

Constitution of ABC Alumni Limited

Australian **Company** Number (ACN) 628 066 371
Australian Business Number (ABN) 85 628 088 371

A **company** limited by guarantee



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Preliminary

1. Name of the company

The name of the **company** is ABC Alumni Limited (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

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

4. The guarantee

Each member must contribute an amount not more than \$10.00 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 78 and 80.

Charitable purposes and powers

6. Object

The **company's** object is to pursue the purposes described in Schedule 1 to this Constitution

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

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

8. Not-for-profit

8.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 76.

8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
- (b) making a payment to a member in carrying out the **company's** charitable purpose(s).

9. Tax Deductible Status and Public Fund

- 9.1 At any time, the Directors may choose to apply to the Australian Taxation Office for tax-deductible status, that is, for donations to the company to be deductible from the taxable income of the donor.
- Prior to such an application, if necessary, or if not, immediately after the granting of tax-deductible status, the company must establish and maintain a Public Fund and appoint a Public Fund Committee.
- 9.2 Donations will be deposited into the Public Fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the **company** and will only be used to further the following purposes of the Public Fund:
- (a) to promote, foster and strengthen public media in Australia and the region;
 - (b) to support, advise and encourage a strong, creative and accessible Australian Broadcasting Corporation;
 - (c) to build a community of former and current public media workers and associates committed to promoting excellence across all public media platforms and encouraging public media that is independent, ethical and of high quality;
 - (d) to implement education and training programs including, without limitation, forums, conventions, lectures and courses in writing, journalism, documentary film, radio and television broadcasting, voice, online and digital media, photography, animation, graphics and visual art associated with public media, as well as production skills and values associated with, but not limited to, specialist genres like drama, science, arts, and religion;
 - (e) to build a coalition with other like-minded organisations committed to promoting public media, and
 - (f) generally, to do all other things that may appear to the Public Fund Committee to be incidental or conducive to the attainment of the objects or any of them.
- 9.3 Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- 9.4 The Public Fund will be administered by a committee (Public Fund Committee), whose members will be appointed in accordance with clause 12.1 below, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the **company**.
- 9.5 No monies or assets in the Public Fund will be distributed to members or office bearers of the **company** (insert) except, as agreed by a quorum of directors, as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- 9.6 The department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the Public Fund, to assess the effect of any amendments on the Public Fund's continuing Deductible Gift Recipient status.
- 9.7 Receipts for gifts to the Public Fund must state:
- (a) the name of the Public Fund and that the receipt is for a gift made to the Public Fund;
 - (b) the Australian Business Number of the **company**; and
 - (c) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.
- 9.8 If on the winding up or dissolution of the Public Fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members but shall be given or transferred to some other entity, fund, authority or institution having objects similar to the objects of this Public Fund, and

whose rules shall prohibit the distribution of its or their income among its or their members. The entity, fund, authority or institution to whom the property or funds is being transferred must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

10. Amending the constitution

- 10.1 Subject to clause 10.2, the members may amend this constitution by passing a special resolution.
- 10.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Members

11. Membership and register of members

- 11.1 The members of the **company** are limited to:
- (a) initial members, and
 - (b) any other person that the directors allow to be a member, in accordance with this constitution.
- 11.2 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
 - (i) name
 - (ii) address
 - (iii) any alternative address nominated by the member for the service of notices, and
 - (iv) date the member was entered on to the register.
 - (b) for each person who stopped being a member in the last 7 years:
 - (i) name
 - (ii) address
 - (iii) any alternative address nominated by the member for the service of notices, and
 - (iv) dates the membership started and ended.
- 11.3 The **company** must give current members access to the register of members.
- 11.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

12. Who is eligible to be a member

- 12.1 A person who supports the purposes of the **company** and who meets the Work History Eligibility Requirement is eligible to apply to be a member of the **company** under clause 13.
- 12.2 In this clause 'person' means an individual.

