

The Philatelic Association of NSW Ltd.

CONSTITUTION

Australian Company Number 687 057 601

ADOPTED ON 16th May 2025

Draft Version Date 4th January 2024

CERTIFICATION

I certify that this document, tabled at the Special General Meeting of the clubs on 3 April 2024, is a true copy of the draft circulated to the 44 Member clubs of the Philatelic Association of NSW Incorporated on 4 January 2024.



Bruce Chadderton
Acting President
3rd April 2024

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The Philatelic Association of NSW Ltd.

CONSTITUTION

PART A — GENERAL PROVISIONS

1. NAME OF THE COMPANY

1.1. The name of the Company is The Philatelic Association of NSW Ltd.

2. TYPE OF COMPANY

2.1. The Company is a public company, limited by guarantee, incorporated in accordance with the Corporations Act 2001 (Cth), hereinafter referred to as ‘the Act’.

2.2. The assets and income of the Company are to be applied solely in furtherance of the Purpose, and no portion of the income or assets of the Company are to be paid or transferred, directly or indirectly, to any Member.

2.3. This section does not prevent the Company from doing the following things, provided they are done in good faith:

- a) payment to a Member for goods or services that have been provided to or expenses that properly have been incurred on behalf of the Company, at fair and reasonable rates, or at rates more favourable to the Company;
- b) reimbursement of a Member for expenses that properly have been incurred on behalf of the Company;
- c) payment to a Member for carrying out the Purpose; or
- d) payment for any other bona fide reason related to the attainment of the Purpose.

2.4. This Constitution comprises a contract between:

- a) the Company and each Member;
- b) the Company and each Director;
- c) the Company and the Secretary or Secretaries; and
- d) a Member and each other Member.

2.5. The replaceable rules set out in the Act do not apply to the Company.

2.6. Each Member guarantees to pay an amount of not more than one dollar (\$1) to the Company if the Company is wound up while the Member is a Member, or within one year after it ceases to be a Member, and this Guarantee is required to pay for the:

- a) debts and liabilities of the Company that exceed the Company’s assets incurred before the Member stopped being a Member; and
- b) costs of winding up the Company.

3. PURPOSE OF THE COMPANY

3.1. The Purpose of the Company is to foster the hobby of philately in New South Wales.

4. POWERS OF THE COMPANY

4.1. The Company has the following powers which are to be used only to carry out its Purpose:

- a) all the powers of a Company under the Act; and
- b) the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its Purpose.

5. DEFINITIONS

5.1. Otherwise than as the context or subject matter otherwise indicates or requires:

- a) Act means the Corporations Act (Cth) 2001;
- b) Administrator means the Australian Securities and Investments Commission;
- c) Auditor means the person, firm or company appointed in accordance with the Act;
- d) Board means some or all the Directors acting as the Board of Directors;
- e) By-laws means the rules and regulations of the Company made by the Board;
- f) Circular resolution is a motion circulated among the Board members in written form;
- g) Code of Conduct means any code of conduct applicable to Members made by the Board;
- h) Constitution means this document, which describes the rules of the Company subject to the Act;
- i) Director means an individual elected or appointed as a Director of the Board;
- j) General Meeting means a meeting of the Members convened by the Board and includes an Annual General Meeting;
- k) Member means any philatelic club or philatelic society or other collectable club or society that has been accepted as a Member by the Board;
- l) Office Bearer means an individual person elected as a Director and to the position of President or Treasurer;
- m) Poll means a written cast of votes by secret ballot; and
- n) Representative means an individual person, being a member of a Member, appointed by the Member as its representative at general meetings of the Company;
- o) Secretary means an individual or individuals appointed to undertake the role of Secretary as defined in the Act and in this Constitution;
- p) Special Resolution means a resolution at a General Meeting that is passed by at least 75 per cent of the votes cast by Members entitled to vote on the resolution.

6. INTERPRETATION

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

6.2. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:

- a) mandatory provisions of the Act override any clause in this Constitution which is inconsistent with the Act;
- 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;

- c) a reference to a clause or sub-clause is to a clause or sub-clause of this Constitution;
- d) where a word or a phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
- e) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association or other body whether or not incorporated;
- f) the words 'writing' and 'written' include any mode of representation or reproduction, including by electronic means, words, figures, drawings or symbols in a visible or communicable form;
- g) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples;
- h) a gender includes all genders; and
- i) the singular includes the plural and the plural includes the singular.

PART B — MEMBERSHIP

7. CLASS OF MEMBERSHIP

7.1. There is only one class of Membership, which comprises any philatelic club or philatelic society or other collectable club or society that has been accepted as a Member by the Board that meets the criteria in the by-laws.

8. RIGHTS AND OBLIGATIONS OF MEMBERS

8.1. A Member, through its Secretary, has the right to:

- a) receive notices of and to attend General Meetings;
- b) exercise one vote for every 50 of its members or part thereof, through its representatives/s, at General Meetings on resolutions put to the Members and on the election of Directors;
- c) propose resolutions for consideration at a General Meeting; and
- d) nominate people for election as a Director.

8.2. A Member who has not paid any fees payable by the due date is not entitled to exercise its rights while the fee remains unpaid.

