

Constitution of Hunter Business Chamber

ACN 083 977 459

ABN 96 083 977 459

A company limited by guarantee

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Constitution of Hunter Business Chamber

Date [insert date special resolution of Members passes]

Preliminary

1 Name of the Company

The name of the company is Hunter Business Chamber.

2 Type of Company

The Company is a Not-for-profit public company limited by guarantee.

3 Limited liability of Members

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

4 The guarantee

Each Member must contribute an amount not more than \$50 to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for any:

- (a) debts and liabilities of the Company incurred before the Member stopped being a Member; and
- (b) costs of winding up.

Definitions and interpretation

5 Definitions

In this constitution:

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

Annual General Meeting means the General Meeting held annually pursuant to clause 27.1.

ASIC means the Australian Securities & Investment Commission.

Board means the directors of the Company, acting collectively.

Chief Executive Officer means the person appointed from time to time by the Board as the Company's chief executive officer in accordance with clause 68.

Circular Resolution means a resolution of Members or directors passed without a meeting being held in the manner outlined in clause 37 (for Members' resolutions) or clause 67 (for directors' resolutions).

Company means the company referred to in clause 1.

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

Executive means the committee of directors formed in accordance with clause 52.

Financial and Voting Member means a Member of the Company that has the right to vote, is required to pay a membership fee and has paid any applicable membership fee due to the Company.

General Meeting means a meeting of Members.

Honorary Member means a person admitted to the category of membership of the Company referred to at clause 12.1(d) and whom the Board have considered, at their sole discretion, to have provided distinguished services to the Company or whom have otherwise displayed special characteristics warranting such esteemed membership.

Hunter First Member means a Member of the Company being a business with a significant presence, interest or stake in the Hunter Region.

Hunter Region means such geographical area as the Board so decide from time to time.

Immediate Past President means the last director appointed to the role of President by the Company's Board.

Initial Member means a person who is named in the Register of Members at the time this constitution is last approved by Special Resolution of Members.

Local Chamber Alliance means the alliance established between the Special Member and Local Chambers within the Hunter Region which provide an opportunity for a Local Chamber and its members to have the benefits of membership of the Special Member.

Member means a member of the Company approved in accordance with this constitution.

Members Present means, in connection with a General Meeting, each Member present in person, by representative, by proxy or via Virtual Meeting Technology at the venue or venues for the meeting.

Members' Resolution has the meaning given to that term in clause 35.1(a).

Members' Statement has the meaning given to that term in clause 35.1(b).

Not-For-Profit means an organisation that does not operate for the profit or gain of its individual members, whether these gains would have been direct or indirect. This applies both while the organisation is operating and when it winds up.

NSWBC Member means a full financial member of NSW Business Chamber Limited ACN 000 014 504 from time to time.

President means a director appointed to the role of President in accordance with clause 52.1.

Register of Members means the register of Members of the Company maintained in accordance with clause 13 and the Corporations Act.

Secretary means the person appointed by the Board to be the Company's Secretary in accordance with clause 69.

Senior Vice President means a director appointed to the role of Senior Vice President in accordance with clause 52.1.

Special Member means NSW Business Chamber Limited ACN 000 014 504 and its successors.

Special Resolution means a resolution:

- (a) of which notice has been given under clause 28.5(e); 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 means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

Vice President means a director appointed to the role of Vice President in accordance with clause 52.1.

Virtual Meeting Technology means a form of virtual technology that is reasonable and allows Members who are entitled to attend and do attend General Meetings, as a whole, to vote and to exercise orally and in writing any rights of those Members to ask questions and make comments.

6 Reading this constitution with the Corporations Act

- 6.1 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 6.2 While the Company is registered as a charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.
- 6.3 If the Company is not registered as a charity, the Corporations Act overrides any clause in this constitution which is inconsistent with the Corporations Act.
- 6.4 A word or expression that is defined in the Corporations Act, or used in that Act and covering the same subject, has the same meaning as in this constitution.

7 Interpretation

In this constitution:

- (a) words importing persons shall include partnerships, associations, corporations, companies unincorporated and incorporated whether by act of Parliament or otherwise as well as individuals;
- (b) words importing singular include plural and vice versa and words importing any gender shall include all other genders;

- (c) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing works in a visible form including all forms of electronic transmission;
- (d) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
- (e) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Objects and powers

8 Objects

- 8.1 The primary object of the Company is to pursue charitable purposes, specifically, the promotion of the development of business, industry, trade and commerce in the Hunter Region.
- 8.2 In carrying out the Company's principal purpose, the Company shall:
 - (a) act as an independent representative body in the Hunter Region for the development thereof;
 - (b) foster knowledge of the Hunter Region nationally and internationally;
 - (c) engage in other activities as opportunities present themselves and as decided by the Board;
 - (d) promote and maintain cooperation, collaboration and close relations with other like-minded organisations, and with other groups representing business interests within the Hunter Region;
 - (e) offer unified representation for business in the Hunter Region;
 - (f) create opportunities for Members to share knowledge, expertise and resources, and to develop productive business relationships to achieve the Company's primary object at clause 8.1;
 - (g) provide such services as deemed appropriate to facilitate business;
 - (h) continue to maintain and grow the Hunter First membership category and branding; and
 - (i) do anything else necessary or incidental to achieve the Company's primary object as outlined at clause 8.1.