13. How to apply to become a member

A person may apply to become a member of the **company** by writing to the secretary providing details of how they meet the Work History Eligibility Requirement, and stating that they:

- (a) want to become a member;
- (b) are eligible for membership as provided for in clause 12;

- (c) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required.

14. Directors decide whether to approve membership

- 14.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- 14.2 If the directors approve an application, the secretary must as soon as possible:
 - (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 15).
- 14.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons.
- 14.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 13(a), 13(b) and 13(c). In that case, by applying to be a member, the applicant agrees to those three matters.
- 14.5 The directors will have full discretion to decide if an applicant qualifies under clause 13(b) and their decision shall be final.

15. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register.

16. When a person stops being a member

- 16.1 A person immediately stops being a member if they:
 - (a) die
 - (b) resign, by writing to the secretary
 - (c) are expelled under clause 24.1, or
 - (d) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

Alumni and Associates

17. Who is eligible to be an Alumni and Associate

- 17.1 A person who supports the purposes of the **company** and who meets the Work History Eligibility Requirement is eligible to apply to be an Alumni of the **company**.
- 17.2 A person who supports the purposes of the **company** but who does not meet the Work History Eligibility Requirement is eligible to apply to be a Associate of the **company**.
- 17.3 In this clause 'person' means an individual.

18. How to apply to become an Alumni or Associate

- 18.1 A person may apply to become an Alumni or Associate of the **company** by:
 - (a) advising the secretary in writing:
 - (i) their name, address, email address and telephone number;
 - (ii) in the event they are applying to be an Alumni of the **company**, details on who they meet the Work History Eligibility Requirement;

- (iii) that they agree to comply with the **company's** constitution, including paying of any subscription that may be required, and
- (b) pay any **prescribed subscription fee**.

19. Directors decide whether to approve a person as an Alumni or Associate

- 19.1 The directors must consider an application for to be an Alumni or Associate within a reasonable time after the secretary receives the application.
- 19.2 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons.
- 19.3 The directors will have full discretion to decide if an applicant qualifies to be an Alumni or Associate of the **company** and their decision shall be final.

20. When a person becomes an Alumni or Associate

- 20.1 An applicant will become an Alumni or Associate on:
 - (a) approval of their application by the Directors; and
 - (b) payment of any **prescribed subscription fee**.

21. When a person stops being an Alumni or Associate

- 21.1 A person immediately stops being an Alumni or Associate if:
 - (a) they die
 - (b) they resign, by writing to the secretary
 - (c) by resolution of the directors to such effect, or
 - (d) they fail to pay any **prescribed subscription fee** within two months of it becoming due.
- 21.2 The Directors do not need to provide reasons for any resolution of the kind referred to in clause 21.1(c).

22. Not members

- 22.1 Alumni and Associates of the company are not members of the company and do not have the rights or obligations vested in members by the Constitution or otherwise in law.

Dispute resolution and disciplinary procedures

23. Dispute resolution

- 23.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
 - (a) one or more members
 - (b) one or more directors, or
 - (c) the **company**.
- 23.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 24 until the disciplinary procedure is completed.
- 23.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 23.4 If those involved in the dispute do not resolve it under clause 23.3, they must within 10 days:

- (a) tell the directors about the dispute in writing
- (b) agree or request that a mediator be appointed, and
- (c) attempt in good faith to settle the dispute by mediation.

23.5 The mediator must:

- (a) be chosen by agreement of those involved, or
- (b) where those involved do not agree:
 - (i) for disputes between members, a person chosen by the directors, or
- (c) for other disputes, a person chosen by a suitable independent adjudicator, such as the National President of ABC Friends or the CEO of the Walkley Foundation.

23.6 A mediator chosen by the directors under clause 17(b):

- (a) may be a member, or former member of the **company**
- (b) must not have a personal interest in the dispute, and
- (c) must not be biased towards or against anyone involved in the dispute.

23.7 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard
- (b) allow those involved a reasonable chance to review any written statements
- (c) ensure that those involved are given natural justice, and
- (d) not decide on the dispute.