8.3. A Member is entitled to exercise its rights if its membership rights are not suspended for any other reason.

8.4. Members are required to comply with:

- a) this Constitution;
- b) the By-Laws, if any; and
- c) the Code of Conduct, if any.

8.5. A Member, within a reasonable time, is to notify the Secretary of any change to its particulars as recorded in the Register of Members.

8.6. A right, privilege or obligation held by reason of being a Member:

- a) is not capable of being transferred or transmitted to another club, society or person; and
 - b) terminates upon cessation of the Member's membership.
- 8.7. The rights of Members are not to be taken as being varied by the admission of more Members.
- 8.8. The rights of Members may be varied or cancelled by the Members entitled to vote approving amendments to the Constitution by Special Resolution. For clarity, this is taken to be the procedure for varying and cancelling rights of Members.

9. MEMBER REPRESENTATIVES

- 9.1. The Member is to nominate to the Secretary at the time of application for membership, the name of one person for every 50 of its members or part thereof, each of whom is to be known as the Member's Representative, who is to represent the member at General Meetings, and who may vote on behalf of the Member.
- 9.2. A Member may by notice in writing to the Secretary advise of any change of its Member Representative/s.
- 9.3. The Secretary is to maintain a register of Member Representatives.
- 9.4. A Member Representative is to be a member of the Member represented.

10. APPLICATION FOR MEMBERSHIP

- 10.1. An application for membership is to be in a form prescribed by the Board.
- 10.2. The Board may approve or reject an application for membership.
- 10.3. The Board may refuse any application for membership without being compelled to give the reason/s for such refusal.
- 10.4. The Board may delegate the consideration and determination of any membership application.
- 10.5. Once the outcome of a membership application is determined, written notice of the decision of the Board or their delegate is to be sent to the applicant within 28 days.
- 10.6. The acceptance of an applicant as a Member is subject to the payment of any fees, and if such payment is not made, the Board may cancel its acceptance of the applicant for membership of the Company.
- 10.7. If the applicant is not admitted to membership, then any money paid by the applicant for membership is to be returned to the applicant in full within 28 days.
- 10.8. An applicant who is admitted to membership is entitled to exercise the rights and privileges of that membership when its name is entered in the Register of Members.

11. MEMBERSHIP FEES

- 11.1. The Board may set any joining fee and membership fees.
- 11.2. The Board may in its discretion waive or vary the amount of any fee set.
- 11.3. Any fee charged to Members is payable in such manner and at such times as are determined by the Board.

11.4. If any fee remains unpaid for a period of one month after it becomes due, written notice is to be given to the Member of that fact. Unless the Board resolves otherwise, if the fee remains unpaid more than two months after the date of the notice, the Member's membership may be terminated.

11.5. Membership that has been terminated under this Constitution may be reinstated at the discretion of the Board upon payment of the outstanding fee.

12. REGISTER OF MEMBERS

12.1. The Secretary or another person delegated by the Board is to establish and maintain a Register of Members, which may be in electronic form.

13. CESSATION OF MEMBERSHIP

13.1. A Member ceases to be a Member on the date that the Board resolves to cease the Member's membership if the Member:

- a) resigns in writing;
- b) is wound up or dissolved;
- c) loses its membership by termination in accordance with this Constitution;
- d) ceases to satisfy the criteria to be a Member;
- e) fails to provide any information required by the Board as part of the renewal process, unless the Board resolves otherwise; or
- f) fails to satisfy any undertaking given by the Member upon the Member being admitted as a Member, or in any other circumstances prescribed in the terms of membership that are applicable to the Member.

13.2. The Board may waive any grounds for cessation of membership or any breach of this Constitution by a Member and readmit any entity as a Member as it thinks fit.

13.3. Any Member that ceases to be a Member:

- a) is not entitled to any refund, in full or part, of any membership fees paid; and
- b) is not to be readmitted as a Member until all unpaid fees outstanding at the time of cessation of membership are paid, including any interest or other charges levied on any outstanding fees.

13.4. Upon cessation of membership, the date on which the Member ceased to be a Member is to be recorded in the Register of Members.

13.5. Any Member ceasing to be a Member remains liable for any fees owing by that Member to the Company and, if the Company is wound up within one year of the date the Member ceases to be a Member, the guarantee under this Constitution.

14. SUSPENSION OR EXPULSION OF A MEMBER

14.1. The Board may suspend or expel a Member from the Company, if the Board considers that the Member:

- a) has failed to comply with this Constitution or any By-Laws;
- b) has failed to comply with the Code of Conduct;
- c) refuses to support the Purpose;