9 Powers

Subject to clause 10, the Company has the following legal capacity and powers, which may only be used to carry out its object(s) set out in clause 8:

- (a) the powers of an individual; and
- (b) all the powers of a company limited by guarantee under section 124 of the Corporations Act.

10 Not-For-Profit

- 10.1 The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in clauses 10.2 and 82.
- 10.2 Clause 10.1 does not stop the Company from doing the following things, provided they are done in good faith:
- (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company; or
 - (b) making a payment to a Member in carrying out the Company's object(s).

11 Amending the constitution

- 11.1 Subject to clause 11.4, the Members may amend this constitution by passing a Special Resolution.
- 11.2 If the Company is not a charity and the Company adopts, amends or repeals any part of this constitution, the Company must lodge the Special Resolution which adopts, amends or repeals the constitution with ASIC within 14 days of the resolution being passed. The Company must also lodge with ASIC within that period:
- (a) if the Company adopts a constitution, a copy of that constitution; or
 - (b) if the Company modifies its constitution, a copy of that modification,
- 11.3 A Special Resolution making material alteration to clauses 3, 4, 8, 10, 81 or 82, of this constitution has no effect unless approved or accepted by the Australian Tax office, ASIC, ACNC or other applicable regulatory authority, where required.
- 11.4 Where the Company is a charity registered with the ACNC, the Members must not pass a Special Resolution that amends this constitution if passing it causes the Company to no longer be a charity.

Members

12 Categories of membership

- 12.1 Membership shall be comprised of the following categories:
- (a) the Special Member;
 - (b) Hunter First Members;
 - (c) NSWBC Members who, in accordance with any current or future agreements between the Company and the Special Member, are entitled to become Members of the Company; and
 - (d) Honorary Members,
- being such persons (as defined in clause 7(a)) the Board allows to be a Member, in accordance with this constitution.
- 12.2 An individual may be appointed as an Honorary Member for life or for a lessor period determined by the Board and the Board may terminate the appointment of an Honorary Member notwithstanding the period of appointment at any time. Honorary

Members shall not be required to pay a membership fee, however, this does not exempt an individual from paying membership fees that apply to businesses they may represent under the other categories referred to at clause 12.1. Honorary Members have the right to vote and to propose or second any motions/ Member resolutions brought to a General Meeting of the Company.

12.3 The Board may establish new categories of membership from time to time and may assign rights to such new categories of Members, including the right to vote at General Meetings.

12.4 The Board must not remove categories of membership or alter the rights of Members once admitted to membership without approval from Members at a General Meeting.

13 Register of Members

13.1 The Company must establish and maintain a Register of Members. The Register of Members must be kept by the Secretary and must contain:

(a) for each current Member:

- (i) name;
- (ii) address;
- (iii) category of membership;
- (iv) any electronic address;
- (v) any alternative address (including an electronic address) nominated by the Member for the service of notices; and
- (vi) the date the Member was entered on to the register.

(b) for each person who stopped being a Member in the last seven years:

- (i) name;
- (ii) address;
- (iii) any electronic address;
- (iv) any alternative address (including an electronic address) nominated by the Member for the service of notices; and
- (v) the dates the membership started and ended.

14 Who can be a Member

14.1 A person who supports the objects of the Company, and where applicable, meets the eligibility criteria for the relevant category of membership they wish to apply for and is a bona fide employer of labour or engaged in Australian industry, trade and commerce with a registered business or company number is eligible to apply to be a Member of the Company under clause 15.

15 How to apply to become a Member

15.1 A person (as defined in clause 7(a)) may apply to become a Member of the Company by writing to the Secretary stating that they:

(a) want to become a Member;

- (b) support the object(s) of the Company; and
- (c) agree to comply with the Company's constitution, including paying the guarantee under clause 4 if required.

15.2 The Board may require an application for membership to be in a particular form.

16 Board decides whether to approve membership

16.1 The Board must consider an application for membership within a reasonable time after the Secretary receives the application.

16.2 If the Board approves an application, the Secretary must as soon as possible:

- (a) send an invoice for the applicable membership fee (if required and provided payment has not already been received);
- (b) once payment of the applicable membership fee has been made by the applicant (if required), enter the new Member on the register of Members; and
- (c) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 19).

16.3 If the Board rejects an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons. The Secretary must also refund any membership fees received in good faith within a reasonable period of time.

16.4 For the avoidance of doubt, the Board may approve an application even if the application does not state the matters listed in clauses 15.1(a), 15.1(b) or 15.1(c). In that case, by applying to be a Member, the applicant agrees to those three matters.

17 Membership fees

17.1 The Board may determine from time to time:

- (a) the application fee (if any) payable by an applicant for membership;
- (b) the amount of the annual subscription fee (if any) payable by each Member, which may differ according to the category of membership; and
- (c) the payment method and due date for payment of each amount payable by a Member.

17.2 Each Member must pay to the Company the amounts determined under this clause in accordance with clause 17.1(c) above.

