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DENI PLAY ON THE PLAINS FESTIVAL LTD

CONSTITUTION

~~Adopted 16th November 2011~~

DENI PLAY ON THE PLAINS FESTIVAL LIMITED

A NOT-FOR-PROFIT COMPANY LIMITED BY GUARANTEE CONSTITUTION

Preliminary

1. The name of the Company is Deni Play on the Plains Festival Limited (“the Company”).
2. The Company is a public company limited by guarantee. Each Member undertakes to contribute \$2.00 (Two Dollars) to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that the person ceased to be a Member, for payment of the debts and liabilities of the Company contracted before that person ceased to be a Member, payment of costs charges and expenses of winding up the Company, and adjustment of the rights of contributories among themselves.
3. The objective of the Company is to promote the development of tourism to the Deniliquin region of New South Wales by conducting one or more events each year comprising rural and regional cultural arts activities and encouragement of music.
4. The Company ~~must not make~~ is a Not-for-Profit and is prohibited from making any distribution to any Member whether by way of dividend, surplus on winding up or otherwise. The assets and income of the Company shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

5. In this Constitution:

“**Business Day**” means a day except a Saturday, Sunday or public holiday in the jurisdiction under the Corporations Act, which the Company is taken to be registered.

“**Cessation Event**” means the death or bankruptcy of that Member, or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health.

“**Corporations Act**” means the Corporations Act, 2001 (Commonwealth), as modified or re-enacted from time to time, and where appropriate, includes any regulations issued under it.

“**Directors**” mean the Directors of the Company for the time being.

“**Expulsion Event**” means, in respect of a Member:

- a) the Member has wilfully refused or neglected to comply with the provisions of this Constitution;
- b) the conduct of the Member, in the opinion of the board of Directors, is unbecoming of the Member or prejudicial to the interests or reputation of the Company;
- c) the Member is, or any step is taken for the Member to become, an externally administered body corporate (whether or not the Member is a body corporate).

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“Legal Costs” of a person means legal costs incurred by that person in defending and action for a Liability of that person.

“Liability” of a person means any liability incurred by that person as an officer of the Company or a subsidiary of the Company.

“Member” means a person who is an original Member of the Company or whom the board of Directors have by a majority vote resolved should be accepted as a Member of the Company upon the terms and conditions as set out in this Constitution and whose membership has not otherwise ceased.

“Personal Representative” means the legal personal representative, executor or administrator of the estate of a deceased person.

“Previous Constitution” means the constitution of the Company which was in force prior to the adoption of this Constitution.

“Register” means the register of Members kept under the Corporations Act and, where appropriate, includes any branch register.

“Relevant Officer” means a person who is, or has been, an officer of the Company (including a Director or Secretary) or an officer of a subsidiary of the Company.

“Secretary” means a company secretary of the Company for the time being.

6. In this Constitution:

- a) a reference to a meeting of Members includes a meeting of any class of Members;
- b) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy;

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- c) a reference to a notice or document in writing includes a notice or document given by fax or another form of written communication.
- 7. In this Constitution, unless the context indicates a contrary intention, words importing the singular include the plural (and vice versa), words indicating a gender include every other gender.
- 8. Unless the context indicates a contrary intention an expression in a provision of this Constitution that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act and an expression in a provision of this Constitution that is defined in section 9 of the Corporations Act has the same meaning as in that section.

Directors

- 9. The triennial rule:
 - 9.1 The board of Directors shall consist of six (6) Members with one third of the Directors retiring at each annual general meeting.
 - 9.2 The Directors elected at each annual general meeting shall be so elected in accordance with the provisions of Clause 11.
 - 9.3 Subject to Clause 33 (quorum) no meeting of the board of Directors or any resolution or other act of the board of the Directors at any such meeting shall be invalidated if the Company at that time has less than six (6) Directors.
 - 9.4 The following transitional provisions shall apply in relation to the terms of the existing Directors as at the date of adoption of this Constitution mainly:
 - a) those Directors who under the Previous Constitution would have retired at the next annual general meeting held after the adoption of this Constitution shall retire at that annual general meeting; and
 - b) those Directors who under the Previous Constitution would have retired at the second annual general meeting held after the adoption of this Constitution shall retire at that annual general meeting; and
 - c) those Directors who under the Previous Constitution would have retired at the third annual general meeting after the adoption of this Constitution shall retire at that annual general meeting; and
 - d) if any Director who under the Previous Constitution was filling the casual vacancy of an elected Director who if still in office would not have been obliged to retire under this transitional provision at the annual general meeting immediately after the adoption of this Constitution shall still retire at that annual general meeting

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and the Director so elected at that annual general meeting in place of the casual Director shall be deemed to have only been elected for the remaining term of the original elected Director had that Director remained in office as provided for in these transitional provisions and the provisions of Clause 11 shall determine what Directors elected at that annual general meeting will serve 3 year terms and what Director will only serve the lesser term.

