



**Albury Northside Chamber of
Commerce Limited**

Company Constitution

A company limited by Guarantee

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1 Constitution

Pursuant to the Corporations Act, the following is the Constitution of ALBURY NORTHSIDE CHAMBER OF COMMERCE LIMITED, a Company Limited by Guarantee.

2 Preliminary

2.1 Name

The name of the Company is Albury Northside Chamber of Commerce Limited (ANCC).

2.2 Objectives

The objectives of ANCC are to, within the Albury Region:

- 1 provide services to businesses;
- 2 enhance opportunities for new business and the growth of existing businesses;
- 3 educate and promote all sections of the business community
- 4 represent all sections of business on matters pertaining to local, state and federal government;
- 5 build relationships with key industry groups and stakeholders;
- 6 foster public participation in matters relating to the welfare and future of the business community;
- 7 support and promote the retention and growth of business across all industry sectors;
- 8 provide regular forums for ANCC members to meet, address common issues and network;
- 9 provide strong leadership to business and industry, through regular communication and innovative, responsible and transparent governance;
- 10 promote the Albury Region as a strong active regional business centre; and
- 11 encourage and establish relationships with like-minded organisations.

2.3 Income and Property of ANCC

- 1 All income and property of ANCC is to be applied towards achieving the objectives of ANCC.

- 2 The assets and income of ANCC must be applied solely in furtherance of its Objectives and no portion may be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of ANCC.

2.4 Liability of Members

The liability of the members of ANCC is limited.

2.5 Guarantee

Each member undertakes to contribute to ANCC's property, if ANCC is wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for payment of ANCC's debts and liabilities contracted before he, she or it ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

2.6 Definitions

The following words have these meanings in this Constitution unless the contrary intention appears.

Albury means that part of the City of Albury south of North Street extended at the western end of North Street by drawing a line directly to the Albury City boundary and at the eastern end of North Street by drawing a line directly to the Albury City boundary.

Albury CBD means the area of the Albury CBD Business District bounded by Young Street to the north commencing at Wilson Street proceeding south to Hume Street then proceeding west along Hume Street to Wodonga Place then proceeding north along Wodonga Place and Creek Street to Englehardt Street then proceeding east along Englehardt Street to Victoria Street then north along Victoria Street to Mitchell Street then north along Mitchell Street to Kiewa Street then north along Kiewa Street to Wilson Street then proceeding east along Wilson Street to the point of commencement.

Albury Member means a member of ANCC whose principal place of business is in Albury.

Albury Region means the Local Government Areas of Albury City and Greater Hume Shire.

Auditor means the auditor for the time being of ANCC.

Board means all or some of the Directors acting as a board.

Chair means the chairperson of the Board and **Deputy Chair** means the deputy chairperson of the Board elected by the Directors in accordance with this constitution.

Committee and **Committee of Board** mean any Director or Directors acting as a committee of Directors.

Constitution means this Constitution as altered or added to from time to time and a reference to a provision of this Constitution is a reference to that provision as altered or added to from time to time.

Director means a director of ANCC.

Member means a member of ANCC.

Northside means that part of the City of Albury north of North Street and extended at the western end of North Street by drawing a line directly to the Albury City Council and extended at the eastern end of North Street by drawing a line directly to the Albury City boundary.

Northside Member means a member of ANCC whose principal place of business is in Northside.

Post means to send by Australia Post to the member's address supplied by the member to ANCC or by electronic means to the electronic address supplied by the member to ANCC.

Promotional Levy means the levy imposed by AlburyCity upon ratepayers within Albury CBD. This group of ratepayers was originally represented by the incorporated association known as Albury CBD Inc.

Registered Office means the registered office for the time being of ANCC.

Representative means a representative appointed by a Member under section 250D.

Secretary means a person appointed as a secretary of ANCC, and where appropriate includes an acting secretary and a person appointed by the Board to perform all or any of the duties of a secretary of ANCC.