24. Disciplining members

24.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:

- (a) the member has breached this constitution, or
- (b) the member behaviour is causing, has caused, or is likely to cause harm to the **company** or its purpose(s).

24.2 At least 14 days before the directors' meeting at which a resolution under clause 24.1 will be considered, the secretary must notify the member in writing:

- (a) that the directors are considering a resolution to warn, suspend or expel the member
- (b) that this resolution will be considered at a directors' meeting and the date of that meeting
- (c) what the member is said to have done or not done
- (d) the nature of the resolution that has been proposed, and
- (e) that the member may provide an explanation to the directors, and details of how to do so.

24.3 Before the directors pass any resolution under clause 24.1, the member must be given a chance to explain or defend themselves by:

- (a) sending the directors a written explanation before that directors' meeting, and/or
- (b) speaking at the meeting.

24.4 After considering any explanation under clause 24.3, the directors may:

- (a) take no further action
- (b) warn the member
- (c) suspend the member's rights as a member for a period of no more than 12 months
- (d) expel the member

- (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only decide that the directors could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 24.5 The directors cannot fine a member.
- 24.6 The secretary must give written notice to the member of the decision under clause 24.1, as soon as possible.
- 24.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 24.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

25. General meetings called by directors

- 25.1 The directors may call a general meeting.
- 25.2 If members with at least 25% of the votes that may be cast at a general meeting make a written request to the **company** for a general meeting to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 25.3 The percentage of votes that members have (in clause 25.2) is to be worked out as at midnight before the members request the meeting.
- 25.4 The members who make the request for a general meeting must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **company**.
- 25.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

26. General meetings called by members

- 26.1 If the directors do not call the meeting within 21 days of being requested under clause 25.2, 50% or more of the members who made the request may call and arrange to hold a general meeting.
- 26.2 To call and hold a meeting under clause 26.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 26.3 The **company** must provide reasonable assistance to the members who request the **general meeting** because the directors did not call and hold the meeting.

27. Annual general meeting

- 27.1 A general meeting, called the annual general meeting, must be held:
- (a) within 24 months after registration of the **company**, and
 - (b) after the first annual **general meeting**, at least once in every calendar year.
- 27.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
- (a) a review of the **company's** activities
 - (b) a review of the **company's** finances
 - (c) any auditor's report
 - (d) the election of directors, and
 - (e) the appointment and payment of auditors, if any.
- 27.3 Before or at the annual general meeting, the directors must give information to the members on the **company's** activities and finances during the period since the last annual general meeting.
- 27.4 The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.
- 28. Notice of general meetings**
- 28.1 Notice of a general meeting must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor (if any).
- 28.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting.
- 28.3 Subject to clause 28.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 28.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director to replace a director who was removed, or
 - (c) remove an auditor.
- 28.5 Notice of a general meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - (e) the proxy does not need to be a member of the **company**

- (f) the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
- (g) the proxy form must be delivered to the **company** at least 48 hours before the meeting.

28.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

29. Quorum at general meetings

29.1 For a general meeting to be held, at least 25% of members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).

29.2 No business may be conducted at a general meeting if a quorum is not present.

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

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

29.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

30. Auditor's right to attend meetings

30.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.

30.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

31. Alumni and Associates Attendance at meetings

31.1 Alumni and Associates may attend general meetings by invitation of the board although there is no obligation to provide Alumni and Associates notice of such meetings.

31.2 The Chairperson of a meeting may permit Alumni and Associates in attendance at any general meeting to speak at the meeting

31.3 For the avoidance of doubt, Alumni and Associates in attendance at a general meeting may not vote on any matter (including procedural matters) before the General Meeting, unless they do so as a proxy or representative of a member.

32. Using technology to hold meetings

32.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.