9.5 Any Director (including a casual Director whether under this Constitution or the Previous Constitution) who retires at an annual general meeting is eligible for election for a further term.

9.6 Within seven (7) days of the annual general meeting each year the board of Directors will meet and elect from amongst themselves in such usual and proper manner as the board of Directors may direct the following office holders:

- a) chairperson;
- b) deputy chairperson;
- c) treasurer;

and if there shall be any subsequent vacancy in respect of any of the positions referred to in a) to c) inclusive the board of Directors shall elect a Director to fill that vacancy.

10. Casual vacancies:

10.1 In the event of a casual vacancy occurring in the office of a Director or if insufficient Directors were elected at the immediately preceding annual general meeting or at any other special general meeting the board of Directors may appoint a Member of the Company to fill that vacancy.

10.2 A person who fills a casual vacancy in the office of a Director elected in accordance with Clause 10.1 will, unless otherwise disqualified, hold office until the next succeeding annual general meeting.

10.3 The vacancy caused at the annual general meeting by a person ceasing to hold office under Clause 10.2 will be filled by election at the annual general meeting and the person elected (as determined by Clause 11.4 or 11.7 or 11.8) will, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the annual general meeting.

11. Elections:

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11.1 The Secretary shall no less than ~~two months~~21 days before the date fixed for the annual general meeting send a notice in writing to each Member recorded at that time in the membership register which shall state:

- a) the date of the annual general meeting; and
- b) the number of Directors who will be elected at that annual general meeting and if any Director so elected will serve a term of less than 3 years because of the provisions of Clause 10 (Casual vacancies) the number of years that Director shall serve following the election; and
- c) that for Members who wish to nominate for election as a Director that a nomination form is available from the Secretary and must be signed by the Member so nominating together with two other Members; and
- d) that the duly completed nomination form must be with the Secretary no less than ~~28~~10 days prior to the date set for the annual general meeting; and
- e) that if the nominee so wishes he or she may include with the completed nomination form a resume of no more than 100 words which the Secretary subject to this clause shall send with any ballot paper to a Member.

11.2 Such notice referred to in 11.1 may be published in and form part of any regular notice or newsletter which may be sent to Members.

11.3 The form used for nominations shall be approved by the board of Directors.

11.4 If at the closing date for nominations there are no more nominations than positions to be filled on the board of Directors the chairperson shall at the annual general meeting declare that the said nominees have been duly elected as Directors provided that if as a result of Clause 10 any of the said Director(s) shall serve a term of less than 3 years then the Director(s) who shall serve that lesser term shall be chosen by the chairperson at the annual general _____ meeting from a draw from the hat.

11.5 If the Secretary receives more nominations than the number of Directors to be elected then the following provisions shall apply namely:

- a) the Secretary shall be the returning officer for the election.
- b) the Secretary may appoint such other persons as he or she believes necessary to conduct the election.
- c) the Members entitled to vote in the election shall be limited to those Members appearing in the membership register as at the date of close of nominations.

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~~d)~~ not less than 21 days before the date fixed for the annual general meeting the Secretary shall cause a ballot paper to be ~~sent~~created pursuant to clause (f) below and ensure that a ballot paper is available for each Member who is eligible to vote.

~~e)~~d) the Secretary shall send the ballot paper by way of post to the Member's postal address as notified in the membership register save and except that if the Member has previously notified the Company in writing that he or she requests that all notices be transmitted by way of email then the Secretary in his or her discretion may transmit the ballot paper to that Member at the Member's email address as recorded in the membership register annual general meeting pursuant to clause (c) above.

~~f)~~e) the ballot paper shall:

- i) list the candidates in alphabetical order.
- ii) a square shall be placed opposite to and immediately to the left of each candidate's name.
- iii) carry a notation that the Member shall mark his or her ballot paper by making a cross or other distinctive mark in the appropriate square opposite the names of each of the candidates for whom that Member wishes to vote but that the Member shall not mark more squares than the number of candidates to be elected and the said notation shall indicate the number of candidates to be elected.
- iv) carry a further notation that the completed ballot paper must be in the possession of the Secretary no later than 5.00pm on the date which is 7 days immediately prior to the annual general meeting and advising of the postal address that the ballot paper can be returned to and that it can also be personally handed into the office of the Company which address and office hours will be stated in the said notification handed to the Secretary or deposited at the direction of the Secretary during the annual general meeting.

