

Constitution

AUSTRALIAN SCREEN DIRECTORS AUTHORSHIP COLLECTING SOCIETY LIMITED

ACN 071 719 134

A Company Limited by Guarantee under the
Corporations Act 2001 (Cth)

*A Cultural Organisation whose principal
purpose is the promotion of film, video
and television under section 30.300 of the
Income Tax Assessment Act 1997 (Cth)*

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1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution:

- (a) “**ACNC Act**” means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth) and includes the *Australian Charities and Not-for-Profits Regulation 2013* (Cth), as amended;
- (b) “**ADG**” means the Australian Directors Guild;
- (c) “**AGM**” means annual general meeting;
- (d) “**Allocation**” has the meaning given to it in clause 5.6.
- (e) “**ATO**” means the Australian Taxation Office;
- (f) “**Board**” means the board of directors of the Society;
- (g) “**Business Day**” means a day other than a Saturday, Sunday or public holiday in New South Wales;
- (h) “**Chair**” means the chair of the Board appointed from time to time in accordance with this Constitution;
- (i) “**Collecting Society**” means an organisation situated in or outside Australia, which administers the Relevant Right in accordance with the national legislation of the relevant country, and collects and distributes income derived from that Right.
- (j) “**Constitution**” means this Constitution as amended or substituted;
- (k) “**Copyright Act**” means the *Copyright Act 1968* (Cth) as amended;
- (l) “**Corporations Act**” means the *Corporations Act 2001* (Cth) as amended;
- (m) “**Cultural and Charitable Purposes Fund**” and “**Fund**” means a fund established by the Company pursuant to Article 6.
- (n) “**DEGANZ**” means the Directors and Editors Guild of Aotearoa New Zealand (formerly the “Screen Directors Guild of New Zealand”).
- (o) “**DGR**” means deductible gift recipient endorsed under subdivision 30-BA of the ITAA;
- (p) “**Director**” means a director of the Board;
- (q) “**Screen Directors’ Authorship Income**” means that income which is collected by a Collecting Society in respect of a Relevant Right.
- (r) “**Distributable Amount**” in respect of an Accounting Period means the moneys which are available for distribution in that Accounting Period in accordance with and determined pursuant to clause 5.3.
- (s) “**Distribution Scheme**” has the meaning given to it in clause 5.3(d).
- (t) “**Film**” means a Cinematograph Film as defined in the Copyright Act and in the national legislation in any country which confers a Relevant Right. It includes the following: -
 - (i) a film;

- (ii) a television programme;
 - (iii) an episode of a television programme series;
 - (iv) any other audio-visual work or production in a current or future format.
- (u) **“Gift”** means a donation or gift of money, property or deductible contributions and includes any accrued interest;
 - (v) **“GST”** means the goods and services tax as provided for under the GST Act;
 - (w) **“GST ACT”** means *A New Tax System (Goods and Services Tax) Act 1999* (Cth);
 - (x) **“ITAA”** means *Income Tax Assessment Act 1997* (Cth);
 - (y) **“Managing Director”** means any Person appointed to perform the duties of managing director of the Society from time to time;
 - (z) **“Member”** means a Person who is a member of the Society under clause 3 of this Constitution;
 - (aa) **“Objects”** means the principal objects and purposes of the Society set out in clause 2 of this Constitution;
 - (bb) **“Ordinary Resolution”** means a resolution that has been passed by more than half of the votes cast by Members or Directors (as the context requires) entitled to vote on the resolution;
 - (cc) **“Person”** means a natural person, body corporate, association or other entity;
 - (dd) **“Personally”** means personally served, sent by prepaid post, sent by facsimile or sent by e-mail;
 - (ee) **“Public Fund”** means the fund established and maintained by the Society to receive Gifts pursuant to section 30.130 of the ITAA and listed on the Register of Cultural Organisations;
 - (ff) **“Register of Cultural Organisations”** means the Register of Cultural Organisations maintained under the ITAA;
 - (gg) **“Relevant Right”** and **“Right”** means the right of Screen Directors, to receive remuneration pursuant to the national legislation of any country which confers such a right on Screen Directors as an author of a Film or as an owner of a Film or both. The remuneration is in consideration of the secondary use of the Film, such use including but not limited to:
 - (i) the actual or presumed use of recording machines and recording material for private copying of Films;
 - (ii) the retransmission of broadcasts of Films, including but not limited to retransmission on streaming platforms, pay or cable television; and
 - (iii) the rental of copies or duplicates of Films.
 - (hh) **“Responsible Persons”** means natural persons with a degree of responsibility to the general community (other than under any obligations owed to the Society), including:
 - (i) justices of the peace;
 - (ii) members of the clergy;
 - (iii) church authorities;

- (iv) trustees or board members of a non-profit school or college;
 - (v) judges or magistrates;
 - (vi) solicitors;
 - (vii) accountants;
 - (viii) directors or senior executives of large companies;
 - (ix) medical practitioners and other professional persons;
 - (x) teachers in senior positions;
 - (xi) persons holding public or elected office; and
 - (xii) people who hold (or have held) other public positions or people with honours;
- (ii) **“Retransmission Rights”** means the rights of a Screen Director under section 98(6) to include the Film in a retransmission of a free-to-air broadcast, including but not limited to retransmission on pay or cable television and as a result of which a Screen Director is entitled to statutory payments for such retransmissions (as currently set out in Part VC of the Copyright Act and administered by the Audio-Visual Copyright Society Limited trading as Screenrights).
- (jj) **“Screen Director(s)”** means a Person who is the director of a Film;
- (kk) **“Secretary”** means any Person appointed to perform the duties of a secretary of the Society and includes an honorary secretary;
- (ll) **“Society”** means Australian Screen Directors Authorship Collecting Society Limited (ACN 071 719 134);
- (mm) **“Special Resolution”** means a resolution that has been passed by at least 75% of the votes cast by Members or Directors (as the context requires) entitled to vote on the resolution.
- (nn) **“Trust Account”** means the trust account established by the Board pursuant to clause 5.9.
- (oo) **“Trust Monies”** has the meaning given to it in clause 5.9.
- (pp) **“Trust Period”** in respect of moneys held in the Trust Account means a period of four years from the end of the Accounting Period in respect of which the moneys are transferred to the Trust Account pursuant to clause 5.9

