Board Members

- 19.1 Any fully paid up Member or Corporate Member may nominate for election as an Ordinary Board Member.
- 19.2 An employee of the Council may not be a Board Member.
- 19.3 A Corporate Member may nominate for and be elected as an Ordinary Board Member with the Nominated Representative from time to time of that Corporate Member to sit on the Board to represent the Corporate Member.
- 19.3 An Australian of the Year Award Recipient may not, during the tenure of their Award (being the period of 12 months from the date of receipt of the Award) continue to be a Board Member or stand for election as a Board Member.
- 19.4 Any Member seeking election as an Ordinary Board Member must twenty eight (28) days prior to the relevant Annual General Meeting, lodge with the Public Officer a nomination form signed by the nominee.
- 19.5 A retiring Ordinary Board Member seeking re-election must twenty eight (28) days prior to the relevant Annual General Meeting, lodge with the Public Officer a nomination form which need only be signed by the nominee.
- 19.6 Notice of all persons seeking election to the Board shall be advised to all Members of the Council, not later than fourteen (14) days prior to the date the election is to take place.
- 19.7 At each Annual General Meeting:
- 19.7.1 one half of the Ordinary Board Members or if the number of remaining Ordinary Board Members is not a multiple of two then the number nearest one half (after discarding the fraction) shall retire from office.
- 19.7.2 Subject to clause 19.9 and 20.3 below, the retiring Ordinary Board Members shall be:
- 19.7.2.1 those who have been in office for the period approaching the third consecutive Annual General Meeting following from (and including) the Annual General Meeting at which they were elected, and
- 19.7.2.2 if the number of retiring Ordinary Board Members in clause 19.7.2.1 does not yield the number required in clause 19.7.1, then the further retiring Ordinary Board Members to reach the number required in clause 19.7.1 shall be determined by ballot conducted by the Public Officer prior to the notice of the Annual General Meeting being issued.
- 19.8 If only the required number of persons is nominated to fill existing vacancies, the Chairperson shall declare such persons duly elected as Ordinary Board Members.



20. Election of Office Bearers

- 20.1 The Office Bearers of the Board shall comprise:
- 20.1.1 the Chairperson;
 - 20.1.2 two Deputy Chairpersons; and
 - 20.1.3 the Treasurer.
- 20.2 The Public Officer shall as soon as reasonably practicable after the Annual General Meeting conduct an election among the Board Members for the purpose of electing the Chairperson (if required by the operation of clause 20.3), two deputy Chairpersons and the Treasurer. The election:
- 20.2.1 should (subject to any urgency) be conducted at a meeting of the Board within two (2) weeks of the Annual General Meeting; and
 - 20.2.2 may be conducted by teleconference, videoconference, email or other means determined by the Public Officer if there is an urgent need to determine the Office Bearers (or any one of them).
- 20.3 The Chairperson shall hold that office for a period of approximately three (3) years being the period between four (4) consecutive Annual General Meetings counted from the meeting held in accordance with clause 20.2 shortly after the Annual General Meeting (such that the first Annual General Meeting is the meeting immediately prior to the meeting called by the Public Officer in accordance with clause 20.2, the second and third Annual General Meetings are the approximate mid point of the Chairperson's term of office and the fourth Annual General Meeting is the end of the Chairperson's term of office) or until they retire or are expelled (whichever is the sooner).
- 20.4 The two deputy Chairpersons and the Treasurer shall hold those positions for a period of approximately three (3) years being the period between four (4) consecutive Annual General Meetings counted from the meeting held in accordance with clause 20.2 shortly after the Annual General Meeting (such that the first Annual General Meeting is the meeting immediately prior to the meeting called by the Public Officer in accordance with clause 20.2, the second and third Annual General Meetings are the approximate mid point of their term of office and the fourth Annual General Meeting is the end of their term of office) or until they retire or are expelled (whichever is the sooner).
- 20.5 The Executive Board shall be comprised of the Chairperson, two Deputy Chairpersons and the Treasurer. The function of the Executive Board shall be defined by the Board from time to time.
- 20.6 In the event of a vacancy for whatever reason during the term of an Office Bearer, the Public Officer shall as soon as reasonably practicable convene a meeting of the Board to elect a replacement who shall then hold that office for the remainder of the term.