~~g)~~f) the Secretary shall cause to be ~~sent~~made available with the ballot paper to each Member any resume provided by a candidate but the Secretary in his or her absolute discretion may refuse to ~~send~~make available any such resume or any part thereof which:

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- i) exceeds 100 words; and/or
- ii) contains scandalous, defamatory or offensive material.

~~h)g)~~ where possible the Secretary will cause one document to be prepared which contains all the resumes provided by the candidates.

~~h)h)~~ only a ballot paper which contains original markings shall be valid.

~~h)i)~~ ~~no~~ proxy voting shall be permitted.

~~h)j)~~ any ballot paper which does not comply with the provisions contained in [clause 11.5](#) shall be invalid.

~~h)k)~~ the Secretary's decision as to the validity of any ballot paper shall be final.

~~m)~~ ~~the Secretary shall give reasonable notice to each candidate as to the time, date and place when the Secretary intends to count the~~[All valid](#) ballot papers.

~~l)~~ ~~each candidate will be counted by the Secretary, or a scrutineer~~[persons nominated in writing by that candidate is entitled to be present at the time that the Secretary shall count the ballot papers, by the Secretary, during the annual general meeting.](#)

~~h)~~

~~h)m)~~ those candidates with the highest number of votes shall be so elected as Directors.

11.6 The chairperson at the annual general meeting shall formally declare the result of the election conducted in accordance with 11.5 and upon that declaration the Directors so elected shall be deemed to have been formally elected as Directors.

11.7 If as a result of Clause 10 any Director(s) is to serve a lesser term than any other Director(s) so elected then those Director(s) so elected with the least number of votes shall be deemed to have been elected to serve the lesser term(s).

11.8 If there shall be any tie in the votes received by any candidate whether for the election of the board of Directors in accordance with 11.5 or for the purposes of determining any Director(s) to serve a lesser—term as provided for in 11.7 then the chairperson at the annual general meeting shall prior to making the declaration referred to in 11.6 determine which candidate has been duly elected as a Director or which Director(s) shall serve the lesser term as the case may be by a draw from the hat.

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- 11.9 If at the close of nominations there are less candidates than the number of Directors to be elected the chairperson at the annual general meeting may accept additional nominations from Members with the consent of the nominee and if there shall be more Members so nominated than vacancies to be filled the chairperson shall conduct a ballot of such Members who are present at the annual general meeting and whose names were recorded in the membership register at the close of nominations to elect the additional Director(s) and the manner in which such ballot is to be conducted shall be in the sole discretion of the chairperson who may appoint such persons as he or she thinks fit to assist in conducting the said ballot and the counting of the votes and in the event of any tie the provisions of 11.8 above shall apply and the chairperson shall declare any person or persons so nominated or elected pursuant to this sub-clause to have been formally elected as a Director.
12. A Director may resign from office by giving the Company notice in writing.
13. Subject to the Corporations Act, the Company in general meeting may by ordinary resolution remove any Director, and if thought fit, appoint another person in place of that Director.
14. A Director ceases to be a Director if:
- a) the Director becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health;
 - b) the Director resigns or is removed under this Constitution;
 - c) the Director becomes an insolvent under administration;
 - d) the Corporations Act so provides.
15. The Company must not pay any fees to a Director for performing that person's duties and responsibilities as a Director. The Company must not pay any amount to a Director unless that payment has been approved by the board of Directors.
16. The Company must pay all reasonable travelling, accommodation and other expenses that a Director properly incurs in attending meetings of the board of Directors or any meetings of committees of Directors, in attending any meetings of Members, and in connection with the business of the Company.
17. A Director may:
- a) hold office or place of profit (except as auditor) in the Company, on any terms as the board of Directors resolve (subject to Clause 21);

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- b) hold an office or otherwise be interested in any related body corporate of the Company or other body corporate in which the Company is interested;
- c) act, or the Director's firm may act, in any capacity for the Company (except as auditor) or any related body corporate of the Company or other body corporate in which the Company is interested;

and retain the benefits of doing so if the Director discloses in accordance with the Corporations Act the interest giving rise to those benefits.

18. Subject to the Corporations Act, if a Director discloses the interest of the Director in accordance with the Corporations Act, and provided that the Director not be counted in a quorum for a meeting of the board of Directors considering that contract or arrangement and not vote on whether the Company enters into the contract or arrangement and not sign on behalf of the Company or witness the fixing of the seal of the Company on any document in respect of the contract or arrangement, the Director may:
- a) contract or make any arrangement with the Company, or related body corporate of the Company or a body corporate in which the Company is interested, in any matter in any capacity; and
 - b) retain the benefit under the contract or arrangement.