32.2 Anyone using this technology is taken to be present in person at the meeting.

33. Chairperson for general meetings

33.1 The elected chairperson is entitled to chair general meetings.

33.2 The members present and entitled to vote at a general meeting may choose a director or member to be the chairperson for that meeting if:

- (a) there is no elected chairperson, or
- (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
- (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

34. **Role of the chairperson**

- 34.1 The chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

35. **Adjournment of meetings**

- 35.1 If a quorum is present, a general meeting must be adjourned if a majority of members present direct the chairperson to adjourn it.
- 35.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

36. **Members' resolutions and statements**

- 36.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **company** that the **company** give all its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 36.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 36.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 36.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 36.5 The percentage of votes that members have (as described in clause 36.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 36.6 If the **company** has been given notice of a members' resolution under clause 36.1(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.
- 36.7 This clause does not limit any other right that a member has to propose a resolution at a general meeting.

37. **Company must give notice of proposed resolution or distribute statement**

- 37.1 If the **company** has been given a notice or request under clause 36.1(b):
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the

resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.

- 37.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1,000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 37.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

38. Circular resolutions of members

- 38.1 Subject to clause 36.1, the directors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- 38.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members and set out the wording of the resolution.
- 38.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 38.4 A circular resolution is passed if a majority of the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 38.5 or clause 36.6.
- 38.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, if the wording is the same in each copy.
- 38.6 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

39. How many votes a member has

Each member has one vote.

40. Challenge to member's right to vote

- 40.1 A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- 40.2 If a challenge is made under clause 40.1, the chairperson must decide whether the person may vote. The chairperson's decision is final.

41. How voting is carried out

- 41.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 41.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 41.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 41.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 42. When and how a vote in writing must be held**
- 42.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 42.2 A vote in writing must be taken when and how the chairperson directs, unless clause 42.3 applies.
- 42.3 A vote in writing must be held immediately if it is demanded under clause 42.1:
- (a) for the election of a chairperson under clause 33.2, or
 - (b) to decide whether to adjourn the meeting.
 - (c) A demand for a vote in writing may be withdrawn.
- 43. Appointment of proxy**
- 43.1 A member may appoint a proxy to attend and vote at a general meeting on their behalf.
- 43.2 A proxy does not need to be a member.
- 43.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 42.1.
- 43.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the **company's** name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 43.5 A proxy appointment may be standing (ongoing).
- 43.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 28.5(d) or at the **company's** registered address at least 48 hours before a meeting.

- 43.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- (a) Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (b) dies
 - (c) is mentally incapacitated
 - (d) revokes the proxy's appointment, or
 - (e) revokes the authority of a representative or agent who appointed the proxy.
 - (f) A proxy appointment may specify the way the proxy must vote on a particular resolution.

44. Voting by proxy

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

Directors

45. Number of directors

- 45.1 The **company** must have at least three and no more than seven directors.

46. Election and appointment of directors

- 46.1 The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the **company**.
- 46.2 Apart from the initial directors and directors appointed under clause 46.5 and 46.6, the members may elect a director by a resolution passed in a general meeting.
- 46.3 Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 46.4 A person is eligible for election as a director of the **company** if they:
- (a) are a member of the **company**,
 - (b) are nominated by two members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting),
 - (c) give the **company** their signed consent to act as a director of the **company**, and
 - (d) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 46.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) is a member of the **company**,

- (b) gives the **company** their signed consent to act as a director of the **company**, and
- (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

46.6 The directors may appoint a person as the independent director if that person:

- (a) agrees to the appointment;
- (b) gives the **company** their signed consent to act as a director of the **company**, and
- (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

46.7 In appointing the independent director, the company shall:

- (a) proscribe the period of appointment which shall be no more than two years;
- (b) not appoint more than one independent director at any time.

46.8 If the number of directors is reduced to fewer than the number required for a quorum, the continuing directors may act for the purpose of accepting new members, increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

47. Election of chairperson

The directors must elect a director as the **company's elected chairperson**.