21. Appointment of Members to the Board

- 21.1 The Board may (in its absolute discretion) appoint any number of people to the Board as Appointed Board Members, but so that the total number of Board Members shall not at any time exceed thirteen (13) to:



- 21.1.1 fill any vacancy in the Board; or
- 21.1.2 supplement the knowledge, skills, expertise or representative capacity of the Board from time to time.
- 21.2 Appointed Members may be appointed as an Office Bearer from their appointment until the next Annual General Meeting where the appointment as an Office Bearer can be ratified.
- 21.3 An Appointed Board Member has the same voting right as any Ordinary Board Member (but not the Chairperson).
- 21.4 The Board may appoint a person who is not a Member of the Council as an Appointed Board Member on the undertaking of that person to become a Member and to pay the membership subscription within 14 days of appointment.
- 21.5 Appointed Board Members hold office for a period of between 1 and 2 years commencing on the date they were appointed by the Board and concluding at the second Annual General Meeting after their appointment.
- 21.6 An Appointed Board Member may nominate for election as an Ordinary Board Member.



22. Board Meetings

- 22.1 Subject to this Constitution and the Act, the Board may otherwise determine its own procedures.
- 22.2 Meetings:
- 22.2.1 shall be held with such frequency or at such intervals as the Board may from time to time determine but generally shall be held at least every eight (8) weeks; and
- 22.2.2 must be convened by the Public Officer in the event of a request by five (5) Board Members along with at least one notice of motion.
- 22.3 The Public Officer must give notice to the Board Members of a Board meeting stating the time and place at which the meeting will be held.
- 22.4 The Public Officer shall provide an agenda at least 3 days before the meeting to which it relates is held except where the meeting is held to deal with an emergency.
- 22.5 Any Board Member may give a notice of motion to the Public Officer at least 5 clear days before the date of the meeting at which the motion is to be moved and such a motion will be included in the agenda.
- 22.6 A Board Member may also bring forward any business by way of a motion without notice.
- 22.7 The Chair of the meeting may refuse to accept a motion without notice if the subject matter is, in his or her opinion, beyond the power of the Board.

- 22.8 The quorum for a meeting of the Board is 50% of all Board Members (ignoring any fraction) plus 1.
- 22.9 If at the expiration of 30 minutes from the time specified in the notice of meeting as the time of commencement a quorum is not present, the meeting shall adjourn to a specified day and time.
- 22.10 If a meeting is adjourned for want of a quorum, the Public Officer will record in the minute book the reason for the adjournment, the names of any Board Members present, and the date and time to which the meeting is adjourned.
- 22.11 If a meeting is adjourned to another day, the Public Officer must give notice of the adjourned meeting to each Board Member setting out the date, time and place of the meeting.
- 22.12 The Chairperson shall chair meetings and if the Chairperson is absent from a meeting, a Deputy Chairperson (or in the absence of any Deputy Chairperson, another Board Member) chosen by the Board Members present at the meeting will preside at the meeting.
- 22.13 A decision carried by a majority of the votes cast by Board Members at a meeting is a decision of the Board.
- 22.14 Each Board Member present at a meeting has 1 vote on any question arising for decision, and if the votes are equal, the Board Member presiding at the meeting may also exercise a casting vote.
- 22.15 The Board must cause accurate minutes to be kept of its proceedings.
- 22.16 Meetings may be conducted in private or in the company of such persons as the Board may from time to time determine or allow.
- 22.17 The Board may meet together either in person or by telephone or audio visual conference or any combination of those means for the despatch of business.
- 22.18 A Board Member may attend a meeting in person or by audio or audio visual technology so long as all Members of the Board attending by any means are able to consider the matters the subject of deliberations and communicate their views and votes on all matters.
- 22.19 Participation through the use of technology will be counted towards the calculation of a quorum for that meeting.
- 22.20 A resolution passed through the use of technology is treated as having been passed at a meeting of the Board held on the day and at the time of which the conference was held.
- 22.21 If the majority of the Board Members sign a document containing a statement that they are in favour of a resolution in the terms set out in the document, a resolution in those terms is treated as having been passed at a meeting of the Board held on the day at the time at which the document was signed by the last Board Member.
- 22.22 Any written resolution may consist of either:



- (a) several documents in like form, each signed by one or more Board Members (with signatures being provided in original form or electronically); or
- (b) a collection of emails from the Board Members confirming their opposition to the proposed resolution.