- d) acts in a manner prejudicial to the interests of the Company; or
 - e) acts in a manner that the Board considers makes it undesirable for the Member to continue to be a Member.
- 14.2. Written notice is to be provided to the Member of the proposed suspension or expulsion at least 28 days before the Board Meeting at which the proposal is to be considered by the Board.
- 14.3. The written notice provided to the Member of the proposed suspension or expulsion is to state:
- a) the time, date and location of the Board Meeting at which the proposed suspension or expulsion resolution is to be considered;
 - b) if the Board Meeting is to be held using technology, the details of that technology;
 - c) the grounds upon which the proposed suspension or expulsion resolution is based;
 - d) that the Member's Representative may attend and speak at the Board Meeting at which the proposed suspension or expulsion resolution is to be considered; and
 - e) that the Member may submit to the Board written representations at or prior to the date of the Board Meeting at which the proposed suspension or expulsion resolution is to be considered.
- 14.4. At the Board Meeting at which the proposed suspension or expulsion resolution is to be considered, the Board is to:
- a) give the Member's Representative an opportunity to make oral representations; and
 - b) give due consideration to any oral representations and to any written representations submitted to the Board by the Member at or prior to the Board Meeting.
- 14.5. After considering any explanation, the Board may decide to:
- a) take no further action;
 - b) warn the Member;
 - c) suspend the Member's rights as a Member for a period of not more than one year;
 - d) expel the Member;
 - e) refer the decision to an unbiased, independent person, on the condition that such person can identify only action/s that the Board could have decided; or
 - f) require the matter to be determined at a General Meeting.
- 14.6. The Board is to give the Member written notice of the Board's decision, and the reasons for the decision, within seven days after the Board Meeting at which the decision is made.
- 14.7. No liability accrues for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.
- 14.8. If the Board resolves to expel a Member, the Member may make a Notice of Appeal to the Company against the resolution of the Board within 14 days after notice of the resolution is served on the Member.
- 14.9. The Notice of Appeal may be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 14.10. On receipt of a Notice of Appeal from a Member, the Board is to convene a General Meeting, which is to be held within 42 days after the date on which the Secretary received

the Notice of Appeal. The Member's membership is suspended from the date of the Board decision under this clause, pending the outcome of the appeal at the General Meeting.

14.11. At the General Meeting convened to consider the appeal:

- a) no business other than the appeal is to be transacted;
- b) the Board and the Member are to be given the opportunity to state their respective cases orally or in writing, or both; and
- c) the Members present are to vote by secret ballot on the question of whether the decision of the Board is to be overturned.

14.12. The decision of the Board is overturned if the Members pass a Special Resolution at the General Meeting in favour of revocation of the decision.

14.13. If the decision of the Board is not overturned by the Members at the General Meeting, the decision of the Board takes effect from the date of the notice of Board's decision served on the Member.

PART C — GENERAL MEETINGS

15. CALLING GENERAL MEETINGS

15.1. The Board may call a General Meeting.

- 15.2. The time, place of, and the technology to be used, if any, at the General Meeting is to be determined by the Board.
- 15.3. An Annual General Meeting is to be held within five months after the end of each financial year.
- 15.4. A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any technology that provides the Members with a reasonable opportunity to participate, including the ability to hear and be heard.
- 15.5. A Member who participates in a General Meeting using the technology prescribed by the Board is taken to be present at the General Meeting and, if the Member votes at the meeting using the technology prescribed, is taken to have voted in person.
- 15.6. A virtual General Meeting and a General Meeting that is partly held using technology, and partly held at a physical location or locations, is deemed to have been held at the Company's registered office.
- 15.7. A General Meeting is to be held:
- a) at a reasonable time;
 - b) at a reasonable location or locations if the General Meeting is being held at a physical location or locations and any of the Members are entitled to physically attend the General Meeting; and
 - c) if virtual meeting technology is used in holding the General Meeting, in such a way as to give the persons entitled to attend the General Meeting, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.
- 15.8. A General Meeting is taken to be held at a reasonable time if any of the following applies:
- a) if there is only one location at which the Members entitled to physically attend the General Meeting may do so, the meeting is held at a time that is reasonable at the location;
 - b) if there are two or more locations at which the Members who are entitled to physically attend the General Meeting may do so, the meeting is held at a time that is reasonable at the main location for the General Meeting as set out in the notice of the meeting; and
 - c) if the General Meeting is held using virtual meeting technology, the General Meeting is held at a time that is reasonable at the Company's registered office.
- 15.9. A General Meeting also is to be convened by the Board upon the requisition of not less than five per centum (5%) of Members who are entitled to vote at a General Meeting.
- 15.10. A requisition for a General Meeting called by Members:
- a) is to state the purpose or purposes of the General Meeting;
 - b) is to be signed by the Member's Secretary making the request;
 - c) is to be lodged with the Secretary; and
 - d) may consist of several documents each signed by the respective Member's Secretary.
- 15.11. A requisition for a General Meeting called by Members:
- a) may be in electronic form; and
 - b) may include one or more signatures transmitted by electronic means.