18 Levies

18.1 The Board may from time to time by resolution impose a levy on each Member on such basis as may in their opinion be regarded as just and equitable for the purpose of providing necessary funds to promote the objects of the Company.

18.2 The levy imposed on each Member shall not exceed the applicable membership fee for that financial year.

19 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.

20 When a person stops being a Member

20.1 A person immediately stops being a Member if they:

- (a) die;
- (b) are wound up or otherwise dissolved or deregistered (in the case of an incorporated Member);
- (c) resign, by writing to the Secretary;
- (d) have not paid their application fee or annual subscription fee within three months of being requested to do so (with the exception of the Special Member);
- (e) are expelled under clause 24 (with the exception of the Special Member);
- (f) in the case of an Honorary Member, have completed the term of membership determined by the Board or have had their appointment terminated by the Board in accordance with clause 12.2;
- (g) in the case of the Special Member, are removed by the Members under clause 20.2; or
- (h) 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.

20.2 The Special Member shall not be removed as a Member of the Company unless and until the Board convenes a General Meeting of Members in accordance with this constitution and at which General Meeting, a Special Resolution is passed by Members Present to remove the Special Member as a Member.. For the sake of clarity, the Special Member is not entitled to vote on the Special Resolution.

21 Representatives of Members that are incorporated or unincorporated bodies

21.1 A Member that is an incorporated or unincorporated body (for example, partnerships or associations) may appoint one individual to represent the Member and exercise all rights that apply to the Member.

21.2 The appointment of a representative by a Member must:

- (a) be in writing;
- (b) include the name of the representative;
- (c) be signed on behalf of the Member; and
- (d) be given to the Company.

21.3 A representative has all the rights of the Member that appointed them, including the right to be nominated as a director of the Company.

21.4 The appointment of a representative may be standing.

22 Member request for constitution

- 22.1 The Company must send a copy of its constitution to a Member of the Company within 7 days if the Member:
- (a) asks the Company, in writing, for the copy; and
 - (b) pays any prescribed fee required by the Company.

Dispute resolution and disciplinary procedures

23 Dispute resolution

- 23.1 The dispute resolution procedure in this clause applies to disputes under this constitution between a Member (other than the Special Member) or director and:
- (a) one or more Members (excluding the Special Member);
 - (b) one or more directors; or
 - (c) the Company.
- 23.2 A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 24 until the disciplinary procedure is completed.
- 23.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 23.4 If those involved in the dispute do not resolve it under clause 23.3, they must within 10 days:
- (a) tell the Board about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 23.5 The mediator must be chosen:
- (a) by agreement of those involved; or
 - (b) by the following, where those involved do not agree:
 - (i) for disputes between Members, the Board; or
 - (ii) for all other disputes, the president of the law institute or society in the state or territory in which the Company has its registered office.
- 23.6 A mediator chosen by the Board under clause 23.5(b)(i)
- (a) may be a Member or former Member of the Company;
 - (b) must not have a personal interest in the dispute; and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 23.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;

- (c) ensure that those involved are given natural justice; and
- (d) not make a decision on the dispute.

24 Disciplining Members

- 24.1 In accordance with this clause, the Board may resolve to warn, suspend or expel a Member (other than the Special Member) from the Company if the Board consider that:
- (a) the Member has breached this constitution; or
 - (b) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.
- 24.2 At least 14 days before the directors' meeting at which a resolution under clause 24.1 will be considered, the Secretary must notify the Member in writing:
- (a) that the Board are considering a resolution to warn, suspend or expel the Member;
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting;
 - (c) what the Member is said to have done or not done;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the Member may provide an explanation to the Board, and details of how to do so.
- 24.3 Before the Board pass any resolution under clause 24.1, the Member must be given a chance to explain or defend themselves by:
- (a) sending the Board a written explanation before that directors' meeting; and/or
 - (b) speaking at the meeting.
- 24.4 After considering any explanation under clause 24.3, the Board may:
- (a) take no further action;
 - (b) warn the Member;
 - (c) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (d) expel the Member;;
 - (e) refer the decision to an unbiased, independent person on conditions that the Board consider appropriate (however, the person can only make a decision that the Board could have made under this clause); or
 - (f) require the matter to be determined at a General Meeting.
- 24.5 The Board cannot fine a Member.
- 24.6 The Secretary must give written notice to the Member of the decision under clause 24.4 as soon as possible.
- 24.7 Disciplinary procedures must be completed as soon as reasonably practical.

- 24.8 There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

General Meetings of Members

25 General meetings called by the Board

- 25.1 The Board may call a General Meeting.
- 25.2 If Members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the Board must:
- (a) within 21 days of the Members' request, give all Members notice of a General Meeting; and
 - (b) hold the General Meeting within two months of the Company receiving the Members' request.
- 25.3 The percentage of votes that Members have (in clause 25.2) is to be calculated as at midnight before the Members request is given to the Company.
- 25.4 The Members who make the request for a General Meeting must:
- (a) state in the request any resolution to be proposed at the meeting;
 - (b) sign the request; and
 - (c) give the request to the Company.
- 25.5 Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.