2.7 Interpretation

In this Constitution unless the contrary intention appears:

- 1 the word person includes a firm, a corporation, an unincorporated association or an authority;
- 2 the singular includes the plural and vice versa;
- 3 where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- 4 a reference to writing includes typewriting, facsimile, email and other modes of representing or reproducing words in a visible form;
- 5 a reference to a clause is a reference to a clause of this Constitution;
- 6 a reference to a section is a reference to a section of the Corporations Act; and

7 a reference to the Corporations Act or to a provision of the Corporations Act, means the Corporations Act 2001 or that provision as amended from time to time, or any statute, code or provision enacted in its place and includes regulations and other instruments under it.

2.8 Headings

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

2.9 Powers

Powers conferred on ANCC, the Board, a Committee of the Board, a Director, a Member or ANCC Group may be exercised at any time and from time to time.

2.10 Alteration

This Constitution may at any time be altered in a manner resolved by not less than 75% of Members present and voting at the Annual General Meeting or at a Special General Meeting of the ANCC convened for that purpose.

3 Membership

3.1 Becoming a Member

1 A Member must in order to become and to remain a member of ANCC, pay the fees (which may include but are not limited to an entrance fee and/or annual subscription) determined by the Board in accordance with any rules of the Board as being the membership fees.

2 Subject to clause 3.1.1, the Board may admit any person as a Member upon the person agreeing to be bound by this Constitution.

3.2 Ceasing to be a Member

A Member ceases to be a Member upon:

- 1 resignation;
- 2 being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it or being unable to pay its debts;
- 3 the Board terminating the person's membership in accordance with this Constitution; or

- 4 the membership fee determined by the Board in accordance with clause 3.1.1 remaining unpaid for a period of two (2) months of the date specified by the Board as the date for payment.

3.3 Resignation

A Member may by notice in writing to ANCC resign membership with immediate effect or with effect from a specified date occurring not more than six (6) months after the service of the notice.

3.4 Termination

The Directors may by notice in writing to the Member terminate the membership of any Member with immediate effect or with effect from a specified date occurring not more than six (6) months after service of the notice.

3.5 Classes of Members

- 1 Subject to this Constitution and the Corporations Act ANCC in general meeting by ordinary resolution may:
 - a) establish any new class of Members and prescribe the qualifications, rights restrictions and obligations of Members in that class; and
 - b) vary or abrogate the qualifications, rights, restrictions or obligations of Members in any new or existing class.
- 2 The Board may:
 - a) admit any person to membership in any class of Members; and
 - b) transfer a Member, with the Member's consent, from membership in one class to membership in another class.

4 General Meetings

4.1 Power to convene general meeting

- 1 A general meeting must be convened on such requisition or in default may be convened by such requisitionists as are provided by Section 249D of the Corporations Act but except as provided by that section or by clause 4.1.3 hereof, no Member or Members may call a meeting of ANCC.
- 2 The Board may convene a general meeting whenever it thinks fit.

- 3 If at any time there are not sufficient Directors capable of acting to form a quorum one Board Member and any 15 or more Members may convene a general meeting of ANCC at the cost of ANCC.

4.2 Notice of general meeting

- 1 Subject to the provisions of the Corporations Act as to short notice, not less than 14 days' notice of a general meeting, or in the case of a general meeting convened to consider a special resolution not less than 21 days' notice, must be given in writing to each Member.
- 2 A notice convening a meeting of ANCC or of any class of Members must specify the place, day and hour of the meeting and in the case of special business the general nature of the special business to be dealt with at the meeting and there must appear in it with reasonable prominence, a statement that:
- a) a Member entitled to attend and vote is entitled to appoint a proxy, and
 - b) a corporate Member may nominate a proxy who may be either a Member or a non-Member;
 - c) a Member (excepting a Corporate Member) may only nominate another Member to be his or her proxy.

4.3 Auditors' and Directors' rights to attend general meetings

- 1 The Auditor or an agent authorised by the Auditor in writing for the purpose is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns the Auditor in that capacity, and is entitled to be heard notwithstanding that the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.
- 2 A Director is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting.