1.2 Interpretation

In this Constitution:

- (a) a word or phrase that is given a meaning by the Corporations Act, or the Copyright Act has the same meaning in this Constitution unless otherwise stated;
- (b) expressions referring to writing will, unless the contrary intention appears, be construed as references to any mode of representing or reproducing words in a visible form irrespective of medium or technology;
- (c) unless the context otherwise requires, words used in the singular include the plural and vice versa and words referring to the masculine gender, feminine gender or which are gender-neutral, will always be taken as referring to the others; and

- (d) headings are for convenience only and do not affect interpretation

1.3 **Replaceable Rules do not apply**

The replaceable rules contained in the Corporations Act from time to time do not apply to the Society.

2. OBJECTS OF THE SOCIETY

2.1 The aim of the Society is to facilitate collection and equitable return of funds to screen directors of Films and audio-visual works that may be derived from their status as authors or co-authors of such works and to generally support the interests of screen directors and the film, television and multimedia industries.

2.2 The Objects of the Society are:

- (a) to promote Australian film, video and television and other audio-visual and multimedia production in any media or format;
- (b) to function as a Collecting Society for Australian Screen Directors by collecting administering and distributing Screen Directors' Authorship Income; and
- (c) To institute or defend any legal proceedings for the purpose of enforcing or protecting any Rights vested in or controlled by the Society or for the recovery of damages or fees or royalties;
- (d) To assist professional screen directors to increase their expertise in any chosen area of specialisation;
- (e) To enhance and encourage the exchange of information and co-operation between screen directors both within Australia and internationally;
- (f) To employ specialist staff to carry out sponsored research projects to the benefit of screen directors and the film, television and multimedia industries or any part of them;
- (g) To make grants to, or in aid of, or to make donations or give assistance to, or make contracts with individuals, trusts, co-operatives, associations, societies, institutions or other organisations or authorities within or outside New South Wales which may directly or indirectly benefit the Society, its members, and screen directors and the film, television and multimedia industries generally;
- (h) To co-operate with other bodies or organisations both within Australia and overseas having objects in whole or in part similar to the objects of the Society in such activities as may seem incidental or conducive to the attainment of the objects of the Society;
- (i) To promote the objects and activities of the Society by the publication and distribution of papers, journals, brochures, and other publications or presentations, by advertising in any medium and by any other means thought desirable;
- (j) To support or oppose any legislation which might affect the Society's interests or the interests of its members;
- (k) Maintain a Cultural and Charitable Purposes Fund for the purposes of providing promoting, fostering and defending the interests of Screen Directors and providing an incentive to creativity and investment in the film, television and multimedia industries generally.

2.3 The Objects are to be construed widely.

- 2.4 The Society will have the power to do all such things as may be incidental or conducive to the attainment of, or furthering, the Objects including:
- (a) to raise money by all lawful means including fund raising campaigns;
 - (b) to solicit, receive and enlist financial or other aid from individuals, trusts, companies, corporations, associations, societies, institutions and other organisations or authorities, and from governments, departments of State and public bodies.

3. MEMBERSHIP

3.1 Membership eligibility

- (a) A Person is eligible to be a Member, if the Person is:
 - (i) a Screen Director;
 - (ii) a trustee of a Screen Director;
 - (iii) the executor or beneficiary under the will of a Screen Director;
 - (iv) a full director member of ADG;
 - (v) a full Screen Director member of DEGANZ; or
 - (vi) able to satisfy such other membership criteria as the Board may determine from time to time.
- (b) In addition to the criteria listed in clause 3.1(a), it is a condition of membership that the Person assign all past, present and future Retransmission Rights to the Society for and during the period of the Member's membership, subject to earlier or later termination as may be provided by this Constitution. Such assignment will be in the form prescribed from time to time by the Society.
- (c) The Board may in its absolute discretion waive the condition of Membership in clause 3.1(b).
- (d) A Person is not eligible to be a Member if the Person was previously a Member but resigned their membership within the 12 months following their resignation of membership.

3.2 Application for membership

- (a) An application for membership must be:
 - (i) made to the Society in writing in such form as the Board may from time to time prescribe and must be signed by the applicant; and
 - (ii) accompanied by any evidence or documentation that the Board reasonably requires to ensure that the applicant satisfies the eligibility requirements in clause 3.1.
- (b) As soon as practicable after an application, the Board must consider each pending application for membership and if the Board is reasonably satisfied that the Applicant is eligible, the Board must admit the Applicant as a Member.
- (c) The Board may request an Applicant to provide further evidence, documentation or information as it thinks appropriate to determine the eligibility of the Applicant for membership.
- (d) The Board is not required to give reasons for a decision not to admit an Applicant as a member of the Society.

- (e) A right or privilege or obligation which a Person has by reason of being a Member:
 - (i) cannot be transferred or transmitted to another Person; and
 - (ii) terminates upon cessation of that Person's membership.

3.3 Membership fees

- (a) Any membership fees are payable as a percentage of royalties collected on behalf of Members on distribution of royalties or at such other time as determined from time to time by the Board in its discretion.
- (b) The membership fee may be waived if the Member:
 - (i) is a current full financial member of ADG or DEGANZ;
 - (ii) concurrently joins ADG or DEGANZ whilst applying for membership to the Society;
 - (iii) is an executor or beneficiary of a deceased screen director; or
 - (iv) is retired.
- (c) The Board may vary any membership fee from time to time in respect of individual applicants or Members.