26 General meetings called by Members

- 26.1 If the Board does not call the meeting within 21 days of being requested under clause 25.2, Members with 50% or more of the votes of all the Members who made the request may call and arrange to hold a General Meeting.
- 26.2 To call and hold a meeting under clause 26.1 the Members must:
- (a) as far as possible, follow the procedures for General Meetings set out in this constitution; and
 - (b) hold the General Meeting within three months after the request was given to the Company.
- 26.3 The Members requesting a meeting under clause 26.1 may request the Company for a copy of the Company's Register of Members for the purposes of calling the meeting, which the Company must provide to the Members making the request at no cost.
- 26.4 The Company must pay the Members who request the General Meeting any reasonable expenses they incur because the Board did not call and hold the meeting.

27 Annual General Meeting

- 27.1 The Annual General Meeting must be held:
- (a) within 18 months after registration of the Company; and
 - (b) after the first Annual General Meeting, at least once in every calendar year and within five months after the end of its financial year.
- 27.2 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:
- (a) a review of the Company's activities;
 - (b) a review of the Company's finances;
 - (c) consideration of the annual financial report, directors' report and auditor's report (if any);
 - (d) the election of directors; and
 - (e) the appointment and payment of auditors, if any.
- 27.3 Before or at the Annual General Meeting, the Board must give information to the Members on the Company's activities and finances during the period since the last Annual General Meeting.
- 27.4 The chairperson of the Annual General Meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

28 Notice of General Meetings

- 28.1 Notice of a General Meeting must be given to:
- (a) each Member entitled to vote at the meeting;
 - (b) each director; and
 - (c) the auditor (if any).
- 28.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- 28.3 Subject to clause 28.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
 - (b) for any other General Meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 28.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director;
 - (b) appoint a director in order to replace a director who was removed; or
 - (c) remove an auditor.

28.5 Notice of a General Meeting must include:

- (a) the place, date and time for the meeting if there is only one location at which the Members are entitled to physically attend;
- (b) if the meeting is to be held in two or more places at which the Members are entitled to physically attend, the place, date and time for the meeting at each location, and the main location for the meeting;
- (c) if the meeting is to be held using Virtual Meeting Technology only, sufficient information to allow the Members to participate in the meeting by means of the technology that will be used to facilitate this;
- (d) the general nature of the meeting's business;
- (e) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
- (f) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - (i) the proxy does not need to be a Member of the Company;
 - (ii) the proxy form must be delivered to the Company at its registered address or an alternative address (including an electronic address), which must be specified in the statement; and
 - (iii) the proxy form must be delivered to the Company at least seven days before the meeting.

28.6 If a General Meeting is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

29 Quorum at General Meetings

29.1 The quorum for General Meetings is 30 Members, including the Special Member.

29.2 Subject to clause 29.5, for a General Meeting to be held, the quorum must be present (in person, by proxy, by representative or via Virtual Meeting Technology) 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).

29.3 Subject to clause 29.5, no business may be conducted at a General Meeting if a quorum is not present.

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

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

- 29.5 If no quorum is present at the resumed meeting within 15 minutes after the starting time set for that meeting, the Special Member present (in person, by proxy, by representative or via Virtual Meeting Technology) at the resumed meeting shall constitute a quorum for the purposes of the resumed meeting.

30 Auditor's right to attend meetings

- 30.1 The auditor (if any) is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 30.2 The Company must give the auditor (if any) any communications relating to the General Meeting that a Member of the Company is entitled to receive.
- 30.3 The auditor (if any) may authorise a person in writing as their representative for the purpose of attending and speaking at any General Meeting.

31 Using technology to hold meetings

- 31.1 The Company may hold a General Meeting:
- (a) at one or more physical venues; or
 - (b) at one or more physical venues and using Virtual Meeting Technology; or
 - (c) using Virtual Meeting Technology only.
- 31.2 A General Meeting held in accordance with a method set out in clause 31.1 must comply with any requirements set out in the Corporations Act and give the Members entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting.
- 31.3 The place at which a General Meeting is held is taken to be:
- (a) if held under clause 31.1(a) or 31.1(b), the main physical venue of the meeting as set out in the notice; or
 - (b) if held under clause 31.1(c), at the registered office of the Company.
- 31.4 A Member who attends the meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting while so attending.

32 Chairperson for General Meetings

- 32.1 The President will chair General Meetings, or in the President's absence, the Senior Vice President or Vice President, subject to clause 32.2.
- 32.2 The Members Present and entitled to vote at a General Meeting may choose another director or Member to be the chairperson for that meeting if:
- (a) neither the President, Senior Vice President or Vice President are present within 30 minutes after the starting time set for the meeting; or
 - (b) either the President, Senior Vice President or Vice Present are present but say they do not wish to act as chairperson of the meeting.

33 Role of the chairperson

- 33.1 The chairperson is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 33.2 The chairperson shall have a second or additional casting vote in addition to the vote they hold as Member of the Company.