22.23 Board Members are required to attend all Board meetings. If a Board Member cannot attend, the Board Member must submit an apology. A Board Member is required to seek permission of the Board if they intend to be absent from three consecutive Board Meetings or from 50% of the Board Meetings held over the preceding 12 month period. If permission is not sought or granted the Board Member may be ineligible to retain their seat.

23 Removal of Board Members

- 23.1 A Board Member shall not retain their seat on the Board if they:
- (a) submit notice of their resignation in writing to the Board;
 - (b) are disqualified from being a Board Member by the Act;
 - (c) are expelled as a Member under this Constitution;
 - (d) for Ex Officio Board Members, are no longer the duly appointed representative as set out in clause 18;
 - (e) are absent without apology for more than four meetings in a financial year;
 - (f) are absent from three consecutive Board Meetings or from 50% of Board Meetings held over a preceding 12 month period, without permission of the Board; and/or
 - (g) act inconsistently with the objects of the Council and/or bring the Council into disrepute.

24. Committees

- 24.1 The Board may create any committee or subcommittee to deal with its affairs and provide advice as the Board thinks fit.
- 24.2 Any committee may be comprised of any persons the Board thinks fit but must include at least one Member of the Council.
- 24.3 The Board may delegate its powers and functions to such committees as it thinks fit.

25. General Meetings

- 25.1 A General Meeting of Members:
- 25.1.1 may be convened by the Board as it sees fit; and

- 25.1.1 must be convened by the Public Officer in the event of a request by twenty (20) Members along with at least one notice of motion
- 25.2 A Member may bring forward any business in the form of a written motion.
- 25.3 The Public Officer must give fourteen (14) days notice to the Members of a General Meeting:
- 25.3.1 stating the time and place at which the meeting will be held; and
- 25.3.2 including an agenda of the motions to be considered and matters to be canvassed at the meeting.
- 25.4 A Member may also bring forward any business by way of a motion without notice.
- 25.5 The Chair of the meeting may refuse to accept a motion without notice if the subject matter is, in his or her opinion, beyond the power of the Board.
- 25.6 The quorum for a General Meeting is ten (10).
- 25.7 A Member may attend a meeting in person or by audio or video service (so long as all Members attending by any means are able to consider the matters the subject of deliberations and communicate their views and votes on all matters).
- 25.8 A Member may appoint a proxy by notice in writing (including by email) delivered to the Chairperson who must declare their existence to the meeting before any motion being put at which a proxy is cast.
- 25.9 If at the expiration of thirty (30) minutes from the time specified in the notice of meeting as the time of commencement a quorum is not present, the Chair will adjourn the meeting to a specified day and time.
- 25.10 If a meeting is adjourned for want of a quorum, the Public Officer will record in the minute book the reason for the adjournment, the names of any Members present, and the date and time to which the meeting is adjourned.
- 25.11 If a meeting is adjourned to another day, the Public Officer must give notice of the adjourned meeting to each Member setting out the date, time and place of the meeting.
- 25.12 The Chairperson shall chair a General Meeting and if the Chairperson is absent from a meeting, a Deputy Chairperson (or in the absence of any Deputy Chairperson, another Board Member) chosen by the Members present at the meeting will preside at the meeting.
- 25.13 A decision carried by a majority of the votes cast by Members at a General Meeting is a decision of the Council.
- 25.14 Each Member present at a meeting has 1 vote on any question arising for decision, and if the votes are equal, the Member presiding at the meeting may exercise a casting vote.



26. Annual General Meeting

- 26.1 The financial year of the Council shall be from 1 July to the last day of the financial year.
- 26.2 The Annual General Meeting shall be held no more than five (5) months from the end of the financial year.
- 26.3 No less than twenty eight (28) days prior to the proposed date of the Annual General Meeting the Public Officer shall cause a notice to be sent to all Members advising of the time, date and place of the Annual General Meeting
- 26.4 Any Member may, no less than twenty one (21) days prior to the Annual General Meeting provide to the Public Officer notice of:
- 26.4.1 any motion that the Member proposes to move at the Annual General Meeting; and
 - 26.4.2 any nomination for election as an Ordinary Board Member.
- 26.5 No less than fourteen (14) days prior to the Annual General Meeting the Public Officer shall send to all Members notice of the:
- 26.5.1 agenda for the Annual General Meeting;
 - 26.5.2 motions and any other business for consideration; and
 - 26.5.3 nominations for election as Ordinary Board Members.
- 26.6 The procedure for the Annual General Meeting shall be the same as for a General Meeting.
- 26.7 The quorum for the Annual General Meeting is ten (10).

