

Certificate of Registration of a Company

This is to certify that AUSTRALIAN GEOGRAPHY TEACHERS ASSOCIATION LIMITED
Australian Company Number 100 676 748 is a registered company under the Corporations
Act 2001 and is taken to be registered in Victoria. The company is limited by guarantee.
The company is a public company. The day of commencement of registration is the.

Issued by the Australian Securities and Investments Commission on this

Corporations Law Company Limited by Guarantee

CONSTITUTION OF

AUSTRALIAN GEOGRAPHY TEACHERS ASSOCIATION LIMITED

Interpretation

1. In this constitution, unless there is something in the subject or context inconsistent therewith:

"Board" includes a meeting of the Directors duly called and constituted at which a quorum shall be present or as the case may be the Directors assembled or represented at such meeting;

"Company" means the above Company whatever its name may be from time to time;

"Corporation" means any body corporate, formed and resident in Australia;

"Directors" means the directors for the time being of the Company.

"Law" means the Corporations Act, 2001 (Commonwealth) and any statutory modification or enactment thereof;

"Member" means an incorporated association admitted to membership of the Company in accordance with this constitution;

"Office" means the registered office for the time being of the Company;

"Office Bearers" means the positions of AGTA Chair, Deputy Chair, Secretary and Treasurer appointed by the AGTA Board.

"Register" means the Register of Members kept pursuant to Section 169 of the Law;

"Seal" means the Common Seal of the Company (if any);

"Secretary" means any person appointed to perform the duties of a Secretary of the Company and includes an Honorary Secretary;

"State" means the state or territory of Australia in which the Company is taken to be registered under the Law;

"Statutes" means and includes every code and ordinance from time to time in force concerning incorporated companies;

"In writing" or **"written"** includes printing, lithography, typing, writing or other modes of representing or reproducing words in a visible form;

Words importing the singular number include the plural number and vice versa and words importing the masculine

gender include the feminine gender and neuter gender and words importing persons include corporations.

Words or expressions contained in this Constitution shall be interpreted in accordance with Divisions 10 of Part 1.2 of the Law as in force as the date this Constitution became binding on the Company. In every case where in this Constitution general expressions are used in connection with powers discretions or things such general expressions shall not be limited to or controlled by the particular powers discretions or things with which the same are connected. Any words and expressions denoting authority or permission shall be construed as words or expressions of authority merely and shall not be construed as words or expressions denoting directions or compulsory trust. Subject as aforesaid any words defined in the Law shall if not inconsistent with the subject of the context bear the same meaning in these presents.

- 2 The Company is established for the purposes set out in the Constitutional Objects which form part of this Constitution.
3. The Company shall not employ its funds in the provision of loans to members or other forms of financial assistance where such employment is in contravention of the Law.

Membership

4. The number of members with which the Company proposes to be registered is six (6) but the Board may from time to time register an increase or decrease of members.
5. The incorporated associations specified in the application for the Company's registration and such other incorporated associations as the Board shall admit to membership in accordance with this Constitution shall be members of the Company.
6. An incorporated association may apply for membership of the company by writing to the company Secretary and enclosing a copy of that association's constitution/rules.
7. At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.
8. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of the association's acceptance and a request for payment of the association's entrance fee and first annual subscription. Upon payment of the association's entrance fee and first annual subscription the applicant shall become a member of the Company provided nevertheless that if such payment be not made within two (2) calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Company.
9. The entrance fee and annual subscription payable by members of the Company shall be such as the Company in general meeting shall from time to time prescribe.

10. All annual subscriptions shall become due and payable in advance on the 1st day of January in every year.

Cessation of Membership

11. If the subscription of a member shall remain unpaid for a period of two (2) calendar months after it becomes due then the member may after notice of the default shall have been sent to the member by the Secretary be debarred by resolution of the Board from all privileges of membership and the member's name may be removed by the Board from the Register of Members. The Board may reinstate the member and restore the name of the member to the Register on payment of all arrears if the Board thinks fit to do so.

12. A member may at any time by giving notice in writing to the Secretary resign the association's membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of the association's resignation. They will also be liable for all other moneys due by the member to the Company and in addition for any sum not exceeding \$10.00 for which the association is liable as a member of the Company under Clause 67 of the Constitution of the Company.