34 Adjournment of meetings

- 34.1 If a quorum is present, a General Meeting must be adjourned if a majority of Members Present direct the chairperson to adjourn it.
- 34.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

35 Members' resolutions and statements

- 35.1 Members with at least 5% of the votes that may be cast on a resolution or at least 100 Members who are entitled to vote at a general meeting may give:
 - (a) written notice to the Company of a resolution they propose to move at a General Meeting (**Members' Resolution**); and/or
 - (b) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (**Members' Statement**).
- 35.2 A notice of a Members' Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- 35.3 A request to distribute a Members' Statement must set out the statement to be distributed, be signed by the Members making the request and be given to the Company.
- 35.4 A notice or request under this clause 35 must be given at least seven days before the General Meeting it is to be considered at.
- 35.5 Separate copies of a document setting out a notice or a request may be signed by Members if the wording is the same in each copy.
- 35.6 The percentage of votes that Members have (as described in clause 35.1) is to be calculated as at midnight before the request or notice is given to the Company.
- 35.7 If the Company has been given notice of a Members' Resolution under clause 35.1(a), the resolution must be considered at the next General Meeting held no more than two months after the notice is given.
- 35.8 This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.

36 Company to distribute Members' Resolution or Members' Statement

- 36.1 If the Company has been given a notice or request under clause 35:
- (a) in time to send the notice of Members' Resolution or a copy of the Members' Statement to Members with a notice of General Meeting, it must do so at the Company's cost; or
 - (b) too late to send the notice of Members' Resolution or a copy of the Members' Statement to Members with a notice of General Meeting, then the Members that proposed the Members' Resolution or made the Members' Statement must pay the expenses reasonably incurred by the Company in giving Members notice of the Members' Resolution or a copy of the Members' Statement. However, the Members may subsequently pass a resolution at a General Meeting for the Company to pay these expenses.
- 36.2 The Company does not need to send the notice of Members' Resolution or a copy of the Members' Statement to Members if:
- (a) it is more than 1,000 words long;
 - (b) the Board consider it may be defamatory;
 - (c) clause 36.1(b) applies, and the Members that proposed the Members' Resolution or made the Members' Statement have not paid the Company enough money to cover the expenses reasonably incurred by the Company in giving Members notice of the Members' Resolution or a copy of the Members' Statement; or
 - (d) in the case of a 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.

37 Circular Resolutions of Members

- 37.1 Subject to clause 37.3, the Board may put a resolution to the Members to pass a Circular Resolution.
- 37.2 The Board 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.
- 37.3 Circular Resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director;
 - (b) for passing a Special Resolution; or
 - (c) where the Corporations Act or this constitution requires a meeting to be held.
- 37.4 A Circular Resolution is passed if all the Members entitled to vote on the resolution sign or agree to the Circular Resolution, in the manner set out in clause 37.5 or clause 37.6. The Circular Resolution is taken to be passed at the time and date when the last Member signs or agrees (in accordance with clause 37.6).

- 37.5 Members may sign:
- (a) a single document setting out the Circular Resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 37.6 The Company may send a Circular Resolution by email to Members and Members may agree by sending a reply email to that effect.

Voting at General Meetings

38 How many votes a Member has

- 38.1 Subject to clause 20.2, at any General Meeting at which the Special Member is present (in person, by representative, by proxy or via Virtual Meeting Technology), the Special Member's vote shall represent and be counted as 51% of the total number of votes cast by Members entitled to vote at General Meetings.
- 38.2 All other Members of the Company assigned the right to vote in accordance with this constitution or by the Board in accordance with clause 12.3, shall have one vote, apart from the chairperson of the meeting who shall be entitled to exercise a second casting vote in accordance with clause 32.2.

39 Challenge to Member's right to vote

- 39.1 A Member or the chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- 39.2 If a challenge is made under clause 39.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

40 How voting is carried out

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

41 When and how a poll must be held

- 41.1 A poll may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five Members present;

- (b) Members Present with at least 5% of the votes that may be passed on the resolution on a poll (calculated as at the midnight before a poll is demanded); or
 - (c) the chairperson.
- 41.2 A poll must be taken when and how the chairperson directs, unless clause 41.3 applies.
- 41.3 A poll must be held immediately if it is:
 - (a) for the election of a chairperson under clause 32.2; or
 - (b) to decide whether to adjourn the meeting.
- 41.4 A demand for a poll may be withdrawn.

42 Appointment of proxy

- 42.1 A Member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 42.2 The chairperson of a General Meeting may be appointed as a proxy in accordance with this clause by an unlimited number of Members. Any other person may only be appointed as a proxy in accordance with this clause by one Member.
- 42.3 A proxy does not need to be a Member and a proxy may be an individual or a body corporate.
- 42.4 A proxy appointed to attend and vote for a Member has the same rights as the Member to:
 - (a) speak at the meeting;
 - (b) vote (but only to the extent allowed by the appointment); and
 - (c) join in to demand a poll under clause 41.1.
- 42.5 An appointment of proxy (proxy form) must be signed by the Member appointing the proxy and must contain:
 - (a) the Member's name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meeting(s) at which the appointment may be used.
- 42.6 A proxy appointment may be standing.
- 42.7 Proxy forms must be received by the Company at the Company's registered address or an alternative address (as stated in the notice of General Meeting in accordance with clause 28.5(f)(ii)) at least 48 hours before a meeting.
- 42.8 A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.