Officers

19. To the extent permitted by law, the Company may (by agreement or deed) indemnify each Relevant Officer against a Liability of that person and Legal Costs of that person. To the extent permitted by law, the Company may also make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
20. To the extent permitted by law, the Company may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against a Liability of that person and Legal Costs of that person.

Powers of the Company and Directors

21. The Company may exercise in any manner permitted by the Corporations Act any power which a public company limited by guarantee may exercise under the Corporations Act. The business of the Company is managed by or under the direction of the Board of Directors. The Board of Directors may exercise all the powers of the Company except any powers that the Corporations Act or this Constitution requires the Company to exercise in general meeting.
22. If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by 2 Directors, a Director and a Secretary,

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or a Director and another person appointed by a resolution of the board of Directors for that purpose.

23. The Company may execute a document without a common seal if the document is signed by 2 Directors, a Director and a secretary, or a Director and another person appointed by a resolution of the board of Directors for that purpose.
24. The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Clause 23.
25. The board of Directors may resolve, generally or in a particular case, that any signature on certificates of Membership of the Company may be affixed by mechanical or other means.
26. Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in the manner and by the persons as the board of Directors resolve. Electronic banking facilities may be managed by or on behalf of the Company in the manner and by the persons as the board of Directors resolve.
27. The board of Directors may delegate any of their powers (including this power to delegate) to a committee of Directors, a Director, an employee of the Company or any other person. The board of Directors may revoke or vary any power so delegated. A committee or delegate must exercise the powers delegated in accordance with any directions of the board of Directors. The exercise of a power by the committee or delegate is as effective as if the board of Directors exercised the power. Clauses 30 to 36 apply with the necessary changes to meetings of a committee of Directors.
28. The board of Directors may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) the board of Directors resolve. The board of Directors may delegate any of their powers (including the power to delegate) to an attorney or agent. The board of Directors may revoke or vary that appointment or any power delegated to an attorney or agent.
29. Any act done by a person as a Director or Secretary is effective even if the appointment of that person, or the continuance of that appointment, is invalid because the Company or that person did not comply with this Constitution or any provision of the Corporations Act. This clause does not deal with the question whether an effective act by a person binds the Company in its dealings with other people or makes the Company liable to another person.

Meetings of Directors

30. The board of Directors may pass a resolution without a meeting of the board of Directors being held if a document containing the resolution is sent to all Directors and a majority of the Directors entitled to vote on the resolution sign that document containing a statement that they are in favour of the resolution set out in the document. Separate copies of that document may be used

for signing by Directors if the wording of the resolution and the statement is identical in each copy.

31. The board of Directors may meet, adjourn and otherwise regulate their meetings as they think fit. A meeting of the board of Directors may be held using any technology consented to by a majority of the Directors. A Director may only withdraw that consent within a reasonable period of time before the meeting. Special meetings of the board of Directors may be convened by the chairperson or by any three (3) Members of the board of Directors.
32. Reasonable notice of a meeting of the board of Directors must be given to each Director.
33. A quorum for a meeting of the board of Directors must be present at all times during the meeting. Subject to the Corporations Act, a quorum for a meeting of the board of Directors is, if the Directors have fixed a number for the quorum, that number of Directors, and in any other case, two-thirds of the Directors entitled to vote on a resolution that may be proposed at that meeting.
34. In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a board of Directors meeting, they may act only for the purpose of increasing the number of Directors to at least a number sufficient to constitute such a quorum.
35. The chairperson of Directors must (if present within 5 minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of the board of Directors. If there is no chairperson of Directors, or the chairperson of Directors is not present within 5 minutes after the time appointed for the holding of a meeting of the board of Directors or is present within that time but is not willing to chair all or part of that meeting, then the Directors present must elect one of themselves to chair all or part of the meeting of the board of Directors.
36. A resolution of the board of Directors is passed if more votes are cast in favour of the resolution than against it. Subject to Clause 18 and this clause, each Director has one vote on a matter arising at a meeting of the board of Directors.