48. Term of office

- (a) At each annual general meeting:
 - (i) any director appointed by the directors to fill a casual vacancy or as an additional director pursuant to clause 46.5 must retire, and
 - (ii) at least two of the remaining directors) must retire.
- (b) The directors who must retire at each annual general meeting under clause (a)(ii) will be the directors (other than the independent director) who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- (c) Other than a director appointed under clause 46.5 or 46.6, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- (d) Each director must retire at least once every three years.
- (e) A director who retires under clause (a) may nominate for election or re-election, subject to clause (f).
- (f) A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution

48.2 Independent director

- (a) The term of office for the independent director shall be as determined by the directors in the resolution appointing the independent director and shall be for no more than two years.
- (b) The directors may determine to reappoint a person as independent director.

49. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**
- (b) die
- (c) are removed as a director by a resolution of the members

- (d) (other than in relation to the independent director) stop being a member of the **company**
- (e) in the case of any independent director, by resolution of the other directors or at the end of their term of appointment.
- (f) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (g) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

50. Powers of directors

- 50.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in clause 6.
- 50.2 The directors may use all the powers of the **company** except for powers that, under the Corporations Act or this constitution, may only be used by members.
- 50.3 The directors must decide on the responsible financial management of the **company** including:
 - (a) any suitable written delegations of power under clause 51, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
 - (c) The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

51. Delegation of directors' powers

- 51.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.
- 51.2 The delegation must be recorded in the **company's** minute book.

52. Payments to directors

- 52.1 The **company** must not pay fees to a director for acting as a director.
- 52.2 The **company** may:
 - (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 52.3 Any payment made under clause 47.2 must be approved by the directors.
- 52.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

53. Execution of documents

The **company** may execute a document without using a common seal if the document is authorised by a majority of directors and signed by:

- (a) two directors of the **company**, or
- (b) a director and the secretary.

Duties of directors

54. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 6.
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 59
- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the **company** to operate while it is insolvent.

55. Conflicts of interest

55.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

55.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

- (a) Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses (d):
- (b) be present at the meeting while the matter is being discussed, or
- (c) vote on the matter.
- (d) A director may still be present and vote if:
 - (e) their interest arises because they are a member of the **company**, and the other members have the same interest
 - (f) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 73)
 - (g) their interest relates to a payment by the **company** under clause 72 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (h) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
 - (i) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and

- (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

56. When the directors meet

The directors may decide how often, where and when they meet.

57. Calling directors' meetings

57.1 A director may call a directors' meeting by giving reasonable notice to all the other directors.

57.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all the directors.

58. Chairperson for directors' meetings

58.1 The elected chairperson is entitled to chair directors' meetings.

58.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the elected chairperson is:

- (a) not present within 30 minutes after the starting time set for the meeting, or
- (b) present but does not want to act as chairperson of the meeting.

59. Quorum at directors' meetings

59.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.

59.2 A quorum must be present for the whole directors' meeting.

60. Using technology to hold directors' meetings

60.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all the directors.

60.2 The directors' agreement may be a standing (ongoing) one.

60.3 A director may only withdraw their consent within a reasonable period before the meeting.

61. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

62. Circular resolutions of directors

62.1 The directors may pass a circular resolution without a directors' meeting being held.

62.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 62.3 or clause 62.4.

62.3 Each director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (b) separate copies of that document, if the wording of the resolution is the same in each copy.

- 62.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 62.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 62.3 or clause 62.4.

Secretary

63. Appointment and role of secretary

- 63.1 The **company** must have at least one secretary, who may also be a director.
- 63.2 A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.
- 63.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 63.4 The role of the secretary includes:
- (a) maintaining a register of the **company's** members, and
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

64. Minutes and records

- 64.1 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under 37.
- 64.2 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 64.3 To allow members to inspect the **company's** records:
- (a) the **company** must give a member access to the records set out in clause 64.1, and
 - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 64.2 and clause 65.1.
- 64.4 The directors must ensure that minutes of a general meeting or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 64.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

65. Financial and related records

- 65.1 The **company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and

- (b) enable true and fair financial statements to be prepared and to be audited.
- 65.2 The **company** must also keep written records that correctly record its operations.
- 65.3 The **company** must retain its records for at least 7 years.
- 65.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

By-laws

66. By-laws

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

Notice

67. What is notice

- 67.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 68 to 70, unless specified otherwise.
- 67.2 Clauses 68 to 70 do not apply to a notice of proxy under clause 43.6.