- 42.9 Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Member:
- (a) dies;
 - (b) is mentally incapacitated;
 - (c) revokes the proxy's appointment; or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 42.10 A proxy appointment may specify the way the proxy must vote on a particular resolution.

43 Voting by proxy

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

Directors

44 Number of directors

- 44.1 The Company must have at least ten and no more than twelve directors (not including alternate directors), made up of:
- (a) eight directors who are selected from the Financial and Voting Members of the Company including at least three directors selected from the Hunter First Members;
 - (b) up to two directors appointed by the Board;
 - (c) whilst the Special Member is a Member of the Company, one director nominated by the Special Member; and
 - (d) one director nominated by the Local Chamber Alliance.
- 44.2 At least two of the Company's directors must ordinarily reside in Australia.
- 44.3 Subject to any resignations, the initial directors are the people who have consented to act as directors and who are named as directors in the application for registration of the Company and directors appointed at the time this constitution was last approved by Special Resolution of Members (**Initial Directors**).

45 Eligibility of directors

A person is eligible for election as a director of the Company if they:

- (a) are over 18 years of age;
- (b) are a Member of the Company, or a representative of a Member of the Company (appointed under clause 21);
- (c) give the Company their signed consent to act as a director of the Company; and
- (d) are not ineligible to be a director under the Corporations Act or the ACNC Act; and
- (e) in the case of the directors referred to at clauses 44.1(c) and 44.1(d), meet the relevant criteria referred to in those clauses.

46 Election and appointment of directors selected from the Financial and Voting Members of the Company

- 46.1 All nominations for directors selected from the Financial and Voting Members of the Company referred to at clause 44.1(a) shall be in writing and signed by two Members or representatives of Members entitled to vote at General Meetings of the Company and must be lodged with the Secretary at least 28 days before the Annual General Meeting.
- 46.2 The Board may implement additional requirements with respect to the form of a nomination for office of director from time to time, which may include for example the requirement to outline the candidate's qualifications and suitability for the role of director.
- 46.3 Apart from:
- (a) the Initial Directors; and
 - (b) directors appointed to fill a casual vacancy or as an additional director in accordance with clause 46.6(b),
- the Members are responsible for electing a director by participating in the ballot process outlined in clause 46.4 (where required) and/or confirming the elected directors by passing a resolution in a General Meeting in accordance with clauses 46.5 and 46.6.
- 46.4 If the number of nominations received by the Secretary in accordance with clause 46.1 exceeds the vacancies, the Secretary must issue a ballot to Members entitled to vote at General Meetings of the Company listing the nominees. The ballot shall be conducted in a manner directed by the Board.
- 46.5 If the number of nominations is not greater than the vacancies, then the chairperson of the General Meeting shall propose resolutions to confirm the nominees as elected directors in accordance with clause 46.6 and any positions not filled shall be considered a casual vacancy to be filled in accordance with clause 46.7.

- 46.6 Each director must be confirmed by a separate resolution, unless:
- (a) the Members Present have first passed a resolution that the appointments may be voted on together; and
 - (b) no votes were cast against that resolution.
- 46.7 The Board may appoint a person as a director to fill a casual vacancy in the office of a director selected from the Financial and Voting Members of the Company if that person:
- (a) is a Member of the Company, or a representative of a Member of the Company (appointed under clause 21);
 - (b) gives the Company their signed consent to act as a director of the Company; and
 - (c) is not ineligible to be a director under the Corporations Act or the ACNC Act.

47 Election and appointment of directors appointed by the Board

The Board may, at any time, appoint a person to fill the position of a director appointed by the Board referred at clause 44.1(b) and such appointments shall be declared at the next Annual General Meeting.

48 Election and appointment of the director nominated by the Special Member

- 48.1 The Special Member may nominate a person to be elected to the office of director referred to at clause 44.1(c) in writing to the Company in a form determined by the Board from time to time.
- 48.2 The Board shall approve the appointment of a director nominated by the Special Member by passing a resolution at the next directors' meeting and the appointment shall be declared at the next Annual General Meeting.

49 Election and appointment of the director nominated by the Local Chamber Alliance

- 49.1 Nominations for the office of director nominated by the Local Chamber Alliance referred to in clause 44.1(d) shall be made in writing to the Company in a form determined by the Board from time to time.
- 49.2 The Board shall consider the nominations at the next directors' meeting and shall have sole discretion in appointing a person nominated in accordance with clause 49.1 and the appointment shall be declared at the next Annual General Meeting.

50 Insufficient number of directors and validity of directors' acts

- 50.1 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.

- 50.2 All acts done at any meeting of directors or by any person acting as a director will be valid as if every such person has been duly appointed and every director was qualified and entitled to vote, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a director or that any director was disqualified or not entitled to vote.