13. If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company the Board shall have power to expel the member from the Company and erase their name from the Register of Members. This expulsion requires that at least twenty eight days before the meeting of the Board, at which a resolution for their expulsion is passed, the member shall have had notice of such meeting and of what is alleged against the member and of the intended resolution for their expulsion. At the Board meeting the member shall, before the passing of such resolution, have had an opportunity of giving orally or in writing any explanation or defence the member may think fit. The member to receive notice in writing lodged with the Secretary at least twenty four (24) hours before the time for holding the meeting at which the resolution for their expulsion is to be considered by the Board. The member may elect to have the question of their expulsion dealt with by the Company in General Meeting and in that event a General Meeting of the Company shall be called for that purpose. If at the meeting a resolution for the expulsion of the member be passed by a majority of 75% of those present and voting (such vote to be taken by ballot) the member shall be expelled and their name removed from the Register of Members.

General Meetings

14. A General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board. All meetings other than the Annual General Meeting shall be called General Meetings.

15. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law and once in every calendar year at such time and place as determined by the Board.

16. Any member of the Company may whenever they think fit convene a General Meeting. General Meetings shall be

convened on such requisition or in default may be convened by such requisitions as provided by the Law.

17. All business shall be special that is transacted at a General Meeting and also all that is transacted at any Annual General Meeting, with the exception of the consideration of the accounts, balance-sheets and the report of the Board and Auditors, the election of the Office Bearers of the Board in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.
18. Subject to the provisions of the Law relating to special business, twenty one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and the general nature of the special business shall be provided to the member associations through the secretary of the member association.

Proceedings at General Meetings

19. No business shall be transacted at any meeting unless a quorum of appointed Directors or their proxy are present at the time when the meeting proceeds to business. Save as herein otherwise provided, six (6) appointed Directors present shall be a quorum. For the purpose of this clause "Director" includes a person attending as a proxy for an appointed Director.
20. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, another day, time and place to reconvene the meeting is to be determined by the Board.
21. The Chair of the Company shall preside as Chair at every General Meeting of the Company, or if there is no Chair, or if the Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chair shall be the Chair. If the Deputy Chair is not present or is unwilling to act then the Directors present shall elect one of their number to be Chair of the meeting.
22. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) is demanded:

(a) by the Chair; or

(b) by at least three (3) Directors present in person or by proxy.

Unless a poll is so demanded a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

24. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
26. A Director may vote in person or by proxy and on a show of hands. Every Director shall have one vote except where a member's appointed Director has the proxy of the non-attending nominated Director of that member association.
27. No Director as a representative of a member association shall be entitled to a vote at any meeting if the annual subscription of the member association they are representing is more than one (1) month in arrears at the date of the meeting.
28. A member may appoint a proxy to vote on its behalf. The instrument appointing a proxy shall be in writing as directed by the AGTA Board. Such instrument of appointment shall be communicated to the AGTA Secretary before a meeting commences. A member shall be entitled to instruct its proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.
29. The instrument appointing a proxy shall be forwarded to the AGTA Secretary or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
30. Special Resolutions to be presented to the AGTA Board must be sent to member associations twenty-one (21) days before the meeting, announcing the intention to propose the Special Resolution and state the nature of the Special Resolution. At least 75% of the votes cast by Directors must be in favour of the resolution for it to be passed.
- 31 It is not always necessary for the Directors to physically meet in order to consider a Resolution. The AGTA Board can pass a resolution by circulating a document and having all the Directors entitled to vote sign a statement on the document that they are in favour or against the resolution. The resolution voting is completed when the last member signs. At least 75% of the votes cast by Directors must be in favour of the resolution for it to be passed. A 'circulating resolution' cannot be applied to a resolution to remove an auditor.

Directors

32. Directors shall all retire at the Annual General Meeting, but shall be eligible for re-election.
33. Thereafter the Board of Directors shall consist of six (6) appointed Directors, being the respective Presidents of each of the member associations and six (6) nominated Directors who shall be persons nominated by each of the six (6) member associations of AGTA. The total number of Directors (appointed and nominated) is to be twelve (12), two from each member association unless altered pursuant to Clause 34 of this Constitution. A member association may decide to not nominate a nominated Director. In such a case, the AGTA Board are to determine the number of Directors required pursuant to Clause 37 of this Constitution. The Chair, Deputy Chair/s, Secretary and Treasurer of the Board are to be appointed by the Board from the appointed and nominated Directors unless requiring the provision outlined in Clause 57.
34. The Company may from time to time pass a resolution to increase or reduce the maximum or minimum number of Directors of the Board provided that the minimum will not be less than eight (8).
35. The Board shall have power at any time, and from time to time, to co-opt any person to the Board, as an addition to the existing Directors of the Board. The outgoing AGTA Chair may nominate to be co-opted to serve as a Director for a term as determined by the Board. Co-opted Directors shall be entitled to vote and shall hold office only until the next following Annual General Meeting.
36. At the Annual General Meeting of the Company in each year the Directors of the Board shall be nominated and appointed from each of the member associations of the company, AGTA. Such Directors of the Board and any Directors co-opted pursuant to Clause 34 shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-appointment and/or re-nomination.
37. The AGTA Board may co-opt Directors if a member association does not nominate a Director and/or the AGTA Board identifies a need to increase the number of Directors for specific reason. If a need to co-opt a Director is identified by the AGTA Board, the co-opted Director must be a member of a member association of the company to serve as a Director. .
38. The election of co-opted Directors to the Board shall take place in the following manner:
 - (a) The AGTA Board may co-opt a Director at a General Meeting, Annual General Meeting or as a circulated document pursuant to Clause 31.
 - (b) The AGTA Board is to develop a resolution identifying the individual to be co-opted with an explanation for the co-opting of the Director. The resolution is to be voted on by the AGTA Board, with at least 75% of the votes cast by Directors in favour of the resolution for it to be passed.
39. The Company may by resolution remove any Director of the Board before the expiration of their period of office, and will then request the member association for which that Director was representing, to nominate another Director. The person so appointed shall hold office only until the next following Annual General Meeting.