4. CESSATION OF MEMBERSHIP

4.1 A Person ceases to be a Member if:

- (a) the Person is a natural Person and the Person:
 - (i) dies;
 - (ii) is of unsound mind or they or their estate is liable to be dealt with in any way under a law relating to mental health;
 - (iii) is, in the opinion of the Board (excluding the person's vote as a Director, if applicable), incapable of managing the person's affairs;
 - (iv) cannot be found by the Board upon reasonable enquiry;
 - (v) becomes bankrupt, insolvent or under administration;
 - (vi) subject to any applicable law and this Constitution, ceases to be eligible for membership and the Board removes the name of a Member from the Society's register of Members;
 - (vii) resigns membership of the Society by in accordance with clause 4.2; or
- (b) the Person is a body corporate, association or other entity, and:
 - (i) the Person becomes bankrupt, insolvent or under administration; or
 - (ii) the Person resigns membership of the Society in accordance with clause 4.2.

4.2 A Person may resign from membership of the Society by providing at least three months' written notice of resignation to the Secretary. However, such written notice will not be valid within 12 months of the later of:

- (a) The Member's admission to the Society under clause 3.2(b); or

- (b) The Member assigning all past, present and future Retransmission Rights to the Society in accordance with clause 3.1(b).

4.3 If a Person's membership of the Society ceases for any reason, including under clause 4.1, then:

- (a) that Person will continue to be liable for any membership fee and all arrears due and unpaid at the date of the resignation and for all other monies due under clause 21.1; and
- (b) the Society will promptly re-assign to the Member all that Member's Retransmission Rights, in respect of any and all Films.

5. INCOME AND DISTRIBUTION

5.1 All income and property (including profits) received by the Society and all income received by the Society must be dealt with as set out in this clause 5. No portion of such income or assets will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members. This does not prevent the payment, in good faith, of reasonable and proper remuneration to any Member, officer, or employee of the Society in return for any services in relation to any contract, right or claim in which they are interested and which arises otherwise than by membership.

5.2 Subject to this clause 5, where moneys are received from any source other than a Collecting Society, in any manner as the Board, in its discretion, thinks fit, but in accordance always with the Objects.

5.3 Distribution of Screen Directors' Authorship Income

All Screen Directors' Authorship Income (including any interest earned from the investment of Screen Directors' Authorship Income and moneys held in trust pursuant to clause 5.9) must be distributed:

- (a) first, for the payment of all proper and reasonable expenses in relation to the conduct, management and operation of the Society including the repayment of the Society's establishment costs and the payment of fees and expenses to any other Collecting Society which is contracted to provide services to the Society;
- (b) second, in amounts the Board may consider proper, but not exceeding four percent (4%) of receipts of Screen Directors' Authorship Income for that Accounting Period, set aside for the Cultural and Charitable Purposes Fund;
- (c) third, such sums as the Board considers proper may be set aside as a reserve to meet the Society's anticipated future obligations; and
- (d) fourth, the residue, which constitutes the Distributable Amount for that Accounting Period, must be distributed in accordance with clause 5.5.

5.4 The declaration of the Directors supported by the certificate of the auditors as to the amount of moneys received by the Society is conclusive and binding on all Members.

5.5 Distribution Scheme

Each Accounting Period, the Distributable Amount must be divided in accordance with the scheme of distribution determined by the Board for that Accounting Period ("**Distribution Scheme**") having regard to:

- (a) the records and information supplied to the Society by any Collecting Society;
- (b) such other information obtained by the Society designed to ascertain the nature and extent of the entitlement of any Member to a share of the Distributable Amount;

- (c) any agreement in force from time to time between the Society and any Member; and
- (d) the Society's obligations under arrangements with other Collecting Societies, professional associations or similar bodies.

5.6 **Distribution to Members**

In each Accounting Period, the Directors must:

- (a) fix and determine the entitlement of each Member to a share of the Distributable Amount ("**Allocation**"), to ensure each Member's entitlement to a share of the Distributable Amount is determined equitably and accurately taking into account:
 - (i) the Distribution Scheme under clause 5.3(d);
 - (ii) relevant details of each Film to which a Person's membership relates which Members are to supply to the Board on request;
 - (iii) any other matter which the Board considers relevant in making its determination under this clause; and
- (b) distribute any Distributable Amounts to Members as soon as practicable after Allocation under clause 5.6(a).

5.7 **Distributions to be Binding on Members**

Subject to this clause 5.7, Allocations made by the board under clause 5.6 are final and binding on Members, except:

- (a) where a Person claims to be entitled to a share of the Distributable Amount but no such entitlement has been established by the procedures undertaken under this clause 5, the Board may, if it is satisfied that such entitlement exists, admit the claim up to one year after the date of determination of any Allocation; and
- (b) without prejudice to any other rights and remedies available to the Society, where the Board is satisfied that an Allocation to a Member constitutes an over-allocation, the excess may be deducted from any subsequent Allocation made by the Society to that Person.

5.8 **Directors Not to Affect Exercise of Discretion**

The Directors must not make any binding arrangement or issue any collateral in relation to income and property of the Society, which may affect the future exercise of their discretion to make any determination under this clause 5.

5.9 **Trust Account**

The Board must establish and maintain a trust account, the trustee of which is to be the Society.

- (a) The Board will deposit and transfer from the Distributable Amount of any Accounting Period, the following monies (together the "**Trust Monies**"):
 - (i) moneys to which a Member is entitled where that Member cannot be located;
 - (ii) moneys to which a non-Member would be entitled if the Person were a Member,
 - (iii) moneys the entitlement to which is disputed;

- (iv) moneys allocated to a Member where the amount of all accumulated entitlements of that Member is less than 100 dollars (AUS\$100.00) or such other sum as is determined by the Directors from time to time;
 - (v) moneys required to be held under arrangements between the Society and other Collecting Societies; and
 - (vi) that part of the Distributable Amount as the Directors determine to be reasonable for allocation at a later time where the Society Directors consider that the information is insufficient or not sufficiently accurate to enable an equitable and accurate allocation to be made.
- (b) The Trust Monies must be transferred to the Trust Account as soon as practicable after the Allocation is made for that Accounting Period.
 - (c) Subject to sub-clauses below, the Trust Monies must be held in the Trust Account for the Trust Period and after the Trust Period must be distributed as the Board sees fit in accordance with the Objects.
 - (d) Notwithstanding sub-clause 5.9(c), the Board may distribute any Trust Monies in the Trust Account before the expiration of the Trust Period if the Board is satisfied after proper and reasonable enquiry that the circumstances listed in sub-clause 5.9(a), (i), (ii), (iii) and (vi) are unlikely to be resolved and the Board will be entitled to distribute such monies as they see fit in accordance with the Objects.
 - (e) Notwithstanding sub-clause 5.9(c), the Board may distribute any monies in the Trust Account that fall under sub-clause 5.9(iv) at any time and as they see fit in accordance with the Objects.
 - (f) If the Board is satisfied that special circumstances exist which justify the retention of all or any part of the Trust Monies, the Board may either on or before expiration of the Trust Period, decide to retain such Trust Monies for a further period of not more than two years (commencing immediately upon the expiration of the Trust Period) or until distribution becomes possible, whichever occurs first.