Meetings of Members

37. Subject to the Corporations Act, the board of Directors may call a meeting of Members. The board of Directors must call and arrange to hold a general meeting on the request of Members, and the Members may call and arrange to hold a general meeting, as provided by the Corporations Act.
38. The Company must hold an annual general meeting if required by, and in accordance with the Corporations Act. The ordinary business of the annual general meeting shall be:
 - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

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- b) to receive from the board of Directors reports upon the transactions of the Company during the last preceding year;
 - c) to receive and consider the statements of profit and loss, the balance sheet and the reports and statements of the board of Directors and Auditors in respect of the year;
 - d) to elect the Directors of the Company as required;
 - e) to confirm the appointment of an auditor(s) for the Company made by the board of Directors pursuant to Clause 106;
 - f) the annual general meeting may transact special business of which notice is given to the Members.
39. Subject to the Corporations Act, the Company must give not less than 21 days notice of a meeting of Members. The Company may call an annual general meeting on shorter notice if all Members entitled to attend and vote at the annual general meeting agree beforehand.
40. All general meetings other than the annual general meeting shall be called special general meetings.
41. Notice of a meeting of Members must be given to each Member, each Director and any auditor of the Company.
42. a) the board of Directors shall, on the requisition in writing of Members, representing not less than 5% of the total number of Members, convene a special general meeting of the Company.
- b) the requisition for a special general meeting shall state the objectives of the meeting and shall be signed by the Members making the requisition and be sent to the registered office of the Company, and may consist of several documents in like form each signed by one or more of the Members making the requisition.
- c) if the board of Directors do not cause a special general meeting to be held within the month after the date on which the requisition is sent to the registered office, the Members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- d) a special general meeting convened by Members in pursuance of this Constitution shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the board of Directors, and, all reasonable expenses incurred in convening the meeting shall be refunded by the Company to the persons incurring the expenses.

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43. A notice of a meeting of Members must:
- a) set out the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
 - b) state the general nature of the business of the meeting;
 - c) set out or include any other information or documents specified by the Corporations Act.
44. Subject to the provisions of the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid if the Company has accidentally not given notice of the meeting to a person.
45. A meeting of Members may be held in 2 or more places linked together by any technology that gives the Members as a whole in those places a reasonable opportunity to participate in proceedings, enables the chairperson to be aware of proceedings in each place, and enables the Members in each place to vote on a show of hands and on a poll.
46. Each Member and any auditor of the Company are entitled to attend any meetings of Members. Subject to this Constitution, each Director is entitled to attend and speak at all meetings of Members.
47. Ten (10) Members present (being Members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of any general meeting. A quorum for a meeting of Members must be present at all times during the meeting. A quorum for a meeting of Members is entitled to vote at that meeting. In determining whether a quorum for a meeting of Members is present:
- a) where more than one proxy of a Member is present, only one of those persons is counted;
 - b) where a person is present as a Member and as a proxy that person is counted separately for each appointment provided that there is at least one other Member present; and
 - c) where a person is present as a proxy for more than one Member, that person is counted separately for each appointment provided that there are at least two other Members present.
48. If a quorum is not present within 15 minutes after the time appointed for a meeting of Members:
- a) if the meeting was called by the board of Directors at the request of Members or was called by the Members, the meeting is dissolved;

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- b) any other meeting is adjourned to the date, time and place as the board of Directors may by notice to the Members appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned.
49. If a quorum is not present within 15 minutes after the time appointed for an adjourned meeting of Members, the meeting is dissolved.
50. The chairperson must, if present within 15 minutes after the time appointed for the holding of the meeting and willing to act, chair each meeting of Members. If at a meeting of Members the chairperson is not present within 15 minutes after the time appointed for the holding of a meeting, or is present but unwilling to act, the Members present must elect another person present and willing to act to chair the meeting or the relevant part of that meeting.
51. Subject to the Corporations Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
52. Subject to the Corporations Act, a resolution is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution. Unless a poll is requested in accordance with Clause 54 a resolution put to the vote at a meeting of Members must be decided on a show of hands.
53. A declaration by the chairperson of a meeting of Members that a resolution on a show of hands is passed, passed by a particular majority, or not passed, and a record of that declaration in the minutes of the meeting are sufficient evidence of that fact, unless proved incorrect.
54. A poll may be demanded on any resolution at a meeting of Members. A poll may be demanded by at least 5 Members present and entitled to vote on that resolution, one or more Members present and who are together entitled to at least 5% of the votes that may be cast on that resolution on a poll, or the chairperson of that meeting. A poll may be demanded before a vote on that resolution is taken, or before or immediately after the results of the vote on that resolution on a show of hands are declared. A demand for a poll may be withdrawn.
55. A poll demanded on a resolution at a meeting of Members for the election of a chairperson of that meeting or the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution must be taken in the manner and at the time and place the chairperson directs. The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting. A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that dealing with any other business.
56. Subject to the Corporations Act, the chairperson may adjourn a meeting of Members to any day, time and place, and must adjourn a meeting of Members if the Members present with a majority

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of votes that may be cast at that meeting agree or direct the chairperson to do so. The chairperson may adjourn that meeting to any day, time and place. The Company is only required to give notice of a meeting of Members resumed from an adjourned meeting if the period of adjournment exceeds 21 days. Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.