51 Term of office

- 51.1 Subject to clauses 51.2 to 51.5 and clause 53, all directors shall hold office for two year terms, commencing at the directors' meeting or General Meeting at which they are appointed (as applicable) and may be appointed for an additional two consecutive two year terms, not exceeding six consecutive years (subject to clause 51.5).
- 51.2 A director appointed to the office of director nominated by the Special Member in accordance with clause 48 shall remain in office until:
- (a) the Special Member nominates another person to fulfil the office of Special Member nominated director;
 - (b) the Special Member is removed as a Member of the Company; or
 - (c) the director otherwise stops being a director in accordance with clause 53.
- 51.3 Any director (other than the director nominated by the Special Member) elected to the Executive in accordance with clause 52 may be appointed for an additional term of four years following completion of their term under 51.1, however shall not hold office for a continuous period of more than ten years (subject to clause 51.5).
- 51.4 Any director appointed by the Board to fill a casual vacancy in accordance with clause 46.7 must retire at the next Annual General Meeting, however shall be entitled to be re-elected as a director in accordance with this constitution.
- 51.5 A director (other than the director nominated by the Special Member) who has held office for a continuous period of six or more years, or in the case of directors appointed to the Executive, ten or more years, may only be re-appointed or re-elected by a Special Resolution.
- 51.6 If required under the Corporations Act, the Company must notify ASIC within 28 days if a person is appointed as a director or as an alternate director.

52 Executive

- 52.1 After each Annual General Meeting, the Board shall appoint from amongst their numbers:
- (a) a President;
 - (b) a Senior Vice President;
 - (c) a Vice President; and
 - (d) the Immediate Past President, or if the Immediate Past President is unable or unwilling to be appointed, an additional director chosen by the Board,

whom shall collectively form a committee of the Board and shall be called the Executive and shall have delegated functions as determined by the Board from time to time in accordance with clause 55.

- 52.2 Any member of the Executive may have their appointment revoked by the directors.
- 52.3 A quorum for a meeting of the Executive shall be not less than 50% of its Members.
- 52.4 A position on the Executive shall become vacant if:
- (a) the director has their appointment revoked by the Board in accordance with clause 52.2;
 - (b) the director appointed resigns from their position on the Executive in writing to the Company;
 - (c) the director appointed to the Executive stops being a director in accordance with clause 53.
- 52.5 If a position on the Executive becomes vacant for any reason, the Board must elect from amongst their numbers a replacement President, Senior Vice President and Vice President or additional director who may be the Immediate Past President, as the case may be.

53 When a director stops being a director

- 53.1 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 three consecutive directors' meetings without approval from the Board; or
 - (h) become ineligible to be a director of the Company under the Corporations Act or the ACNC Act.
- 53.2 Where the Members contemplate to remove a director pursuant to clause 53.1(c), notice of intention to move the resolution must be given to the Company at least two months before the meeting is to be held subject to section 203D(2) of the Corporations Act. The Company must give a director a copy of the notice once received from the Members and the director is entitled to put their case to the Members.

Powers of directors

54 Powers of directors

- 54.1 The directors are responsible for managing and directing the activities of the Company to achieve the object(s) set out in clause 8.
- 54.2 The directors may use all the powers of the Company except for powers that, under the Corporations Act or this constitution, may only be used by Members.
- 54.3 The directors must decide on the responsible financial management of the Company including:
 - (a) any suitable written delegations of power under clause 55; and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 54.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a Members' Resolution at a General Meeting.

55 Delegation of directors' powers

- 55.1 The Board 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.
- 55.2 The delegation must be recorded in the Company's minute book.

56 Payments to directors

- 56.1 The Company must not pay fees to a director for acting as a director.
- 56.2 The Company may:
 - (a) pay a director for work they do for the Company, other than as a director, if the amount is no more than a reasonable fee for the work done; or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Company.
- 56.3 Any payment made under clause 56.2 must be approved by the Board.
- 56.4 The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.

57 Common Seal

- 57.1 It is not necessary for the Company to have a common seal.
- 57.2 If the Board elect to adopt a common seal, they must provide for the safe custody of the common seal.
- 57.3 The common seal may be used only by the authority of the Board or of a committee of the directors authorised by the Board to authorise the use of the common seal and every document to which the common seal is affixed must be signed by a director and must be countersigned by another director, a Secretary or another person

appointed by the Board to countersign that document or a class of documents in which that document is included.

- 57.4 If the Company has a common seal, it may also have a duplicate common seal.

58 Execution of documents

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

- (a) two directors of the Company; or
- (b) a director and the Secretary.

Duties of directors

59 Duties of directors

The directors must comply with their duties as directors under legislation and common law, and while the Company is a charity registered with the ACNC, with the duties described in governance standard 5 of the regulations made under the ACNC Act.

60 Conflicts of interest

- 60.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a Circular Resolution) in accordance with requirements under:
- (a) legislation;
 - (b) common law;
 - (c) any policies or procedures approved by the Board from time to time; and
 - (d) while the Company is a charity registered with the ACNC, governance standard 5 of the regulations made under the ACNC Act.
- 60.2 A contravention of this clause by a director does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

Directors' meetings

61 When the directors meet

The Board may decide how often, where and when the directors shall meet.

62 Calling directors' meetings

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

63 Chairperson for directors' meetings

- 63.1 The President, or in the President's absence, the Senior Vice President or Vice President will chair directors' meetings, subject to clause 63.2.

- 63.2 The directors at a directors' meeting may choose another director to be the chairperson for that meeting if:
- (a) neither the President, the Senior Vice President or the Vice President are present within 30 minutes after the starting time set for the meeting; or
 - (b) either the President, Senior Vice President or Vice President are present, neither wish to act as chairperson of the meeting.