6. CULTURAL AND CHARITABLE PURPOSES FUND

The Society will maintain a Cultural and Charitable Purposes Fund, to be operated at the discretion of the Board, for the purposes of providing promoting, fostering and defending the interests of Screen Directors and providing an incentive to creativity and investment in the film, television and multimedia industries generally.

7. GENERAL MEETINGS OF THE SOCIETY

7.1 AGM

The Society must, in addition to any other general meeting held by it, hold an AGM at least once in each calendar year.

7.2 Convening of an extraordinary general meeting

The Board can call an extraordinary general meeting at any time.

7.3 Period of notice

- (a) Subject to clause 7.3(b), at least 21 days' notice of an AGM, and 30 days' notice of an extraordinary general meeting must be given to:
 - (i) every Member except those Members who have not supplied to the Society an address for the giving of notices;
 - (ii) every Director; and
 - (iii) the auditor for the time being of the Society.

No other Person is entitled to receive notices of extraordinary general meetings.

- (b) Despite clause 7.3(a) but subject to clause 7.3(c), an AGM or any other general meeting may be called on shorter notice if:
 - (i) in the case of an AGM, all Members entitled to attend and vote at that meeting agree beforehand; or
 - (ii) in the case of any other general meeting, Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (c) A shorter notice period than that provided under clause 7.3(a) is not permitted in the case of a general meeting where the meeting is convened to consider a resolution to:
 - (i) remove a Director;
 - (ii) appoint a replacement Director in place of a removed Director; or
 - (iii) remove an auditor.

7.4 Notice of meeting

The Society can give notice to a Member personally or by sending it via post, email or facsimile to the address in the register of Members or to an alternate address (if any) nominated by the Member, or by posting it on the Society's website (if any) in the case of Members who have consented to receiving notices in that way.

7.5 Contents of notice

A notice of a general meeting must specify:

- (a) the place, day and hour of the meeting;
- (b) the general nature of the business to be transacted;
- (c) if held at two or more locations, the technology that will be used to facilitate this and any details required to enable a Member to attend that meeting; and
- (d) if a Special Resolution is to be proposed at the meeting, the intention to propose the Special Resolution and text of the proposed resolution.

7.6 Business of meetings

All business that is transacted at either an extraordinary general meeting or at an annual general meeting will be decided by Ordinary Resolution, except for the following which will be decided by Special Resolution:

- (a) adopting, modifying or repealing a Constitution;

- (b) changing the name of the Society;
- (c) a voluntary winding up of the Society; or
- (d) a merger of the business of the Company with any business or undertaking conducted by another entity.

7.7 Holding meetings

Members are present at a general meeting if they attend in Person or by proxy or, if the Board determines that the meeting will be held at two or more locations, by any technology that allows Members as a whole a reasonable opportunity to participate.

All business that is transacted at either an extraordinary general meeting or at an annual general meeting is deemed to be special, with the exception of the following:

- (a) the reception and consideration of the accounts and balance-sheets;
- (b) the report of the Society Directors and Auditors;
- (c) the election of Society Directors in the place of those retiring; and
- (d) the appointment and fixing of the remuneration of the Auditors.

7.8 Omission to give notice

The accidental omission to give notice of a general meeting to or the non-receipt of notice of the general meeting by a Person entitled to receive notice, will not invalidate the meeting or any resolution passed at that meeting.

7.9 Cancellation or postponement of meeting

Where notice of a general meeting has been given to the Members, the Board may by notice, postpone or cancel the general meeting as permitted by law.

7.10 Adjournment of meetings

The chair of a general meeting at which a quorum is present may, and must if so directed by an Ordinary Resolution of Members, adjourn the meeting from time to time and from place to place.

7.11 Business at adjourned meeting

A reconvened adjourned general meeting may only deal with the business that was left unfinished from the adjourned general meeting.

7.12 Notice of adjourned meeting

No notice need be given of an adjourned general meeting (or of the business to be transacted at it) except if a general meeting is adjourned for more than thirty days. When adjourned for thirty days or more, notice of the adjourned meeting must be given as if it were notice of the original meeting.

8. PROCEEDINGS AT GENERAL MEETINGS

8.1 Representation of Members

A Member may attend a general meeting at which it is entitled to be present, and may vote, in any of the following ways (if applicable to the Member):

- (a) in person;
- (b) by duly appointed proxy;
- (c) in the case of a Member which is a body corporate, by a representative appointed in respect of the general meeting, where the appointment sets out what the representative is appointed to do and any restrictions on the representative's powers; or
- (d) by electronic means (including telephone and video conferencing).

8.2 Quorum

A quorum of Members is:

- (a) if the Society has four Member or less, all Members; or
- (b) if the Society has more than five Members, five Members.

A general meeting may not deal with any business unless a quorum of Members is present when the meeting proceeds to business and remains present throughout the meeting, whether in person, by proxy or by corporate representative.

8.3 Failure of quorum

If a quorum is not present within 30 minutes from the time appointed for a general meeting and:

- (a) if the meeting was called by Members, the meeting is dissolved;
- (b) if the meeting was called by Directors, the meeting must be adjourned to the same day in the next week at the same time and place or such other day and at such other time and place as the Board determine; or
- (c) if the meeting was adjourned under clause 8.3(b) and a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present (being not less than two Members) will be a quorum, but if two Members are not present, the meeting must be dissolved.