- 15.12. If the Board fails to give notice of a General Meeting called by Members within 28 days after the date on which the request for the General Meeting is lodged, any one or more of the Members making the request may convene a Special General Meeting which is to be held not later than 84 days after that date.
- 15.13. A Special General Meeting called by Members is to be convened as nearly as is practicable in the same manner as a General Meeting convened by the Board.
- 15.14. At a General Meeting called by Members, the Members may pass a resolution that the Company will pay the expenses for calling the General Meeting.
16. NOTICE OF GENERAL MEETINGS
- 16.1. Notice of a General Meeting is to be given to:
- a) each Member;
 - b) each Director; and
 - c) the Auditor, if any.
- 16.2. Notice of a General Meeting is to include:
- a) the time, date, place of, and, if any, the technology to be used to facilitate the General Meeting;
 - b) if virtual meeting technology is to be used to hold the General Meeting, sufficient information to allow the Members to participate in the General Meeting by means of the technology;
 - c) a statement that Members may appoint a proxy; and
 - d) if applicable, that a Special Resolution is to be proposed at the General Meeting, and the words of the proposed Special Resolution.
- 16.3. Notice of a General Meeting is to be given at least 84 days before the date fixed for the General Meeting.
- 16.4. Notice of a General Meeting may be given less than 84 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.
- 16.5. Notice of a General Meeting is not to be provided less than 84 days before the General Meeting, if it is proposed that a resolution is to be moved to:
- a) remove a Director;
 - b) appoint a Director to replace a Director who has been removed; or
 - c) remove an Auditor.
- 16.6. An Annual General Meeting is to be specified as such in the notice convening it.
- 16.7. The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive notice is not to invalidate the proceedings at or any resolution passed at the General Meeting.
- 16.8. A Member's attendance at a General Meeting waives any objection that the Member may have regarding a failure to give notice, or the giving of defective notice, of the General Meeting.

17. BUSINESS AT GENERAL MEETINGS

17.1. No business other than that specified in the Notice convening a General Meeting is to be transacted at the General Meeting.

17.2. The business of an Annual General Meeting may include any of the following, even if not referred to in the notice convening the Meeting:

- a) the consideration of the annual financial report, the Board report and any Auditor's report;
- b) the election of Elected Directors, if any; and
- c) the appointment of the Auditor, if any.

18. PROXIES AT GENERAL MEETINGS

18.1. A Member is entitled to appoint a proxy for the Member's Representative by notice given to the Company at the address stated in the notice which may be an electronic address at least 48 hours before the time of the General Meeting in respect of which the proxy is appointed.

18.2. The Board may prescribe a form of proxy.

18.3. Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy holder votes, a vote cast by the proxy holder is valid even if, before the proxy holder votes, the appointing Member:

- a) revokes the proxy holder's appointment; or
- b) revokes the authority of a representative or agent who appointed the proxy holder.

18.4. A proxy holder does not have the authority to speak and vote for a Member at a General Meeting while the Member's Representative is at the General Meeting.

19. QUORUM FOR GENERAL MEETINGS

19.1. A quorum for a General Meeting is ten percent of Members' Representatives entitled to vote.

19.2. No business is to be conducted at a General Meeting if a quorum is not present.

19.3. If a quorum is not present within 30 minutes after the time appointed for a General Meeting:

- a) if convened by or on the requisition of Members, the General Meeting is dissolved; and
- b) in any other case, the General Meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the General Meeting.

19.4. If at the adjourned General Meeting a quorum is not present within 30 minutes from the time appointed for the General Meeting, the General Meeting is to lapse.

20. THE CHAIRPERSON AT GENERAL MEETINGS

20.1. The President is to preside as Chairperson of each General Meeting.

20.2. If there is no President, or the President is not present within 15 minutes after the time appointed for the commencement of the General Meeting, or the President is unable or unwilling to act as chairperson of the General Meeting or of part of the General Meeting, the following people are to preside as Chairperson of the General Meeting in the following order of precedence:

- a) any other Director present who has been appointed as Chairperson by the other

Directors present; or

- b) a Member's Representative present and chosen by a majority of the Members.
- 20.3. The Chairperson of a General Meeting is responsible for the conduct of the General Meeting and any question arising at a General Meeting relating to the order of business, procedure or conduct of the General Meeting must be referred to the chairperson whose decision is final.
- 20.4. The Chairperson of a General Meeting may at any time considered necessary or desirable for the proper and orderly conduct of the General Meeting:
- a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the General Meeting;
 - b) terminate debate or discussion at the General Meeting; and
 - c) adopt any procedures for casting or recording votes at the General Meeting whether on a show of hands or a poll.
- 20.5. The Chairperson of a General Meeting may at any time during a General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- 20.6. When a General Meeting is adjourned for 28 days or more, notice of the adjourned General Meeting is to be given as in the case of an original General Meeting.

21. METHODS OF VOTING AT GENERAL MEETINGS

- 21.1. A Member's Representative may not vote at a General Meeting unless all fees due and payable by the Member to the Company have been paid.
- 21.2. All persons participating virtually in a General Meeting who are entitled to vote at the General Meeting:
- a) Are to be given the opportunity to participate in the vote in real time; and
 - b) may be given the opportunity to record a vote in advance of the meeting at the election of the voter.
- 21.3. All votes are to be cast in person.
- 21.4. The Board may prescribe By-Laws in relation to direct voting, including specifying the form, method, and timing of giving a direct vote at a General Meeting for the vote to be valid.
- 21.5. An objection to the qualification of a Member to vote at a General Meeting:
- a) is to be raised before or at the General Meeting at which the vote objected to is given or tendered; and
 - b) is to be referred to the Chairperson of the General Meeting, whose decision on the qualification to vote is final.
- 21.6. If virtual meeting technology is used to hold a General Meeting and a document is required or permitted to be tabled at the General Meeting, the document is taken to have been tabled at the General Meeting if the document is:
- a) given to the people entitled to attend the General Meeting, whether physically or using virtual meeting technology, before the General Meeting; or

- b) made accessible to the people attending the General Meeting, whether physically or using virtual meeting technology, during the General Meeting.