57. Subject to the Corporations Act, the board of Directors may at any time postpone or cancel a meeting of Members by giving notice not less than 5 Business Days before the time at which the meeting was to be held to each person who is, at the date of the notice a Member, a Director or auditor of the Company. A general meeting called by the board of Directors at the request of Members or called by the Members must not be cancelled by the board of Directors without the consent of the Members who requested or called the meeting.
58. Subject to this Constitution and any rights or restrictions attached to a class of membership, at a meeting of Members, every Member present has one vote on a show of hands and on a poll.
59. In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting does not have a casting vote on that resolution either on a show of hands or on a poll.
60. A Member present at a meeting of Members is not entitled to vote on any resolution if any fees or any other amount due and payable by that Member to the Company under this Constitution have not been paid, or where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction. The Company must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that person is not entitled to vote on that resolution.
61. The authority of a proxy for a Member to speak or vote at a meeting of Members is suspended while the Member is present in person at that meeting.
62. An objection to the qualification of any person to vote at a meeting of Members may only be made at that meeting (or any resumed meeting if that meeting is adjourned), to the chairperson of that meeting. Any objection must be decided by the chairperson of the meeting of Members, whose decision, made in good faith, is final and conclusive.
63. A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll:
 - a) in person;
 - b) by not more than one proxy.

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64. A proxy of a Member need not be a Member. A Member may appoint a proxy for all or any number of meetings of Members, or a particular meeting of Members.
65. An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains the name and address of that Member, the name of the proxy and the meetings of Members at which the proxy may be used. The chairperson of a meeting of Members may determine that an instrument appointing a proxy is valid even if it contains only some of this information.
66. Subject to the Corporations Act, the decision of the chairperson of a meeting of Members as to the validity of an instrument appointing a proxy is final and conclusive.
67. A Member may specify the manner in which a proxy is to vote on a particular resolution at a meeting of Members.
68. Unless otherwise provided in the Corporations Act or in the appointment, a proxy may demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy may vote.
69. An appointment of a proxy for a meeting of Members is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) before the time scheduled for commencement of that meeting (or any adjournment of that meeting).
70. Unless the Company has received notice in writing of the matter before the time scheduled for the commencement of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy is, subject to this Constitution, valid even if, before the person, that Member revokes the appointment of that person or that Member revokes the authority under which the person was appointed by a third party.

Members

71. a) an application for membership of the Company can be made by any person 18 years of age or older, who resides permanently within 50 kilometres of Deniliquin and who subscribes to the objectives of the Company ("the Eligibility Criteria"). Each applicant to become a Member must sign and deliver to the Company an application in the form which the board of Directors determine and pay any initial fee which the board of Directors determine.

~~b) b)~~ existing Members who do not meet the Eligibility Criteria, as at the date this Constitution is adopted, may continue as Members subject to payment of the annual fee and if he/she is not expelled under Clause 76 or Clause 77 of the Constitution or a Cessation Event (Clause 5) has not occurred.

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~~c) c)~~ Notwithstanding the above sub-rules, an Existing or a Proposed new members who meets the Eligibility Criteria other than living permanently within 50 kilometres of Deniliquin, may at the discretion of the board of Directors be approved as a Member or may have their Membership renewed, if the Directors form the view that their Membership is otherwise beneficial to the Company.

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the board of Directors shall determine whether an applicant may become a Member. The board of Directors are not required to give any reason for the rejection of any application to become a Member.

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~~Membership is for a Member must pay an 12 month term, and must be renewed annually by the payment of the annual membership fee as (Renewal Fee). Prior to 1 July each year, the Company will provide each Member with a renewal notice (Renewal Notice) setting out the Membership Fees for the next 12 months (the Renewal Fees).~~

~~The amount of the Renewal Fee shall be determined by the board of Directors before 1 March in each calendar year or, if the Member becomes a at their sole discretion.~~

~~A Member must pay their Renewal Fee within 28 days of receipt of the Renewal Notice (the Payment Term). If the Renewal Fee is not paid within the Payment Term, then the Member on or after 1 March in any calendar year, on becoming will automatically cease to be a member and will lose all membership rights.~~

~~d) If a Member and before 1 March in each succeeding calendar pays the Renewal Fees outside the Payment Terms, the board of Directors may choose to accept such payment, in which case the person's Membership shall be renewed from 1 March, or the board of Directors may choose not to accept the payment, the payment will be returned to the person, and the person's membership will have expired at midnight on the last day of February of that year.~~

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72. If an application to become a Member is accepted, the Company must give written notice of the acceptance to the applicant and enter the applicant's name in the Register. If an application to become a Member is rejected, the Company must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.