4.4 Cancellation or postponement of general meeting

- 1 Where a general meeting (including an annual general meeting) is convened by the Directors, they may, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.
- 2 Written notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from ANCC at least three days before the date for which the meeting is convened and must specify the reason for

cancellation or postponement.

- 3 A notice postponing the holding of a general meeting must specify:
 - a) a date and time for the holding of the meeting; and
 - b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting.
- 4 The number of days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the meeting may not be less than the number of days' notice of the meeting required to be given by this Constitution or the Corporations Act.
- 5 The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.
- 6 The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by, any person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.
- 7 If:
 - a) by the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative, a proxy or attorney or Representative is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
 - b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative, then, by force of this clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the Member appointing the proxy, attorney or Representative gives to ANCC at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.
 - c) Clauses 4.4.1 to 4.4.7 do not apply to a general meeting convened by the Board in accordance with a requisition of Members under clause 4.1.1 or the Corporations Act.

5 Proceedings at general meetings

5.1 Business of annual general meeting

The business of an annual general meeting is to receive and consider the profit and loss account, the balance sheet and the reports of the Board and the Auditor and to appoint persons as Directors

of ANCC in accordance with clause 7.

5.2 Special business

All business other than that referred to in clause 5.1 which is transacted at an annual general meeting and all business transacted at any other general meeting is special business.

5.3 Quorum

- 1 Subject to clause 5.3.4, fifteen (15) Members and one Board Member present in person or by proxy, attorney or Representative are a quorum at a general meeting.
- 2 An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it, but if a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the chairperson of the meeting on the chairperson's own motion or at the instance of a Member, proxy, attorney or Representative who is present otherwise declares.
- 3 If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:
 - a) if convened on requisition of Members under section 249D, is dissolved; and
 - b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the meeting.
- 4 At any such adjourned meeting, one (1) Board Member and fifteen (15) persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum, and if a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

5.4 Chair

- 1 The Chair is entitled to preside at general meetings, but if the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlements) the Deputy Chair (if both are present then the Chair will be determined by drawing lots), a Director chosen by a majority of the Board present, the only Director present, a Member, proxy, attorney or Representative chosen by a majority of the Members, proxies, attorneys and Representatives present.
- 2 If there is an equality of votes, whether on a show of hands or on a poll, the chair of the meeting is not entitled to a casting vote in addition to any votes to which the chair is entitled as a Member or proxy or attorney or Representative of a Member.

5.5 How questions decided

- 1 Every question submitted to a meeting is to be decided by a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by:
 - a) the chair of the meeting;
 - b) not less than five Members present in person or by proxy, attorney or Representative and having the right to vote at the meeting; or
 - c) a Member or Members so present representing not less than 10% of the total voting rights of all the Members having the right to vote at the meeting.and the demand for the poll is not withdrawn.
- 2 Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chair of the meeting that the motion has been carried or carried unanimously or without dissent or by a particular majority or lost and an entry to that effect in the minutes of the meeting, are conclusive evidence of that and it is not necessary to prove the number or proportion of votes cast in favour of or against the motion.
- 3 If a poll is so demanded and the demand is not withdrawn, it must be taken in such manner and at such time and place and at once or after an interval or adjournment or otherwise as the chairperson of the meeting then or subsequently determines and the result of the poll is to be deemed the resolution of the meeting at which the poll was demanded.
- 4 A poll may not be demanded on the election of a chair of a meeting and a poll demanded on a question of adjournment is to be taken at the meeting and without adjournment.
- 5 A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

5.6 Objection to voting qualification

- 1 Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken, and every vote not disallowed at the meeting or adjourned meeting or when the poll is taken is valid.
- 2 If there is a dispute as to the admission or rejection of a vote, the chair of the meeting must decide it and the chair's decision made in good faith is final and conclusive.

5.7 Adjournment

- 1 The chair of a meeting may with the consent of the meeting adjourn the meeting from time to time and place to place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the

adjournment took place and the Corporations Act applies.

- 2 If a meeting is adjourned for more than 14 days, notice of the adjournment must be given in accordance with clause 4.2.