8.4 Chair

The Chair will chair meetings of the Members.

8.5 Chair absent

Where a general meeting is held and:

- (a) a Chair has not been elected by the Board; or
- (b) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting;
or
- (c) the Chair is unwilling or unable to act,

then the Members must elect one of their number to chair the meeting.

8.6 Method of voting

- (a) A resolution put to the vote of the Members may be decided on a show of hands or as the chair of the meeting may otherwise decide unless, before or immediately after the declaration of the result of the show of hands, a poll is demanded in accordance with 8.6(b).

- (b) A demand for a poll may be made by:
 - (i) the chair of the general meeting;
 - (ii) any three or more Members; or
 - (iii) by any Member or Members present in Person or by proxy or by attorney representing not less than one-tenth of the Members entitled to vote at the meeting.

8.7 **Vote on a show of hands or poll**

Where a resolution is determined either by a show of hands or by a poll:

- (a) a declaration by the chair of the meeting that the resolution has been carried, carried unanimously, carried without dissent, carried by a particular majority or lost is conclusive evidence of the fact so declared without proof of the number or proportion of votes cast for or against that resolution; and
- (b) an entry in the book containing the minutes of that general meeting recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.

8.8 **Conduct of poll**

If a poll is properly demanded for a resolution:

- (a) and the resolution is for the adjournment of the general meeting, the poll must be taken immediately at the place and in the manner that the chair of the meeting determines and declares;
- (b) on the election of a chairperson or on a question of adjournment must be taken forthwith;
- (c) in all other cases, the poll must be taken at the time and place and in the manner that the chair of the meeting determines and declares;
- (d) the result of the poll, as disclosed by the chair of the meeting at which the result is declared, is a resolution of the meeting at which the poll is demanded; and
- (e) an entry in the book containing the minutes of the meeting at which the result is declared recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.

8.9 **Decisions of the Society**

- (a) Subject to this Constitution and the Corporations Act, every question to be decided by the Members must be decided, whether on a show of hands or on a poll, by Special Resolution.
- (b) Each Member is entitled to one vote on every question to be decided by the Members.
- (c) If, on a resolution proposed as an Ordinary Resolution at a general meeting, there is an equality of votes, the chair of the meeting may exercise a casting vote.

8.10 **Voting restrictions**

A Member will be entitled to vote if that Member's membership has been approved and confirmed at a Board meeting held prior to the AGM at which a Member is to vote, and that membership has not ceased pursuant to clause 4.

8.11 **Proxies**

- (a) A Member's duly appointed proxy will have one vote.

- (b) A proxy must be a Member.
- (c) A proxy appointed to attend and vote may exercise the rights of the Member to speak at a meeting of Members, to vote, and to join in a demand for a poll.
- (d) A Member will be entitled to instruct their proxy to vote in favour of or against any proposed resolutions.
- (e) A form of appointment of a proxy is valid if it is in any form (including electronic) that the Board may prescribe or accept.
- (f) The instrument appointing a proxy must be delivered to the Society at least 48 hours before the time appointed for the meeting.
- (g) A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

8.12 **Objections**

An objection may only be raised regarding the qualification of a voter at a meeting or adjourned meeting at which the vote objected to is given. Any such objection must be referred to the chairperson of the meeting, whose decision is final.

8.13 **Vote of Member of unsound mind**

A Member who is entitled to vote and who is of unsound mind may vote, whether on a show of hands or on a poll, only by their committee, trustee or such other Person who has been appointed the manager or legal guardian of their affairs.

9. **DIRECTORS**

9.1 **Minimum and maximum number of Directors**

- (a) The Society will have no fewer than five Directors. Subject to clause 9.1(b), the Society must not have more than seven Directors.
- (b) The Members may from time to time, by Special Resolution, increase or reduce the maximum number of Director positions in accordance with the Corporations Act.

9.2 **Composition mandate**

The Board must be composed as follows:

- (a) At least four Directors must be full members in good standing of ADG, DEGANZ or such other association of Screen Directors as may be determined by Special Resolution of the Members.
- (b) At least one Director must be either a member of the board of ADG, or a full member in good standing of ADG and nominated by ADG for that position on the Board.
- (c) At least one Director must be either a member of the board of DEGANZ, or a full member in good standing of DEGANZ and nominated by DEGANZ for that position on the Board.
- (d) A Person can be qualified under both 9.2(a) and 9.2(b).

If a Director is a member of ADG, DEGANZ or another association of screen directors approved by the Board, that Director must declare such membership, which will be noted in the minutes of the relevant meeting.

9.3 Eligibility

- (a) Subject to clause 9.3(b), to be eligible to be elected or appointed as a Director, a Person must be a Member and have directed either:
 - (i) a Film that has been theatrically released;
 - (ii) a Film that has been broadcast on free-to-air or pay television; or
 - (iii) a professionally produced Film (that can be a cross media or internet project) that has been communicated to the public via a recognised public facing internet streaming, download service or other current or future content platforms, within twenty (20) years of the date of their nomination for election as a Society Director.
- (b) In addition to the Directors appointed pursuant to clause 9.3(a), the Board will have the right to appoint up to two Directors who are not Members. Directors appointed under this clause 9.3(b) will only be in place until the next annual general meeting

9.4 Election by Members

- (a) Any two Members can nominate a Person who satisfies the eligibility criteria in clause 9.3, to serve as a Director by lodging a nomination in writing signed by the two members, with the Secretary at least 14 days prior to the meeting in which an election is to take place. A list of nominated candidates to serve as Directors will be communicated to the Members at least 7 days before the meeting, with a ballot to be taken at the meeting (if required) in which the Members will be entitled to vote for any number of candidates not exceeding the number of vacancies.
- (b) If there is an insufficient number of candidates nominated by Members, the Board will fill the remaining vacancy or vacancies.