73. The rights of being a Member are not transferable whether by operation of the law or otherwise.

74. ~~A person will~~ Apart from the expiration of membership for non-payment of Renewal Fees, a person will also cease to be a Member if the Member resigns in accordance with Clause 75, if the

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Member is expelled under Clause 76 or Clause 77, or if a Cessation Event occurs in respect of that Member. The estate of a deceased Member is not released from any liability in respect of that person being a Member.

75. A Member may resign as a Member by giving the Company notice in writing. Unless the Notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.

76. Subject to Clause 74, the board of Directors may resolve to expel a Member if:

- a) an Expulsion Event occurs in respect of the Member; and
- b) the Company gives that Member at least 10 Business Days notice in writing stating the Expulsion Event and that the Member is liable to be expelled, and informing the Member of their right under Clause 78.

~~77. The board of Directors may resolve to expel a Member if the Member does not pay a fee payable by the Member pursuant to this Constitution within 20 Business Days after the due date for its payment.~~

~~78.77.~~ Before the passing of any resolution under Clause 76 a Member is entitled to give the board of Directors, either orally or in writing, any explanation or defence of the Expulsion Event the Member may think fit.

~~79.78.~~ Where a resolution is passed under Clause 76 ~~or 77~~, the Company must give that Member notice in writing of the expulsion within 10 Business Days of the resolution.

~~80.79.~~ A resolution under Clause 76 ~~or Clause 77~~ takes effect on the date of the resolution.

~~81.80.~~ The board of Directors may reinstate an expelled Member on any terms and any time as the board of Directors resolve, ~~including a requirement that all amounts due but unpaid by expelled Members are paid.~~

~~82.81.~~ Subject to the Corporations Act and the terms of a particular class of Membership, the Company may vary or cancel rights attached to being a Member of that class, or convert a Member from one class to another, by special resolution of the Company and either:

- a) a special resolution passed at a meeting of the Members included in that class; or
- b) the written consent of Members who are entitled to at least 75% of the votes that may be cast in respect of Membership of that class.

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The provisions in this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held under Clause [8281\(a\)](#).

~~83-82.~~ The Company may issue to each Member, free of charge one certificate evidencing that person as a Member.

~~84-83.~~ The Company may issue a replacement certificate of being a Member if the Company receives and cancels the existing certificate or the Company is satisfied that existing certificate is lost or destroyed and the Member pays any fee as the board of Directors resolve.

Fees

~~85-84.~~ The board of Directors may require the payment of fees or levies by Members in the amounts and at the times as the board of Directors resolve. The board of Directors may make fees payable for one or more Members for different amounts and at different times, and subject to the terms of Membership payable by instalments. The board of Directors may revoke or postpone fees or extend the times for payment of fees.

~~86-85.~~ The Company must give Members at least fourteen (14) Business Days notice of fees payable by Members. A notice of fees must be in writing and specify the amount of the fee, and the time and place of payment of the fee. A fee is not invalid if a Member does not receive notice of the fee.

~~87-86.~~ A Member must pay to the Company the amount of each fee made on the Member at times and places specified in the notice of the fee. If a fee is payable in one or more fixed amounts on one or more fixed dates, the Member must pay to the Company those amounts on those dates.

~~88-87.~~ A Member must pay to the Company interest at the rate of 10% per annum on any amount referred to in Clause [8786](#) which is not paid on or before the time appointed for its payment, ~~from~~ from the time appointed for payment to the time of the actual payment, and expenses incurred by the Company because of the failure to pay or late payment of that amount. The board of Directors may waive payment of all or any part of an amount payable under this Clause 88.

~~89-88.~~ The Company may recover an amount due and payable under Clause [8786](#) and [8887](#) from a Member by commencing legal action against the Member for all or part of the amount due.

~~90-89.~~ The debt due in respect of an amount payable under Clause [8786](#) and [8887](#) is sufficiently proved by evidence that the name of the Member sued is entered in the register and there is a record in the minute books of the Company of the resolution requiring payment of the fee or the fixed amount referred to in Clauses [8786](#) and [8887](#).