68. Notice to the company

- 68.1 Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:
 - (a) delivering it to the **company's** registered office
 - (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided
 - (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address, or
 - (d) sending it to the fax number notified by the **company** to the members as the **company's** fax number.

69. Notice to members

- 69.1 Written notice or any communication under this constitution may be given to a member:
 - (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
 - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 69.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

70. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

71. Company's financial year

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

Indemnity, insurance and access

72. Indemnity

72.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.

72.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

72.3 In this clause, 'to the relevant extent' means:

- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

72.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

73. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

74. Directors' access to documents

74.1 A director has a right of access to the financial records of the **company** at all reasonable times.

74.2 If the directors agree, the **company** must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors, and
- (b) any other documents referred to in those documents.

Winding up

75. Surplus assets not to be distributed to members

If the **company** is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity described in clause 76.1

- (a) gifts of money or property for the principal purpose of the company
- (b) contributions made in relation to an eligible fundraising event held for the principle purpose of the company
- (c) money received by the company because of such gifts and contributions.

76. Distribution of surplus assets

76.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6 and to which tax-deductible gifts can be made, and
- (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

76.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Public Statements**77. Public Statements**

Only directors of the company may make or authorise public statements on behalf of the company.

Definitions and interpretation**78. Definitions**

In this constitution:

In this constitution:

ABC means the Australian Broadcasting Corporation, and, in relation to membership, the Australian Broadcasting Corporation and its predecessor the Australian Broadcasting Commission.

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

company means the **company** referred to in clause 1

Corporations Act means the Corporations Act 2001 (Cth)

elected chairperson means a person elected by the directors to be the **company's** chairperson under clause 47

general meeting means a meeting of members and includes the annual **general meeting**, under clause 27.1

initial member means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**

member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

prescribed subscription fee means any amount determined by the company as payable by Alumni or Associates on an annual basis (or such other term as may be determined).

public media means all independent, non-profit public- and community-owned media such as the **ABC** and other organisations as determined by the directors.

Public Fund means a fund established for the purpose of receiving unconditional donations from members of the public, that in fact does receive such donations;

registered charity means a charity that is registered under the **ACNC Act**

special resolution means a resolution:

- of which notice has been given under clause 28.5(c), and
- that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution, and

surplus assets mean any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

'Work History Eligibility Requirement' means that the person has worked for a minimum of one year or its equivalent part time at the **ABC**.

79. Reading this constitution with the Corporations Act

79.1 The replaceable rules set out in the Corporations Act do not apply to the company.

79.2 While the company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with those Acts.

79.3 If the company is not a registered charity (even if it remains a charity), the Corporations Act overrides any clause in this constitution which is inconsistent with that Act.

79.4 A word or expression that is defined in the Corporations Act or used in that Act and covering the same subject, has the same meaning as in this constitution.

80. Interpretation

75.1 In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Schedule 1

Principal Objects

The principal purpose for which the **company** is established is to promote, foster and strengthen public media in Australia and the region, in general, and the ABC in particular.