9.5 Casual vacancy

The Board can at any time, and from time to time, appoint any Person to the Board to fill a casual vacancy or to fill an additional Board position, within the limits set out in clause 9.1(a). Any Director so appointed will hold office only until the conclusion of the next AGM and is eligible for re-appointment by the Members at that AGM. For the avoidance of doubt, the period during which the Director is appointed by the Board until they are re-appointed at the next AGM under this clause 9.5 does not count as a "term" for the purposes of clause 9.6(d).

9.6 Term of appointment and compulsory retirement

- (a) Except for Directors appointed by the Board under clause 9.5, each Director will be appointed for a maximum term of one year.
- (b) At each AGM of the Society, each Director whose term has expired, automatically retires and is eligible for re-appointment, subject to clause 9.6(d).
- (c) If the Director is not re-appointed, that retirement takes effect at the conclusion of that AGM.
- (d) Each Director may be re-appointed for a maximum of three terms, after which they may stand for reelection only with the prior consent of a majority of the other Directors.

9.7 **Directors may resign**

A Director of the Society can resign at any time by giving a written notice of resignation to the Chair.

9.8 **Vacation of office**

The office of a Director automatically becomes vacant if the Director:

- (a) dies;
- (b) is not permitted or entitled by the Corporations Act or an order made under the Corporations Act to be a Director;
- (c) is removed as a Director under the Corporations Act or this Constitution;
- (d) is of unsound mind or they or their estate is liable to be dealt with in any way under a law relating to mental health;
- (e) is absent without permission of the Board from more than three consecutive meetings of the Board;
- (f) resigns by notice in writing to the Society; or
- (g) has been convicted of an indictable offence (within the meaning of Part III of the *Taxation Administration Act 1953*).

9.9 **Removal of Director by Society**

Subject to the Corporations Act, the Society may by Special Resolution of which special notice has been given, remove any Director before the expiration of their period of office and may by Special Resolution appoint another Person instead.

9.10 **Less than minimum number of Directors**

Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors falls below the minimum number set by clause 9.1(a), in which case the continuing Directors may act only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a general meeting; or
- (c) in emergencies.

10. DIRECTORS' REMUNERATION AND INTERESTS

10.1 **Directors' remuneration**

- (a) The Directors will be entitled to such remuneration as is from time to time determined by the Society in general meeting.
- (b) Despite clause 10.1(a), the Board may authorise the payment by the Society subject to the provision to the Society of supporting receipts, the reasonable and proper out-of-pocket expenses incurred by a Director in the performance of their duties or otherwise in connection with the affairs of the Society.

10.2 **Remuneration for extra services**

If a Director, having been requested to do so by the Board, provides extra services or functions to the Society, the Society may remunerate that Director by the payment of a fixed sum determined by the Board.

10.3 **Director dealings**

- (a) A Director or a body or entity in which a Director has a direct or indirect interest may, with the approval of the Board:
- (i) enter any agreement or arrangement with the Society;
 - (ii) hold any office or place of profit (other than auditor) in the Society; and
 - (iii) act in a professional capacity (other than as auditor) for the Society,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Society or from holding an office or place of profit in or acting in a professional capacity with the Society.
- (b) Subject to obtaining the approval of the Board, the fact that a Director holds office as a director, and has fiduciary obligations arising out of that office:
- (i) will not void or render voidable a contract made by a Director with the Society;
 - (ii) will not void or render voidable a contract or arrangement entered into by or on behalf of the Society and in which the Director may have any interest; and
 - (iii) will not require the Director to account to the Society for any profit realised by or under any contract or arrangement entered into by or on behalf of the Society and in which the Director may have any interest.
- (c) Subject to clause 10.4, a Director may be or become a director or other officer of, or otherwise be interested in any related body corporate and is not accountable to the Society for any remuneration or other benefits received by the director or officer of that body corporate.

10.4 **Notification of material personal interest of a Director where potential for conflict**

- (a) A Director must give the Directors notice of any material personal interest in a matter that relates to the affairs of the Society.
- (b) Such notice must:
- (i) provide details of the nature and extent of the interest and of how it relates to the affairs of the Society;
 - (ii) be given at a Board meeting as soon as possible after the Director becomes aware of their interest in the matter; and
 - (iii) be recorded in the minutes of the meeting.
- (c) If a Director is a member of the ADG or another Board of an association of Screen Directors, that Director must give notice to the Society of such membership.

10.5 **Voting on matters in which a Director has a material personal interest**

- (a) A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (i) be present while the matter is being considered at the meeting; or
- (ii) vote on the matter, unless the Directors who do not have a material personal interest have passed a resolution that:
 - (iii) identifies the Director, the nature of the Director's interest and its relation to the affairs of the Society; and
 - (iv) states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.
- (b) If the Directors pass that resolution, the Director may:
 - (i) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or a proposed contract or arrangement;
 - (ii) sign or countersign any document relating to that contract or arrangement or a proposed contract or arrangement; and
 - (iii) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (c) For the purpose of clause 10.5(a) it will not be a conflict of interest for a Director to vote in respect of any contract or proposed contract between the Society and the ADG, or the DEGANZ merely on the grounds that the Director is a member of the ADG or DEGANZ.

11. POWERS AND DUTIES OF THE BOARD

- 11.1 The Board will be responsible for the general management of the business and funds of the Society.
- 11.2 The Board may exercise all such powers of the Society, subject only to any provisions of this Constitution, the Corporations Act and, if applicable, the ACNC Act.
- 11.3 Without limiting the generality of clause 11.2, the Board may exercise all the powers of the Society to:
 - (a) pay all expenses incurred in promoting and registering the Society;
 - (b) borrow money and mortgage or charge the Society's property;
 - (c) gift money to further the Objects; and
 - (d) issue debentures or other securities, whether outright or as security for any debt, liability or obligation of the Society.
- 11.4 No rule made by the Society in a general meeting will invalidate any prior act of the Board or its Directors that would have been valid if that rule had not been made.
- 11.5 The Board will have the power to appoint by power of attorney any Person to be an attorney of the Society for a specified period and subject to the conditions determined by it.
- 11.6 The Board must appoint the Executive Officer of the Society to administer the affairs of the Society. The Executive Officer will not be a member of the Board but will be required to implement the decisions of the Board.
- 11.7 **Sub-committees**

- (a) The Board may delegate any of its powers or functions (other than duties imposed on the Directors by the Corporations Act) to one or more sub-committees consisting of such persons the Board thinks fit. Such sub-committees must conform to any regulations that may be imposed on it by the Board from time to time.
- (b) Unless otherwise instructed by the Board, when performing its powers or functions a sub-committee may elect a chairperson for that sub-committee and, if no such chairperson is elected or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present on the sub-committee may choose one of their number to be chairperson of the meeting.
- (c) A sub-committee may meet and adjourn as it thinks proper and any questions arising at any sub-committee meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairperson shall have a second and casting vote.