6 Votes of members

6.1 Voting rights

Subject to the rights and any restrictions attached to or affecting any class of Members and to any other restrictions in this Constitution:

- 1 on a show of hands, each Member present in person and each other person present as proxy or attorney or Representative of a Member has one vote; and
- 2 on a poll, each Member present in person has one vote and each person present as proxy or attorney or Representative of a Member has one vote for each Member that the person represents.

6.2 Right to appoint proxy

A Member entitled to attend at a meeting of ANCC or of any class of Members is entitled to appoint another person as proxy to attend in the Member's place at the meeting and a proxy has the same right as the Member to speak and vote at the meeting. A corporate member may appoint a proxy who is not a Member, Members in all other classes may only appoint another Member to be a proxy.

6.3 Instrument of proxy

- 1 An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or if the appointor is a body corporate under its common or official seal or the hand of its attorney so authorised and, if and to the extent that the Board permits, may be in respect of more than one meeting.
- 2 An instrument appointing a proxy must be in a form acceptable to the Board generally or in a particular case.

6.4 Right to appoint attorney

A Member may by power of attorney duly executed in the presence of at least one witness and (if necessary) duly stamped appoint an attorney to act on the Member's behalf at all or any meetings of ANCC or of any class of Members.

6.5 Receipt of proxy and other instruments

To be effective, an instrument appointing a proxy and any power of attorney under which it is executed or a copy (verified by statutory declaration as a true copy) of the power of attorney, or an instrument appointing an attorney under clause 6.4, in either case together with such evidence of due stamping (if necessary) and execution and non-revocation of the power of attorney as the Board may require, must be received by ANCC at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time appointed for the meeting or adjourned or postponed meeting or poll which the appointee proposes to attend or on which the appointee proposes to vote.

6.6 Validity of vote in certain circumstances

A vote cast by a proxy, attorney or Representative is valid notwithstanding the previous revocation of that person's authority by the death of the principal or otherwise, unless an intimation in writing of the revocation has been received at the Registered Office or by the chairperson of the meeting before the vote is cast.

7 Directors

7.1 The Directors

The Directors will be determined as follows:

- 1 Six Directors elected by members;
- 2 One Director elected by persons who pay the Promotional Levy (“the Albury CBD Director”);

 (“the elected Directors”)
- 3 Two Director’s who may be appointed by the elected Directors selected by reason of their skills and attributes, which will be those skills and attributes which are considered to be most beneficial to ANCC at that time (“the Co-opted Director”).

7.2 Number of Directors after initial appointments

The total number of elected and appointed Directors must not be less than six (6) nor, until otherwise determined by ANCC in general meeting, more than ten (10).

7.3 Membership qualification

Subject to the provisions of clause 7.4, a Director must be a Member.

7.4 Procedures for Election of the Board

- 1 The election of the Members of the Board shall be by postal ballot and shall take place in the following manner:
 - a) Any Member may nominate or second the nomination of any other Member eligible for election.
 - c) A nomination shall be in writing, signed by the nominator and the seconder and bear the written consent of the nominee, and shall be delivered to the Returning Officer not later than 6.00 pm on the closing day for nominations, which day shall be twenty one (21) days prior to the date of the Annual General Meeting.
 - d) Immediately after nominations are closed the Returning Officer shall exhibit in a conspicuous position in the Registered Office the names of the nominees and their nominators and seconders for each office.
 - e) In the event of there being less candidates nominated than the number of vacancies those nominated shall be declared elected and the remaining positions shall be left vacant, to be filled if the Board in its discretion so decides, notwithstanding clause 7.5 hereof, by a by-election. Any person so elected at such by-election shall hold office only until the Annual General Meeting that is held two (2) years after the Annual General Meeting that preceded such by-election.
 - f) In the event of there being more candidates nominated than the number of vacancies, a postal ballot shall be taken in manner hereinafter provided.
 - g) The Board shall appoint a Returning Officer to take charge of the ballot, who shall not be a Director or employee of ANCC. The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of such ballot papers, and the counting of votes after the ballot is closed and shall report the result of the ballot to the Chair and the Business Manager of ANCC forthwith and to the Annual General Meeting.
 - h) Member vote
 - i The Returning Officer shall, at least fourteen (14) days before the Annual General Meeting, post to each Albury Member or Northside Member (depending upon the position to be filled) together with the annual financial report a ballot paper containing the names of all duly nominated candidates, together with such directions as to voting procedure as he considers appropriate. The Returning Officer shall have the right to hand a ballot paper and envelope to any member who did not receive, or has spoiled, the ballot paper posted to that Member. The non-receipt of such ballot papers as aforesaid shall not invalidate the ballot.
 - ii A Member shall record his vote in the following manner:-