Further Objects

In support of the principal objects, the further objects include (without limitation) to undertake any one or a combination of the following activities:

- (i) to support, advise and encourage campaigns for a strong, creative and accessible ABC;
- (ii) to build a community of ABC Alumni (i.e., people who fulfil the Work History Eligibility Requirement) and Associates committed to promoting excellence across all public media platforms and encouraging public media that is free, independent, ethical and of high quality;
- (iii) to implement education and training programs including, without limitation, forums, conferences, lectures, courses and scholarships in writing, journalism, documentary film, radio and television broadcasting, voice, online and digital media, photography, animation, graphics and visual art associated with public media, as well as production skills and values associated with, but not limited to, specialist genres such as drama, science, arts, and religion;
- (iv) to seek support from and build a coalition with other like-minded organisations and individuals committed to promoting public media, and the ABC in particular;
- (v) to produce magazines, websites and/or other publications of interest to ABC Alumni and Associates, and to consumers of public media in general, on any available platform;
- (vi) when appropriate to apply for and maintain the company's status as a deductible gift recipient;
- (vii) if and when such status is granted, to set up and administer a Public Fund;
- (viii) to be a party to any proceedings before any court established by any statute having jurisdiction over any matter affecting the interests of the **company** or its members;
- (ix) to enter into and carry into effect contracts and arrangements with any persons, firms, corporations or organisations in respect of the use of any rights vested in the **company** or any property vested in the **company**;
- (x) to produce magazines, websites and/or other publications of interest to associates of public media in any available platform;
- (xi) to carry on any business that may seem to the **company** to be capable of being conveniently carried on in connection with the above objects;
- (xii) to acquire or undertake the whole or any part of the business, property or liabilities of any person or company carrying on any undertaking or business which the **company** is authorised to carry on or possessed of property suitable for the purposes of the **company**;
- (xiii) to promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the **company** or for any other purpose which may seem directly or indirectly calculated to benefit the **company**;
- (xiv) generally, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the **company** may think necessary or convenient for the purposes of its undertaking or

business;

undertaking or revenue of the **company** and generally to insure against loss, accident, disaster or damage of any and every description;

- (xv) to give any guarantee or security or enter into any bond in connection with the **company's** business or in connection with the business of or any proceedings at law or in equity and/or in admiralty instituted by or against any member or customer of the **company** or any other person;
- (xvi) to lend money to such persons and on such terms as may seem expedient and in particular to members and others having dealings with the **company**, and to guarantee the performance of contracts by any such persons;
- (xvii) to receive money on loan and to borrow or raise up to a maximum of \$2,000, or to secure the payment of unlimited money in such manner as the **company** shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the **company's** property both present and future or by bank overdraft, mortgage, lien or otherwise and to purchase, redeem or pay off any such securities;
- (xviii) to make, draw, accept, endorse, discount, execute, issue and negotiate cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- (xix) to invest and deal with the moneys of the **company** not immediately required upon such securities and in such manner as may from time to time be determined;
- (xx) to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any debentures or securities of the **company** or in or about the formation or promotion of the **company** or the conduct of its business;
- (xxi) to sell or dispose of the undertaking of the **company** or any part thereof for such consideration as the **company** may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this **company**;
- (xxii) to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the **company**;
- (xxiii) to employ such persons as may be necessary for carrying on the business of the **company**;
- (xxiv) to appoint any agent or agents for the collection and recovery of any moneys receivable by the **company** in the exercise of its powers or otherwise for the purpose of the exercise of any of such powers;
- (xxv) to procure the **company** to be registered, incorporated or otherwise duly constituted or recognised if necessary or advisable according to the law of any State of the Commonwealth of Australia or in any part of the world;
- (xxvi) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the **company** or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any show or exhibition or for any public, general or useful object;
- (xxvii) to undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise;

- (xxviii) to adopt such means of making known the business and operations of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations;
- (xxix) to take, apply for or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this **company** or carrying on any business capable of being conducted so as to directly or indirectly benefit this **company**;
- (xxx) to obtain any provisional order or Act of Parliament and to enter into any arrangement with any Government or authority, federal, state, local or otherwise for enabling the **company** to carry any of its objects into effect or for effecting any modification of the **company**'s constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the **company**'s interests;
- (xxxii) to do all or any of the abovementioned things in any part of the world where the same may lawfully be done respectively and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with any other corporations, companies, firms or persons; and
- (xxxiii) generally, to do all other things that may appear to the **company** to be incidental or conducive to the attainment of the objects or any of them.