22. DECISIONS AT GENERAL MEETINGS

- 22.1. Questions arising at a General Meeting are to be decided by ordinary resolution unless otherwise required by this Constitution or the Act.
- 22.2. An ordinary resolution is a resolution passed by a simple majority of the votes cast.
- 22.3. In the case of an equality of votes upon any proposed resolution, the Chairperson of the General Meeting, in addition to any deliberative vote, may cast a casting vote.
- 22.4. A resolution put to the vote of a General Meeting is to be decided on a show of hands, and the declaration by the Chairperson of the General Meeting is conclusive evidence of the result.
- 22.5. Unless required under this Constitution or the Act, a poll may be demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands by:
 - a) the Chairperson of the General Meeting;
 - b) at least five Members entitled to vote on the resolution present in person by their Members Representative or by proxy at the General Meeting; or
 - c) Members with at least five per cent (5%) of the votes that may be cast on the resolution on a poll present in person or by proxy at the General Meeting.
- 22.6. Neither the Chairperson of the General Meeting nor the minutes of the General Meeting need to state the number or proportion of the votes recorded in favour or against.
- 22.7. The demand for a poll at a General Meeting may be withdrawn.
- 22.8. A demand for a poll at a General Meeting does not prevent the continuation of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.
- 22.9. A poll demanded at a General Meeting is to be taken when and in the manner the Chairperson of the General Meeting directs, including in relation to how votes of Members attending by technology are to be collected.
- 22.10. A poll on the election of a Chairperson of a General Meeting, or on the question of an adjournment of a General Meeting, is to be taken immediately.

23. MEMBERS RESOLUTIONS

- 23.1. Members with at least five per cent (5%) of the votes that may be cast on a resolution may give:
 - a) written notice to the Company of a resolution, to be called a Members Resolution, which they propose to move at a General Meeting, such resolution being one that may be properly considered at a General Meeting; and/or
 - b) written request to the Company that the Company give all Members a statement, to be called a Members Statement, about a proposed resolution or any other matter that may properly be considered at a General Meeting.
- 23.2. A notice of a Members Resolution is to set out the wording of the proposed resolution and be signed by the Members proposing the resolution.

- 23.3. A request to distribute a Members Statement is to set out the statement to be distributed and be signed by the Members making the request.
- 23.4. 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.
- 23.5. The percentage of votes of Members is to be calculated as at midnight before the request or notice is given to the Company.
- 23.6. If the Company has been given notice of a Members Resolution, the resolution is to be considered at the next General Meeting, held not more than 56 days after the notice is given.
- 23.7. This clause does not limit any other right that a Member has to propose a resolution at a General Meeting.
- 23.8. If the Company has received a notice or request under this clause:
- 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 is to 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 are to pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members Resolution or a copy of the Members Statement.
- 23.9. 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 Board considers it may be defamatory;
 - c) 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 properly may be considered at a General Meeting, or is otherwise not a valid resolution able to be put to the Members.

24. CANCELLATION OR POSTPONMENT OF GENERAL MEETINGS

- 24.1. The Board may cancel, postpone or change the venue of a General Meeting upon giving at least three days prior notice of the meeting, except in the case of a General Meeting called upon the requisition of Members.
- 24.2. The Board is to give notice of the postponement, cancellation or change of venue of a General Meeting to all people entitled to receive notices of a General Meeting.

PART D — THE BOARD OF DIRECTORS

25. COMPOSITION OF THE BOARD

- 25.1 The Board may comprise up to 10 Directors, including up to seven Elected Directors and up to three Appointed Directors.
- 25.2 The Elected Directors are to comprise:

- a. a President;
 - b. a Treasurer; and
 - c. up to five other Elected Directors.
- 25.3 The Elected Directors are to be elected by the Members' Representatives at the Annual General Meeting.
- 25.4 The Elected Directors ordinarily are to reside in Australia and at least six ordinarily are to reside within New South Wales.
- 25.5 When the office of an Elected Director becomes vacant, the remaining Elected Directors are to continue to act, except when the number of Elected Directors is reduced to fewer than four, in which case the continuing Elected Directors are to act only:
- a. to appoint Directors with the aim of increase in the number of Elected Directors to four or more;
 - b. to convene a General Meeting; or
 - c. in an emergency.
- 25.6 Appointed Directors are to be appointed to the Board:
- a. only for the purpose of their provision of subject matter expertise and advice, and only for such time as the subject matter expertise and advice is required; or
 - b. to ensure so far as reasonably practicable that Members are represented equitably; and
 - c. in either case, are to serve a term up to one year as determined by the Board and may, if eligible, be re-appointed as an Appointed Director.