64 Quorum at directors' meetings

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

65 Using technology to hold directors' meetings

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

66 Passing directors' resolutions

- 66.1 A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.
- 66.2 In the case of an equality of votes, the chairperson of the meeting does not have a second or casting vote.

67 Circular Resolutions of directors

- 67.1 The directors may pass a Circular Resolution.
- 67.2 A Circular Resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 67.3 or clause 67.4.
- 67.3 Each director may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 67.4 The Company may send a Circular Resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect.
- 67.5 A Circular Resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 67.3 or clause 67.4.

Chief Executive Officer

68 Chief Executive Officer

- 68.1 The Board shall appoint a Chief Executive Officer on such terms and remuneration as they see fit.
- 68.2 The Chief Executive Officer may be removed by the Board.

Secretary

69 Appointment and role of Secretary

- 69.1 The Company must have at least one Secretary, who may also be a director or the Chief Executive Officer of the Company.
- 69.2 The Secretary must ordinarily reside in Australia and be at least 18 years of age.
- 69.3 A Secretary must be appointed by the Board (after giving the Company their signed consent to act as Secretary of the Company) and may be removed by the Board.
- 69.4 The Company must notify ASIC of the appointment of the Secretary within 28 days of the Secretary's appointment.
- 69.5 The Board cannot appoint a person who is disqualified from managing corporations under Part 2D.6 of the Corporations Act unless permission is granted by ASIC or leave is granted by the Court.
- 69.6 The Board must decide the terms and conditions under which the Secretary is appointed, including any remuneration.
- 69.7 The role of the Secretary includes (but is not limited to):
- (a) maintaining a register of the Company's Members; and
 - (b) maintaining the minutes and other records of General Meetings (including notices of meetings), directors' meetings and Circular Resolutions.

Minutes and records

70 Minutes and records

- 70.1 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of General Meetings;
 - (b) minutes of Circular Resolutions of Members;
 - (c) a copy of a notice of each General Meeting; and
 - (d) a copy of a Members' Statement distributed to Members under clause 36.
- 70.2 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees); and
 - (b) Circular Resolutions of directors.

- 70.3 To allow Members to inspect the Company's records:
- (a) the Company must give a Member access to the records set out in clause 70.1 in accordance with the requirements set out in the Corporations Act;
 - (b) the Board may authorise a Member to inspect other records of the Company, including records referred to in clause 70.2 and clause 71.1.
- 70.4 The Board must ensure that minutes of a General Meeting or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting; or
 - (b) the chairperson of the next meeting.
- 70.5 The Board must ensure that a record of a Circular Resolution is signed by a director within a reasonable time after the resolution is passed.
- 70.6 The Board must ensure that annual, financial and directors' reports are prepared in accordance with the specifications set out in the Corporations Act and ACNC Act. The rights of certain Members to access these reports are set out in the Corporations Act.
- 70.7 The Company must keep its minute books at:
- (a) its registered office; or
 - (b) its principal place of business in this jurisdiction; or
 - (c) another place in this jurisdiction as approved by ASIC.

71 Financial and related records

- 71.1 The Company must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 71.2 The Company must retain its financial records for at least seven years after completion of the transaction to which the record relates.
- 71.3 The Company must also keep written records that correctly record its operations.
- 71.4 The directors must take reasonable steps to ensure that the Company's records are kept safe.

By-laws

72 By-laws

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

Notice

73 What is notice

- 73.1 Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 74 to 76, unless specified otherwise.
- 73.2 Clauses 74 to 76 do not apply to a proxy form under clause 42.7.

74 Notice to the Company

- 74.1 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 an alternative address notified by the Company to the Members as the Company's alternative address; or
 - (c) sending it to an electronic address notified by the Company to the Members as the Company's electronic address.
- 74.2 The Company must lodge notice of a change of address of its registered office with ASIC not later than 28 days after the date on which the change occurs.

75 Notice to Members

- 75.1 Written notice or any communication under this constitution may be given to a Member:
- (a) in person;
 - (b) by posting it to, or leaving it at the address of the Member in the Register of Members or an alternative address (if any) nominated by the Member for service of notices;
 - (c) sending it to an electronic address nominated by the Member as an alternative address for service of notices (if any); or
 - (d) if agreed to by the Member, by notifying the Member at an electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).
- 75.2 If the Company does not have an address for the Member, the Company is not required to give notice in person.

76 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 fourth day after it is posted with the correct payment of postage costs; and
- (c) given under clause 75.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

77 Company's financial year

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

Indemnity, insurance and access

78 Indemnity

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

79 Insurance

To the extent permitted by law (including the Corporations Act), and if the Board 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.

80 Directors' access to documents

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

Winding up

81 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 82.1.

82 Distribution of Surplus Assets

- 82.1 Subject to the Corporations Act, any other applicable legislation and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more charities:
- (a) domicile in the Hunter Region;
 - (b) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 8; and
 - (c) which also prohibit the distribution of any Surplus Assets to its Members to at least the same extent as the Company
- 82.2 The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.