12. PROCEEDINGS OF THE BOARD

12.1 Office holders

- (a) The office holder positions of the Society will be Chair and Secretary.
- (b) The Board must elect the office holders and must determine the period for which each of those Directors is to hold that office.
- (c) Notwithstanding clause 12.1(b), the position of Chair will be for a one-year term and a Person may only fill the office of Chair for so long as that Person is a Director. The Board may renew that term for one further one-year period only with the prior consent of a majority of the other Society Directors.
- (d) The Chair must also be a Member.

12.2 Convening of Board meetings

A Director may at any time, and the Chair must, on the requisition of two Directors, call a meeting of the Board.

12.3 Holding meetings

- (a) The Board may meet together in Person or by proxy or by conference telephone call, video link-up, facsimile transmission or any other means for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) The quorum necessary for the transaction of the business of the Board will be four Directors or such greater number as may be fixed by the Board.
- (c) Notice of each meeting of the Board:
 - (i) must be given to each Director; and
 - (ii) may be given Personally,

but the non-receipt of any notice of a Board meeting does not affect the validity of the convening of the meeting.

- (d) The Board may determine the period of notice for each meeting of the Board. Until the Board otherwise determines, 24 hours' notice is required. By majority decision, the Board may waive the notice requirement.
- (e) The Board can pass a resolution without a Board meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director entitled to vote on the resolution signs.

12.4 Chair

- (a) The Chair will chair meetings of the Board.
- (b) Where the Board holds a meeting and the Chair is not present within 30 minutes of the time appointed for the holding of the meeting or is unwilling to act, the Directors present at the meeting may choose one of their number to be chair of that meeting.
- (c) The interpretation of the Corporations Act at any meeting will be determined by the Chair.

12.5 Decisions of the Board

- (a) Subject to this Constitution, every question to be decided by the Board is to be decided by Ordinary Resolution.
- (b) Each Director will have one vote on every question to be decided by the Board.
- (c) If there is an equality of votes, the Chair of the meeting can exercise a casting vote.
- (d) All acts done by any meetings of the Board or of a sub-committee or by any Person acting as a Director will be as valid as if every such Person had been duly appointed and was qualified to be a Director, even if it is later discovered that there was some defect in the appointment of any such Director or Person acting in the manner referred to above or that the Directors or any of them were disqualified.

13. MINUTES OF MEETINGS

13.1 The Board will cause minutes to be made:

- (a) of all appointments of officers and full-time employees;
- (b) of the names of Directors present at all meetings of the Society and of the Board; and
- (c) of all proceedings at meetings of the Society and of the Board.

13.2 Such minutes must be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting. Such minutes must also be entered in the relevant minute book of the Society and must be made available to Members.

13.3 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

14. ALTERNATE DIRECTORS

- 14.1 Any Director may in writing signed by the Director and delivered to the registered office of the Society appoint any Person who is approved by the majority of the other Directors to be an alternate Director in the appointor's place during any period the appointor thinks fit.
- 14.2 A Managing Director may not appoint an alternate to act as Managing Director.
- 14.3 Every alternate Director is entitled:
- (a) to receive notice of meetings of the Directors, if the appointor requests notice to be given to the alternate Director; and
 - (b) to attend and vote at meetings of the Directors at which the appointor is not present.
- 14.4 An alternate Director may exercise all the powers and rights of the appointor in the absence of the appointor and will be subject to the same terms and conditions affecting the appointor.
- 14.5 The exercise of any power by an alternate Director will have the same effect as if the appointing Director had exercised the power. The exercise of such power will be as agent of the Society and not as agent of the appointor.
- 14.6 An alternate Director does not require any share qualification and is not entitled to receive any remuneration from the Society for acting as alternate Director although will be entitled to be reimbursed for expenses incurred in the same manner as Directors are entitled to be reimbursed for expenses under this Constitution.
- 14.7 A Director may at any time revoke or suspend the appointment of an alternate Director appointed by them by notice in writing signed by the Director and delivered to the registered office of the Society.
- 14.8 The Directors may at any time suspend or remove an alternate Director by resolution after giving the appointor reasonable notice in writing of their intention to do so.
- 14.9 The appointment of an alternate Director will automatically terminate if:
- (a) the appointor of the alternate Director ceases to be a Director; or
 - (b) an event occurs which if the alternate Director were a Director would result in the vacation of the office of Director; or
 - (c) the alternate Director resigns as an alternate Director by written notice delivered to the registered office and the appointor of the alternate Director.
- 14.10 A Director or any other Person may act as an alternate Director to represent more than one Director.

15. MANAGING DIRECTOR

- 15.1 The Directors may from time to time appoint a Person to the office of Managing Director (or such other title as the Directors may from time to time determine) for such period and on such terms and conditions as they think fit.
- 15.2 Subject to the terms of any agreement between the Managing Director and the Society the provisions of this Constitution that apply to the disqualification and removal of Directors will apply to the Managing Director, with the exception of the provisions which relating to retirement of Directors.
- 15.3 The Directors may from time to time entrust to, and confer upon, a Managing Director any of the powers exercisable by the Directors upon terms and conditions and with any restrictions they think fit.