26. ELIGIBILITY OF DIRECTORS

26.1. Individuals are eligible for election or appointment as a Director if they:

- a) are over the age of 18 years;
- b) provide their signed consent to act as a Director;
- c) are not ineligible to be a Director under law, including under the Act;
- d) have a Director Identification Number; and
- e) are a member of a Member.

26.2. Prior to appointment as an Appointed Director, a prospective appointee is to:

- a) provide to the Company a schedule of potential conflicting interests with the Company; and
- b) if a prospective appointee has a potential material conflicting interest with the interests of the Company, which in the opinion of the Board cannot effectively be managed, that person is not to be appointed as a Director.

27. ELECTION OF ELECTED DIRECTORS

- 27.1 The Elected Directors, including the Office Bearers, are to be elected by the representatives of the Members at the Annual General Meeting, in accordance with the By-Laws, if any.
- 27.2 No less than 84 days before each Annual General Meeting, the Board is to:
- a. invite nomination of candidates for election as Elected Directors, including for the

Office Bearers, by written notice to the Secretary of each Member;

- b. advise the number of vacancies and the offices to be filled;
- c. advise the particulars of the desired capabilities, qualifications, experience and perspectives of candidates, as a guide to prospective candidates; and
- d. provide a position description for each vacancy to be filled.

27.3 Nominations are to:

- a. be submitted in writing;
- b. be signed by the candidate expressing consent to serve as an Elected Director or Office Bearer;
- c. declare that the candidate is a member of a Member;
- d. be signed by the Secretary of the Member, for the purpose of certification of the candidate's membership;
- e. declare any position held by the candidate with other companies; and
- f. be lodged with the Secretary within at least 42 days before the date of the Annual General Meeting.

28. TERM LIMITS OF DIRECTORS

28.1. The term of office of Directors is approximately two years.

28.2. Directors are to hold office from the end of the Annual General Meeting at which they are elected until the end of the second following Annual General Meeting.

28.3. The maximum continuous period for which a Director may hold office as a Director is five terms each of approximately two years.

28.4. A person who has held office as a Director for the maximum continuous period is eligible for re-election or reappointment after a period of approximately two years from the date that the person last held office as a Director.

28.5. The maximum continuous period includes any period of a Director's appointment to fill a casual vacancy under this Constitution.

28.6. If a casual vacancy in the position of a Director occurs, the Board may appoint an eligible person to fill the vacancy until the expiry of the remainder of the predecessor's term.

29. NO ALTERNATE DIRECTORS

29.1. Directors are not entitled to appoint alternate directors.

30. THE OFFICE BEARERS

30.1. The Office Bearers of the Company are to be:

- a) President; and
- b) Treasurer.

30.2. The maximum continuous period for which an Elected Director is to hold office as a specific Office Bearer is six consecutive years.

30.3. The Office Bearers have such powers and duties as specified in this Constitution, as required by law and as determined by the Board.

30.4. The Office Bearers are not to hold office beyond their retirement or removal from the Board as a Director.

31. POWERS OF THE BOARD

31.1. The business and affairs of the Company are to be administered by the Board which, subject to the Act and this Constitution, is to:

- a) oversee the affairs of the Company;
- b) exercise all the functions as may be exercised by the Company other than those functions that are required by this Constitution or the Act to be exercised by a General Meeting; and
- c) have the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Company.

31.2. The Board may delegate any of its powers to:

- a) a committee;
- b) a Director;
- c) an employee of the Company; or
- d) any other person; and may revoke that delegation.

31.3. The delegate is to exercise the powers delegated in accordance with any directions, terms and conditions as set in writing by the Board.

32. DUTIES OF DIRECTORS

32.1. The Directors are to comply with their duties as Directors under legislation and common law, which includes the duty to:

- a) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if a Director of the Company;
- b) act in good faith in the best interests of the Company and to further the Purpose of the Company;
- c) not to misuse their position as a Director;
- d) not to misuse information they gain in their role as a Director;
- e) maintain the confidentiality of information received in their role as a Director;
- f) maintain the confidentiality of discussions and debate on all matters considered by the Board;
- g) act in the best interests of the Company;
- h) disclose any material personal interest in a matter that relates to the affairs of the Company;
- i) disclose any conflict of interest which may prevent them properly fulfilling their duties as a Director;
- j) ensure that the financial affairs of the Company are managed responsibly; and
- k) not allow the Company to operate while it is insolvent.

- 32.2. A Director is to disclose the nature and extent of any material conflict of interest in a matter that is being considered at a Board Meeting 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.
- 32.3. Each Director who has a material personal interest in a matter that is being considered at a Board Meeting or that is proposed in a circular resolution is not to:
- a) be present at the meeting while the matter is being discussed; or
- b) vote on the matter.
- 32.4. Despite the existence of a conflict or a material personal interest, a Director may be present and vote if:
- a) the Directors who do not have a material personal interest in the matter pass a resolution that 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 states that those Directors are satisfied that the interest should not prevent the Director from voting or being present;
- b) the interest arises because of the Director's membership of a Member of the Company and the other Directors have the same interest;
- c) the 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;
- d) the interest relates to a payment by the Company in respect of an indemnity provided for in this Constitution, or any contract relating to an indemnity that is allowed under the Act; or
- e) the Administrator makes an order allowing the Director to vote on the matter.
- 32.5. No contract made by a Director with the Company, and no contract or arrangement entered into by or on behalf of the Company, in which any Director may be in any way interested, is voided or rendered voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising out of that office.
- 32.6. The disclosure of a conflict of interest by a Director is to be recorded in the minutes of the meeting.
- 32.7. The Board may make By-laws or adopt a policy consistent with the Act dealing with the disclosure and management of Directors' conflicts of interest.