- In marking his ballot paper, a Member may vote for any number of candidates in accordance with any voting instructions.
 - Where more than one candidate is to be elected, votes up to the number of vacancies to be filled shall be deemed to be of equal value (candidates for whom they vote must be ticked rather than numbered sequentially), and the required number of candidates who receive the greatest number of votes shall be elected.
 - A vote recorded for a candidate ineligible for election shall be disregarded and where necessary, the next available vote shall be counted in its stead.
 - In the event of two or more nominees receiving an equal number of votes, a decision as to who shall be elected shall be made by drawing lots.
 - After marking his ballot, the Member shall fold the ballot paper and place it in an envelope and return it to the Returning Officer so as to reach him no later than the time specified in the notice calling the Annual General Meeting.
- 2 The election of the elected Directors shall take place at the time and in the manner as set out in clause 7.4.1.
- 3 At each Annual General Meeting the Directors whose periods of tenure terminate at that meeting shall retire, to be replaced by new Directors who shall hold appointment for two (2) year terms.
- 4 All Directors who retire as a result of their period of tenure terminating, are entitled to seek re-election, but no person may serve as a Director for more than four (4) consecutive two (2) year terms.

7.5 By Elections to Fill Casual Vacancies

- 1 Subject to clause 7.4.1(d), a by-election shall be held to fill any casual vacancy in the ranks of elected Directors unless the event giving rise to such vacancy occurs less than four (4) calendar months before the date of the next Annual General Meeting, in which case the vacancy shall be filled by election in the usual way at that Annual General Meeting. Any person so elected by by-election shall hold office only until the conclusion of the term of the Director so replaced.
- 2 If at the date of a by-election held pursuant to clause 7.5.1 there are less than two (2) years remaining of the term of the Director so replaced, that appointment shall not constitute a term for the purposes of clauses 7.4.3 and 7.4.4.

8 Remuneration and expenses

- 1 A Director may be reimbursed out of the funds of ANCC such reasonable travelling, accommodation and other expenses as the Board shall permit.
- 2 A Director may only be remunerated for services as a Director if ANCC in a general meeting resolves to allow or pay such remuneration. The Members may specify a maximum amount which a Director can claim (either in total or over a specified period) under this clause.

9 Vacation of office and material personal interests

9.1 Vacation of office

The office of a Director is automatically vacated if the Director:

- 1 ceases to be a Director by virtue of, or becomes prohibited from being a Director because of an order made under, the Corporations Act;
- 2 becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Director's joint or separate estate generally;
- 3 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- 4 resigns office by notice in writing to ANCC or refuses to act;
- 5 is not present at the meetings of the Board for a continuous period of three (3) months without leave of absence from the Board; or
- 6 is removed from office by a resolution under section 203D.

9.2 Material personal interests

- 1 A Director who has a material personal interest in a matter that is being considered at a meeting of the Board may:
 - a) vote on the matter (or in relation to a proposed resolution specified in Section 195(2) in relation to the matter, whether in relation to that or a different Director); or
 - b) be present while the matter (or a proposed resolution of that kind) is being considered at the meeting,

only in circumstances specified in Sections 195(2)(3) or (4), or 196.