40. The office of a Director of the Board shall become vacant if the Director:

- (a) ceases to be a Director of the Board by virtue of the Law;
- (b) becomes bankrupt or makes any arrangement or composition with the Director's creditors generally;
- (c) becomes prohibited from being a director of a Company by reason of any order made under the Law;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns the Director's office by notice in writing to the Company;
- (f) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;
- (g) holds any office of profit under the Company;
- (h) ceases to be a member of a member association of the company ; or
- (i) is directly or indirectly interested in any contracted or proposed contract with the Company provided, however, that a Director shall not vacate the Director's office by reason of the Director being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Company if such corporation, society or association is among the class of companies, referred to in the proviso of Clause 65 of the Constitution of the Company and if the Director shall have declared that nature of the Director's interest in the manner required by the Law. Provided always that nothing in this Clause shall affect the operation of Clause 68 of the Constitution of the Company.

Powers and Duties of the Board

41. The business of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Law or by these regulations, required to be exercised by the Company in General Meeting, subject nevertheless, to any of these regulations, to the provisions of the Law, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; provided that any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

42. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability, or obligation of the Company.

43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) Directors of the Board or in such other manner as the Board from time to time determines.

44. The Board shall cause minutes to be made;

(a) of all appointments of officers and servants;

(b) of names of Directors of the Board present at all meetings of the Company and of the Board; and

(c) of all proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting. The minutes shall be communicated, in the manner specified for the communication of notices in Clause 63, to all members within 14 days of a Board Meeting.

Proceedings of the Board

45. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. An appointed Director of the Board may at any time and the Secretary shall on the requisition of a Director of the Board summon a meeting of the Board.

46. Subject to these regulations questions arising at any meeting of the Board shall be decided by a majority of votes in person and proxy votes) and a determination by a majority of the Directors of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.

47. A Director of the Board shall not vote in respect of any contract or proposed contract with the Company in which the Director is interested, or any matter arising thereout, and if the Director does so vote that vote shall not be counted.

48. Subject to the Law, the quorum necessary for the transaction of the business of the Board shall be six (6) appointed Directors or their proxy or such greater number as may be fixed by the Board.

49. The continuing Directors of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors of the Board to that number for summoning a General Meeting of the Company but for no other purpose.

50. The Chair of Directors shall preside at every meeting of the Board, or if there is no Chair of Directors or if at any meeting they are not present within ten (10) minutes after the time appointed for holding the meeting, the Deputy Chair shall be Chair. If the Deputy Chair is not present at the meeting then the Directors may choose one of their

number to be Chair of the meeting.

51. The Board may delegate any of its powers to committees consisting of such Director or Directors of the Board as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any stipulations that may be imposed on it by the Board.
52. A committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chair of the meeting.
53. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Directors present, and in the case of an equality of votes the Chair shall have a second or casting vote.
54. All acts done by any meeting of the Board or of a committee or by any person acting as a Director of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Directors of the Board or person acting as aforesaid or that the Directors of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director of the Board.
55. A resolution in writing signed by all the Directors of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors of the Board.
56. The Board meetings and the Annual General Meeting may be attended by persons other than Directors, being those invited by the Chair or members associations. These persons attending the meeting under the auspice of the Chair or member associations will not have voting rights, but may upon a motion of the Board, be granted speaking rights.