33. BY-LAWS

- 33.1. The Board may make, amend, or repeal such By-laws as it determines are appropriate for the purpose of giving effect to any provision of this Constitution or to govern the procedures and activities of the Company.
- 33.2. Any By-laws:
- a) are to be consistent with the provisions of this Constitution; and
- b) when in force, are binding on all Members.

34. DISCLOSURE OF INTERESTS

34.1. A Director who has a material conflict of interest, whether perceived, actual, direct or indirect, in a matter, is to disclose to the Board the nature and extent of the Director's interest as soon as the Director becomes aware of the interest.

34.2. The Board may make By-laws or adopt a policy dealing with the disclosure and management of conflicts of interest consistent with the Act.

35. CEASING TO BE A DIRECTOR

35.1. In addition to any other way, a Director ceases to be a Director, if the Director:

- a) resigns by written notice to the President or the Secretary;
- b) is subject to any of the circumstances prescribed by the Act resulting in the position of Director being ended or vacated;
- c) becomes a mentally incapacitated person under the law relating to mental health unless in the opinion of a majority of Directors the Director can fully participate in the governance of the Company, despite their mental incapacity;
- d) dies;
- e) becomes bankrupt or makes any arrangement or composition with creditors generally, unless, subject to the Act, the Board resolves otherwise;
- f) is convicted on indictment of an offence, and the Board does not at the next meeting of the Board after that conviction resolve to confirm the Director's appointment to the position of Director;
- g) is absent from three consecutive Board Meetings without the consent of the Board;
- h) fails to disclose a material personal interest in breach of the law unless at its next meeting the Board resolves otherwise;
- i) is removed from the position of Director by the Members;
- j) becomes a paid employee or contractor of the Company;
- k) is found guilty by a tribunal, industrial commission, court of competent jurisdiction or other similar authority of engaging in discriminatory conduct or harassment towards employees of the Company or other Members or their employees;
- l) is prohibited from being a director under the Act;
- m) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least three months;
- n) is a member of a Member which ceases to be a Member; and
- o) ceases to be a member of a Member.

36. REMOVAL OF DIRECTORS

36.1. The Company may by resolution at a General Meeting remove a Director from the position of Director before the expiry of the Director's term of office.

36.2. If a Director to whom a proposed resolution for removal relates makes representations in writing, not exceeding a reasonable length, and requests that the representations be notified to the Members, the Secretary is to make a copy of the representations available to each Member or, if they are not so sent, the Director is entitled to require that the representations

be read out at the General Meeting at which the proposed resolution for removal is to be considered.

37. BOARD MEETINGS

37.1. The Board may meet for the dispatch of business, and adjourn and otherwise regulate its meetings.

37.2. The President alone, or any three Elected Directors, may convene a Board Meeting.

37.3. At a Board Meeting:

- a) the President is to preside as Chairperson; or
- b) if the President is absent or unwilling to act as Chairperson, one of the remaining Elected Directors may be chosen by the Directors present at the Board Meeting to preside as Chairperson.

37.4. Questions arising at any Board Meeting are to be decided by a simple majority of votes of those Directors present and entitled to vote.

37.5. Directors are to have one vote on any question at a Board Meeting.

37.6. Directors may not assign proxies at a Board Meeting.

37.7. In the event of an equality of votes on any question at a Board Meeting, the Chairperson of the Board Meeting may cast a casting vote.

37.8. A Board Meeting may be held using technology that allows the Directors in attendance to communicate with each other clearly and simultaneously.

37.9. A Director who participates in a Board Meeting using technology is deemed to be present at the Board Meeting and, if the Director votes at the Board Meeting, is taken to have voted in person.

37.10. The Board may invite third parties to attend a Board Meeting as observers.

38. NOTICE OF BOARD MEETINGS

38.1. Notice of a Board Meeting is to be given to each Director at least seven days, or such other period as may be unanimously agreed upon by the Directors, before the time appointed for the Board Meeting.

38.2. Notice of a Board Meeting is to be given by such means as agreed by the Directors.

38.3. In cases of urgency, a Board Meeting can be held without the usual notice, provided that as much notice as practicable is given to each Director by the quickest means practicable.

38.4. Non receipt of any notice of a Board Meeting by a Director does not affect the validity of the convening of the Board Meeting.

39. QUORUM AT BOARD MEETINGS

39.1. To transact business at a Board Meeting, a quorum of Directors is required during the time in which the business is dealt with at the Board Meeting.

39.2. The quorum for a Board Meeting is a majority of the Directors in office.

40. DECISIONS OF THE BOARD WITHOUT A BOARD MEETING

40.1. The Board may pass a resolution without a Board Meeting being held if the proposed resolution is sent to the Directors and a majority of Directors assent to the resolution in writing within the time specified.