- 2 A Director may, notwithstanding the Director's office and the fiduciary relationship established by it:
 - a) hold an office or place of profit (except that of Auditor) under ANCC or under any body corporate in which ANCC is a member or otherwise interested;
 - b) enter into a contract with ANCC as vendor, purchaser or otherwise and participate in any association, institution, fund, trust or scheme for past or present employees or Board of ANCC or any of its predecessors or their dependants or persons connected with them; and
 - c) retain for the Director's own benefit any profit arising from any such office, place of profit or contract and any pension, allowance or other benefit received because of that participation.
- 3 A contract entered into by or on behalf of ANCC is not void or voidable by reason only that a Director is in any way directly or indirectly interested in it.
- 4 An interested Director may attest the affixing of the Seal to a contract or any other document.
- 5 In this clause 9, where the context admits, "contract" includes an arrangement and a proposed contract or arrangement.

9.3 Disclosure of personal interests

A Director shall from time to time complete such declarations of material personal interest as ANCC may require, in accordance with the provisions of the Corporations Act.

10 Powers of the board

- 1 The management of the affairs of ANCC is vested in the Board and it may exercise all such powers and do all such things as ANCC is by this Constitution or otherwise authorised to exercise and do and are not by this Constitution or by statute required to be exercised or done by ANCC in general meeting and subject nevertheless to the provisions of the Corporations Act and of this Constitution.
- 2 The Board may borrow or raise money for ANCC and secure the repayment, satisfaction or performance thereof or of any debts liabilities contracts or obligations incurred or undertaken by ANCC in such manner and on such terms in all respects as it thinks fit.

11 Proceedings of the board

11.1 Meetings

The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.

11.2 Quorum

- 1 Until otherwise determined by the Board six (6) Directors present in person are a quorum.
- 2 Notwithstanding clause 11.2.1, a quorum is present during the consideration of a matter at a meeting of the Board, only if at least four (4) directors are present who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.

11.3 Effect of vacancy

The continuing Directors may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below the minimum fixed by clause 7.2, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or of summoning a general meeting.

11.4 Convening meetings

- 1 A Director may, and the Secretary on the request of a Director must convene a meeting of the Board.
- 2 A Director who is not in Australia is not entitled to notice of a meeting of the Board.

11.5 Chair and Deputy Chair

- 1 The Directors must elect a Chair and a Deputy Chair.
- 2 The Chair or Deputy Chair may be removed from that office by a resolution of the Directors of which not less than 14 days' notice has been given to all the Directors for the time being in Australia.
- 3 The Chair is entitled to preside at meetings of the Board but if the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement): the Deputy Chair (if both are present then the Chair will be determined by drawing lots), a Director chosen by a majority of the Directors present.

11.6 How questions decided

- 1 Questions arising at a meeting of the Board are to be decided by a majority of votes and in the event of an equality of votes the Chair of the meeting has a casting vote. The Chair has discretion both as to whether or not to use the casting vote and as to the way in which

it is used.

- 2 The Board may delegate any of its powers to committees consisting of such Director, Directors or non-Directors as it thinks fit and may revoke that delegation.

11.7 Sub-Committees

- 1 A Sub-Committee in the exercise of the powers so delegated must conform to any regulations imposed by the Board.
- 2 Subject to clause 11.7.1, the meetings and proceedings of a Sub-Committee consisting of two or more Directors are governed by the provisions of this Constitution as to the meetings and proceedings of the Board so far as they are applicable.
- 3 A Sub-Committee will be formed for the purpose of administering the Promotional Levy of which the Albury CBD Director will be Chair. All other Members of the Albury CBD Sub-Committee will be payers of the Promotional Levy and who must be ratified by the Board. The Albury CBD Sub-Committee will conduct itself in accordance with any Terms of Reference approved by the Board.

11.8 Written resolution

Subject to the Corporations Act, a resolution in writing signed by all the Directors who are for the time being in Australia or all the members of a Committee who are for the time being in Australia, in either case being at least a quorum, is as valid and effectual as if it had been passed at a meeting of the Board or Committee duly called and constituted at the time the resolution was last signed and may consist of several documents in like form each signed by one or more of the Directors or members.