- 15.4 Any powers conferred on a Managing Director will be concurrent with the powers of the Directors and not to the exclusion of such powers.
- 15.5 The Directors may from time-to-time revoke, withdraw, alter or vary all or any of the powers conferred upon a Managing Director.
- 15.6 If a Managing Director becomes at any time incapable of acting as such, the Directors may appoint any suitably qualified Person to temporarily act as Managing Director.
- 15.7 The Directors may at any time remove or dismiss a Managing Director from their office and appoint another suitably qualified Person in - their place, subject to the terms of any contract between the Society and the relevant person.

16. SECRETARY

- 16.1 The Board will appoint a Secretary who is also a Member in accordance with the Corporations Act, for such term, at such remuneration and upon such conditions as it thinks fit.
- 16.2 The Board may remove any Secretary by Ordinary Resolution.

17. ACCOUNTS

- 17.1 The Board must:
- (a) Keep true accounts and other records in respect of:
 - (i) all sums of moneys received and expended by the Society and the Public Fund and the matter in respect of which such receipt and expenditure takes place;
 - (ii) the manner in which the entitlement to moneys collected by the Society is determined and carried out;
 - (iii) the assets and liabilities of the Society, and
 - (b) as far as possible, adopt a consistent practice in allocating receipts and expenditure to Accounting Periods.
- 17.2 The Board will distribute copies of an annual profit and loss account and balance sheet (including, if applicable, every document required by the Corporations Act to be attached to any such documents) accompanied by a copy of any auditor's report required by the Corporations Act.
- 17.3 The Board will cause to be made out and laid before each AGM a balance sheet and profit and loss account made up to date not more than three months before the date of the meeting.
- 17.4 Each Director, in person, will have the right to inspect the records of the Society during normal working hours and upon 48 hours' notice.
- 17.5 Subject to the Corporations Act, the Board may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the Society or any of them will be open to inspection of Members (other than Directors).
- 17.6 A Member (other than a Director) can inspect the books and records of the Society at such times and places and on reasonable conditions as the Board determines from time to time and which, until otherwise determined by the Board, include the following:

- (a) only insofar as such records relate to the Member's Relevant Right and the entitlement of the Member to receive moneys from the Society in respect of that Right; and
- (b) if the Member provides at least 10 days' prior written notice to the Society which specifies the category of records which the Member wishes to inspect, and the date upon which the Member wishes to carry out the inspection; and
- (c) in the case of a request for inspection of the Society's records, the notice must include an undertaking by the Member to pay to the Society a reasonable fee as determined by the Society, towards the Society's cost of such inspection.

17.7 Every officer, Managing Director, manager, committee member or other officer employed or engaged in the business of the Society and having access to records, accounts, transactions or other information relating to the affairs of the Society, must sign a declaration agreeing not to reveal such information other than to the Board or management, except when required so to do:

- (a) by the Board;
- (b) by a general meeting; or
- (c) under a duty imposed by any statute or court of law.

18. EXTERNAL ACCOUNTANT OR AUDITOR

The Society must appoint a properly qualified external accountant or auditor and fix their remuneration in accordance with the Corporations Act and this Constitution.

19. EXECUTION OF AGREEMENTS AND MAKING PAYMENTS

19.1 A document may be executed by or on behalf of the Society by:

- (a) a Director and by the Secretary;
- (b) any two Directors; or
- (c) a duly authorised representative.

19.2 A Director or the Executive Officer may, with the approval of another Director, make electronic payments on behalf of the Society.

19.3 The Board must hold the funds of the Society in a separate bank account in the name of the Society with such bankers as the Board determines from time to time.

20. NOTICES

A notice is treated as being given to a Person by the Society:

- (a) on the Business Day three days after it is posted;
- (b) on the day of email or facsimile transmission if transmission occurs before 5.00pm on a Business Day, otherwise on the next Business Day; or
- (c) in any other case, on the day it is received by the person.

21. WINDING UP AND DISSOLUTION OF THE SOCIETY OR FUND – PROMISE TO CONTRIBUTE

21.1 Limited liability of Members

The liability of each Member for the debts and liabilities of the Society is limited to \$20.

21.2 Wind up and dissolution

- (a) The Society can only be dissolved by a Special Resolution of the Members.
- (b) If the Society is wound up while a Person is a Member or within one year after the Person ceases to be a Member and the debts and liabilities of the Society exceed its assets, that Member will be liable, to the extent set out in clause 21.**Error! Reference source not found.**, to contribute to the property of the Society for debts and liabilities contracted before the Member ceased to be a Member. The Member will also be liable for the cost of winding up and for the adjustment between Members of their rights and obligations in relation to the duty to contribute under this clause 22.2.
- (c) If upon the winding-up or dissolution of the Society or the Fund there remains any property or funds after satisfaction of all its debts and liabilities, such property or funds:
 - (i) must not be paid to or distributed among the Members; but
 - (ii) must be given or transferred to some other organisation or organisations:
 - (A) having objects similar to the Objects;
 - (B) which prohibits the distribution of income among its members; and
 - (C) which is eligible for tax deductibility of donations under subdivision 30-B, section 30-100 of the ITAA and is listed on the Register of Cultural Organisations.

22. INDEMNITY

22.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Society indemnifies every Person who is or has been an officer of the Society against:

- (a) any liability (other than a liability for legal costs); or
- (b) reasonable legal costs incurred in defending an action for a liability,

incurred by that Person as an officer of the Society.

22.2 The amount of any indemnity payable under this clause will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of any input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Society with a GST tax invoice for the GST Amount.

22.3 The indemnity in this clause:

- (a) is enforceable without the officer having first to incur any expense or make any payment; and
- (b) is a continuing obligation and is enforceable by the officer even though the officer may have ceased to be an officer of the Society.

22.4 For the purposes of this clause, "**officer**" means:

- (a) a Director; or

(b) a Secretary.

23. AMENDMENTS TO THIS CONSTITUTION

- 23.1 This Constitution can only be amended by a Special Resolution of Members.
- 23.2 The Society will notify any relevant regulatory body of any proposed amendments or alterations to provisions of this Constitution as required.
- 23.3 Notwithstanding anything contained in this Constitution, the Society may adopt any by-laws, standing orders or constitutional rules as may be passed from time to time at any general meeting of the Members.