27. Notice

- 27.1 Notices may be given by email or by ordinary pre-paid post to Members to the address indicated by the Member to the Public Officer from time to time.
- 27.2 Notices shall be deemed to be sent:
- 27.2.1 by email on the day sent (if sent before 5.00pm); or
 - 27.2.2 by post on the day on which they are posted (if posted before 4.00pm).
- 27.3 Notices to the Council must be delivered in writing to its registered office during normal business hours.

28. Auditor

- 28.1 The Council shall appoint (or re-appoint) an Auditor at the Annual General Meeting for the following financial year.



29. Public Officer

- 29.1 The Board must appoint (or confirm the appointment of) a Public Officer at the first Board Meeting following the Annual General Meeting.
- 29.2 The Board may from time to time remove any such Public Officer and appoint another person as a Public Officer.



30. Indemnity - section 39B

- 30.1 The Council may carry insurance or enter into any insurance contract and or indemnify any officer or auditor to the extent permitted by section 39B of the Act.
- 30.2 Subject to the Act, every person who is or has been an Officer must be indemnified out of the property of the council against any Liabilities incurred in connection with that person's position as an Officer except a Liability:
- 30.2.1 owed to the Council; or
 - 30.2.2 that did not arise out of conduct in good faith; or
 - 30.2.3 for legal costs in defending or resisting proceedings in which the person is found by a court to have a liability for which the person cannot be indemnified under any of the foregoing provisions of this clause; or
 - 30.2.4 for legal costs in defending or resisting civil or criminal proceedings in which the person fails to secure a judgement in their favour or is found to be guilty.
- 30.3 For the purposes of this clause 30:
- 30.3.1 legal costs means legal costs on a solicitor and own client basis;
 - 30.3.2 proceedings means any initial legal proceeding and any appeal proceeding; and
 - 30.3.3 property means any payment received from an insurer subsequent to the filing of a claim with an insurer.
- 30.4 The Council need not indemnify a person under this clause 30 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of that Liability under a contract of insurance.
- 30.5 Where a person seeks to rely on the indemnity contained in this clause 30, that person must:
- 30.5.1 immediately notify the Council of any claim which gives rise to or could give rise to a Liability of the Council to that person under the indemnity;
 - 30.5.2 permit the Council to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings

and to settle or compromise the claim or make any admission or payment in relation thereto;

- 30.5.3 not make any admission without the prior written consent of the Council; and
- 30.5.4 promptly render all reasonable assurance and co-operation to the Council as requested by the Council.



- 30.6 The Council must make available for inspection by any person who is or has been an Officer the books and records of the Council at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officer:
- 30.6.1 to which the person is a party; or
- 30.6.2 that the person proposes in good faith to bring; or
- 30.6.3 that the person has reason to believe will be brought against the person.
- 30.7 The obligations of the Council in respect of any person who is or has been an Officer under clause 16.5 cease on the expiry of seven years after that person ceases to be an Officer.

31. Winding up

- 31.1 The Council may be wound up in the manner provided for in the Act.
- 31.2 If, upon dissolution of the Council, there remains, after the satisfaction of its debts and liabilities any money or any property whatsoever, the remaining money and property must be transferred to a fund, authority or institution determined by the General Meeting:
- 31.2.1 which has been endorsed as a Deductible Gift recipient;
- 31.2.2 which has objects similar to those of the Council; and
- 31.2.3 whose rules prohibit the distribution of its income among its Members.

32. Income and property

- 32.1 The income and property of the Council shall be applied solely towards promotion of the Objects.
- 32.2 The Council shall not carry on any trade or business or engage in any transaction with a view to pecuniary gain or benefit of any of the Members.
- 32.3 No Members shall have any personal claim on any property of the Council and no part of the income or property of the Council shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the members of the Council, however the Board may pay the reasonable expenses of a Board Member in attending meetings or otherwise undertaking business of the Council.

33. Amendment to Constitution

- 33.1 This Constitution may be amended by special resolution of the Council passed at a duly convened meeting of the Members of the Council if:
- 33.1.1 at least 21 days written notice specifying the intention to propose a resolution as a special resolution has been given to all Members of the Council; and
 - 33.1.2 it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such Members of the Council, as being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.