11.9 Telephone meeting

- 1 For the purposes of this Constitution the contemporaneous linking together by telephone or other means of instantaneous communication (“telephone”) of a number of the Directors, being at least a quorum, whether or not any one or more of them is out of Australia, is to be deemed to constitute a meeting of the Board and all the provisions of this Constitution as to meetings of the Board apply to such a meeting, if the following conditions are met:
 - a) all the Directors entitled to notice of a meeting of the Board received notice of the meeting and for this purpose notice of the meeting may be given on the telephone;
 - b) all the Directors wanting to take part in the meeting are linked by telephone for the purposes of the meeting; and
 - c) at the commencement of the meeting each Director taking part acknowledges the respective Director’s presence for the purposes of the meeting to all other

Directors taking part and acknowledges that the Director is able to hear each of the other Directors taking part.

- 2 A Director may not leave a telephone meeting by disconnecting the telephone without the consent of the chair of the meeting and a Director is to be deemed to be present and form part of the quorum throughout the meeting unless the Director has obtained the consent of the chair of the meeting to leave the meeting.
- 3 A minute of the proceedings at a telephone meeting is sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the chair of the meeting.

11.10 Validity of acts of Directors

All acts of the Board, a Committee or a person acting as a Director or Committee or member of a Committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

12 Negotiable instruments

Cheques, bills of exchange, promissory notes and other negotiable instruments may be signed, accepted, drawn, made or indorsed on behalf of ANCC in such manner and by such persons (whether Directors or officers of ANCC or not) as the Board determines but not otherwise.

13 Inspection of documents

- 1 Subject to the Corporations Act and any resolution of ANCC in general meeting, the Board may determine whether and to what extent and at what times and places and under what conditions and regulations the books and documents of ANCC or any of them will be open to inspection by the Members and other persons.
- 2 A Member or other person, not being a Director, has no right to inspect any of the books or documents of ANCC except as conferred by statute or authorised by the Board or by a resolution of ANCC in general meeting and is not entitled to require or receive any information concerning the affairs of ANCC.

14 Notices

- 1 ANCC may give a notice to a member in any of the following ways:
 - a) by serving it on the member personally;

- b) by posting it to the member or leaving it at the member's address shown in the Register of Members, or at a replacement address for giving notices supplied to it by the member;
 - c) by faxing it or sending it electronically to the fax number or electronic address supplied by the member to ANCC for the giving of notices.
- 2 A notice is to be treated as received in accordance with the following:
- a) if it is sent by post in Australia, on the next business day after pre-paid posting;
 - b) if it is sent by post to an address outside Australia, in the ordinary course of pre-paid mail;
 - c) if it is faxed or sent electronically, on the business day after it is sent.

15 Winding up

Upon a winding up, the surplus assets of ANCC after satisfaction of all debts and other liabilities of ANCC, shall be paid or transferred to such other organisation having objectives similar in whole or in part to those of ANCC which is not carried on for the profit or gain of its members and has rules prohibiting the distribution of its assets and income to its members, as the Members in general meeting resolve.

16 Indemnity of officers, auditors and agents

- 1 Every person who is or has been a director, secretary, executive officer or auditor of ANCC is indemnified, to the maximum extent permitted by law, out of the property of ANCC against any liabilities for costs and expenses incurred by that person:
- a) in defending any proceedings relating to that person's position with ANCC, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted or which are withdrawn before judgement; or
 - b) in connection with any administrative proceedings relating to that person's position with ANCC, except proceedings which give rise to civil or criminal proceedings against that person in which judgement is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
 - c) in connection with any application in relation to any proceedings relating to that person's position with ANCC, whether civil or criminal, in which relief is granted to that person under the Corporations Act by the court.
- 2 Every person who is or has been a director, secretary or executive officer of ANCC is indemnified, to the maximum extent permitted by law, out of the property of ANCC

against any liability to another person (other than ANCC or its related bodies corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.

- 3 ANCC may pay a premium for a contract insuring a person who is or has been a director, secretary or executive officer of ANCC and its related bodies corporate against:
- a) any liability incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to ANCC or a contravention of sections 182 or 183 of the Corporations Act; or
 - b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with ANCC, whether civil or criminal, and whatever outcome.