~~91-90.~~ The Company may accept from any Member all or any part of fees payable before that amount is due and payable. The company may pay interest at any rate the board of Directors resolve on the amount paid before it is due and payable (from the date of payment until and including the

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date the amount becomes actually payable) and the Company may repay the amount so paid to that Member.

Notices & Payments

~~92-91.~~ The Company may give notice to a Member in person, by sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member, or by sending it to the fax number or electronic address (if any) nominated by the Member.

~~93-92.~~ A notice of meeting sent by post to an address within Australia is taken to be given three (3) Business Days after it is posted, or where to an address outside Australia, is taken to be given six (6) Business Days after it is posted. Any other notice sent by post is taken to be given at the time of which the notice would be delivered in the ordinary course of post. A notice sent by fax is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax number.

~~94-93.~~ The giving of a notice by post is sufficiently proved by evidence that the notice was addressed to the correct address of the recipient and was placed in the post.

~~95-94.~~ The board of Directors may decide, generally or in a particular case, that a notice given by the Company be signed by mechanical or other means.

~~96-95.~~ The Company may pay a person entitled to an amount payable in respect of Membership by crediting an account nominated in writing by that person, by cheque made payable to bearer, to the person entitled to the amount or any other person the person entitled directs in writing, or by any other manner as the board of Directors resolve. The Company may post a cheque under this clause to the address in the Register of the Member or to any other address which that person directs in writing.

Records

~~97-96.~~ The Company must keep minute books in which it records within one month:

- a) proceedings and resolutions of meetings of Members;
- b) proceedings and resolutions of meetings of the board of Directors (including meetings of committee of Directors);
- c) resolutions passed by Members without a meeting; and
- d) resolutions passed by the board of Directors without a meeting.

~~98-97.~~ The Company must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the chairperson of that meeting or the chairperson of the next meeting. The

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Company must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after that resolution is passed. A minute recorded and signed in accordance with this clause is evidence of the proceeding or resolution to which it relates, unless the contrary is proved.

~~99-98.~~ The Company must establish and administer the Register in accordance with the Corporations Act. The Company may establish and administer a branch register of Members in accordance with the Corporations Act. The Company must allow inspection of the Register only as required by the Corporations Act. Unless proved incorrect, the Register is sufficient evidence of the matters shown in the Register.

~~100-99.~~ The Company must keep the financial records required by the Corporations Act.

~~101-100.~~ Unless authorised by a resolution of the board of Directors or the Corporations Act, a Member is not entitled to inspect the books of the Company.

Winding Up

~~102-101.~~ In the event of a winding up of the Company, the Members must determine:

- a) the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to an organisation in Deniliquin & District which has objectives similar to those in Clause 3 and which prohibit the distribution of income and assets amongst its Members to an extent at least equally as great as the prohibition imposed in Clause 4;
- ~~b) the assets as defined in 102 (a) above, shall be given or transferred only to funds, authorities or institutions in Deniliquin and District which are approved by the Commissioner of Taxation or a Deputy Commissioner if Taxation for the purpose of Subdivision 30-B of the Income Tax Assessment Act (or such legislation as replaces the said Subdivision); and~~
- ~~c) shall be disposed of in accordance with the provision of the Act.~~

~~103-102.~~ If the Members fail to make a determination under Clause ~~102-101~~ within 20 business days of the winding up of the Company, the liquidator must make an application to the Supreme Court in the jurisdiction the Company is taken to be registered to make that determination.

Auditors

~~104-103.~~ The board of Directors shall ensure that at all times the Company has one or more auditors to carry out the duties of auditors under the Corporations Act.

~~105~~.104. Any person or persons appointed as an auditor or auditors shall remain in office until any such person or persons resigns, dies or is otherwise removed as an auditor.

~~106~~.105. If there should be any vacancy in the office of auditor the board of Directors shall appoint a suitably qualified person or persons to act in that office and the appointment of any such person or persons shall be confirmed at the next annual general meeting.

~~107~~.106. The board of Directors shall fix the remuneration of any person or persons acting in the office of auditor.

Inconsistency

~~108~~.107. If any provision in this Constitution is inconsistent with or contrary to any provision of the Corporations Act to the extent of any such inconsistency or contravention it shall have no force or effect and the relevant provision of the Corporations Act shall deem to prevail and be incorporated into this Constitution.

Amendment of this Constitution

~~109~~.108. Any amendment to this Constitution must be by way of a special resolution passed at an annual general meeting or special general meeting of which proper notice has been given to the Members in accordance with the Corporations Act.