Office Bearers

57. The AGTA Board office bearers of Chair, Deputy Chair, Secretary and Treasurer shall in accordance with the Law be appointed by the Board for such term, at such remuneration and upon such condition as it thinks fit; and any office bearer so appointed may be removed by it. The AGTA Board may appoint two (2) Deputy Chairs for the following year at the AGM if they consider it warranted. The AGTA Board may also invite the Immediate Past Chair to be an office bearer. The decision of appointing two (2) Deputy Chairs and/or the Immediate Past Chair to be office bearers is to be reviewed at the next AGM. Nothing herein shall prevent the Board from appointing a Director of the Company as an office bearer and any Director so appointed shall forthwith become an officer of the Company and be subject to Clause 65 of the Constitution. If the appointee is not already a Director of the Board, they may be co-opted to the Board in accordance with Clause 34 and 35 of the Constitution. Any Office Bearer co-opted to the Board is to be appointed as a Director and shall be entitled to vote and hold office only until the next Annual General Meeting.

Seal

58. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of Directors of the Board authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director of the Board and shall be countersigned by the Secretary or by a second Director of the Board or by some other person appointed by the Board for the purpose.

Accounts

59. The Board shall cause proper accounting and records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided. The Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date as required by the Law.

60. The Board shall from time to time determine in accordance with Clause 66 of this Constitution at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.

Audit

61. A properly qualified Auditor or Auditors shall be appointed and may be removed as provided in the Corporations Law. The Auditors remuneration shall be fixed and duties regulated in accordance with the Law and Clause 66 of this Constitution.

Notices

62. Notices are to be provided by the Company to any member association's secretary by post and email or facsimile to the URL/address/number supplied to the Company from the member association for the providing of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

63. Notice of every General Meeting shall be forwarded by post and email or facsimile to:

- (a) the secretary of member associations.
- (b) Directors (appointed and nominated) of the AGTA Board; and
- (b) the Auditor or Auditors of the Company.

Constitutional Objects

64. The objects for which this Company has been established are:

- (a) to promote the study and application of geography in Australia.
- (b) to prepare and circulate learned articles on geography.
- (c) to encourage and disseminate educational research on the teaching of geography.
- (d) to provide a forum where teachers and the wider community may exchange views on the improvement of the teaching of geography.
- (e) to subscribe to, become a member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company provided that the Company shall not subscribe to or support with its funds any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 65 of this Constitution.
- (f) in furtherance of the objects of the Company to buy, sell and deal in all kinds of apparatus, literature and other items required by the members of the Company.
- (g) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (h) to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them; and to obtain from any such Government or authority any remuneration, rights, privileges and concessions which the Company thinks it desirable to obtain; and to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (i) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.
- (j) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or dependants or connections of any 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 public, general or useful object.
- (k) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, or conveniences which may seem calculated directly or indirectly to advance the Company's

interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(l) to invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.

(m) to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or payoff any such securities.

(n) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(o) in furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

(p) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.

(q) to take any gift of property whether subject to any special trust or not, for anyone or more of the objects of the Company but subject always to the proviso in paragraph (g) of this Clause 64.

(r) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.

(s) to print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.

(t) in furtherance of the objects of the Company to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Company under or by virtue of Clause 65 of this Constitution.

(u) in furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

(v) in furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to anyone or more of the Companies, institutions, societies or associations with

which the Company is authorised to amalgamate.

(w) to make donations for patriotic or charitable purposes.

(x) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company without limiting the generality of the foregoing the Company has the powers set out in the Law.

Income and Property

65. The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Company. Any payment to any company of which a Director of the Board may be a member and in which such member shall not hold more than one-hundredth part of the capital, such member shall not be bound to account for any share of profits he may receive in respect of such payment.

Directors and Office Bearers of the Board may be employees and are subject to the same rights and obligations as employees, and their obligations as employees will take precedence over their rights as Directors and Office Bearers. A Director who is an Officer of the Board is not entitled to a salary, wage or fee or other remuneration solely because he or she is an Officer.

66. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Corporations Law.

Member Liability

67. The liability of the members of the Company is limited.
68. Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while still a member, or within one (1) year after that member ceased to be a member, for payment of the debts and liabilities of the Company contracted before that member ceased to be a member, and

Robin Berry (AGTA Director/Treasurer)

Nicholas Hutchinson (AGTA Director/Immediate Past President)

Lerece Roberts (AGTA Director/President GTAQ)

Darryl Michie (AGTA Director/President GAWA)

Gregory Way (AGTA Director/President GTASA)

Trish Douglas (AGTA Director/President GTAV)

Wayne Sutton (President TGTA)

Margaret McIvor (AGTA Director)

Rita Shepherd (AGTA Director)

Emmy Terry (AGTA Director)