40.2. A resolution is taken to have been passed on the date the resolution was assented to by the last Director who constituted the majority of Directors in favour, provided the number of Directors who vote in favour of the matter equals or exceeds the number for a quorum.

40.3. The resolution may consist of multiple copies of the same document, which may be in the form of electronic communication, each signed or authorised by one or more of Directors.

41. VALIDITY OF ACTS OF DIRECTORS

41.1. All acts done at any Board Meeting, or by any person acting as a Director, are valid, even if it later is discovered that there was a defect in the appointment of a person as a Director or that the person was not entitled to vote.

PART E - ADMINISTRATIVE MATTERS

42. THE SECRETARY

42.1. In compliance with the Act, the Company is to have a Secretary.

42.2. The Secretary is to be appointed or removed annually by the Board in accordance with the Act.

43. MINUTES OF MEETINGS

43.1. The Company is to keep minutes of:

- a) proceedings and resolutions of General Meetings;
- b) proceedings and resolutions of Board Meetings;
- c) proceedings of committee meetings;
- d) resolutions passed by Members without a meeting; and
- e) resolutions passed by the Board without a meeting.

43.2. The Company is to ensure that the minutes of a meeting are signed within a reasonable time after the meeting, which usually is within one month, by the Chairperson of the meeting at which the proceedings were held, or by the Chairperson of the next meeting.

44. SERVICE OF NOTICES TO MEMBERS

44.1. A notice may be given by the Company to a Member by:

- a) service on the Member;
- b) sending it by post to the Member's address as shown in the Register of Members;
- c) sending it to an electronic contact address such as an e-mail address, that the Member has supplied to the Company, or to an address from which the Member has contacted the Company in the past; or
- d) making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address.

44.2. When a notice is sent by post, service of the notice is deemed to be effected five business days after it is posted.

44.3. When a notice is sent by email or by other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

45. ACCOUNTS AND AUDIT

45.1. The Company is to 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 if required.

45.2. An Auditor of the Company, other than a member of a Member, is to be appointed by the Board in accordance with the Act.

45.3. The financial year of the Company is to be as prescribed by the Board.

46. CUSTODY AND INSPECTION OF RECORDS

46.1. The Board is to keep in their custody or under their control all records, books and other documents relating to the Company.

46.2. The Board is to ensure that the minutes for General Meetings of the Company are available for inspection by Members in accordance with the Act.

46.3. A Member other than a Director does not have the right to inspect any books, records or documents of the Company except as provided by law or authorised by the Board.

47. INDEMNITY OF DIRECTORS

47.1. The Company may indemnify 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.

47.2. In this clause, 'officer' means a Director, and includes a Director after the Director ceases that office.

47.3. In this section, 'to the relevant extent' means:

- a) to the extent that the Company is not precluded by law including the 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.

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

47.5. To the extent permitted by law, the Company may:

- a) purchase and maintain insurance; and
- b) pay or agree to pay a premium for an insurance against any liability incurred by the officer as an officer including, but not limited to, a liability for negligence, or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal.

48. CHANGES TO THE CONSTITUTION

48.1. The Company may modify or repeal this Constitution, or a provision of this Constitution, by the Members passing a Special Resolution and following the requirements of the Act.

49. WINDING UP THE COMPANY

- 49.1. Voluntary dissolution of the Company may be achieved only by a Special Resolution of Members and following all the requirements of the Act.
- 49.2. If the Company is wound up, any surplus assets are not to be distributed to a Member or a former Member in their capacity as a Member.
- 49.3. Subject to the Act, any other applicable laws, and any court order, any surplus assets that remain after the Company is wound up are to be distributed to one or more entities:
- a) with purposes similar to, or inclusive of, the Purpose; and
 - b) which prohibits the distribution of any surplus assets to its members to at least the same extent as the Company.
- 49.4. The decision as to the organisation or organisations to be given the surplus assets must be made by a Special Resolution of Members at or before the time of winding up.
- 49.5. If the Members do not make this decision, the Company may apply to the Supreme Court in the jurisdiction of incorporation to make this decision.

50. TRANSITIONAL ARRANGEMENTS

- 50.1. Upon registration of the Company, the Members of the Philatelic Association of NSW Incorporated (NSW incorporation number INC9881172) become Members of the Company.
- 50.2. The Directors to hold office from the date of approval of incorporation, and the adoption of this Constitution, by the Members, are to be the:
- (i) President;
 - (ii) Vice President (Country);
 - (iii) Vice President (Philatelic Development Council);
 - (iv) Vice-President (House Committee); and
 - (v) Treasurer; of the Executive Council of the Philatelic Association of NSW Incorporated, until the elected Board of Directors take up their positions.
- 50.3. The Board of Directors may be elected prior to the date of registration of the Company, and the Elected Directors are to take up their positions immediately the Company is registered.
- 50.4. Elections are to be held for up to seven elected Directors, as soon as practicable after the Annual General Meeting of the Philatelic Association of NSW Incorporated held on 25 November 2023, at the discretion of the Executive Council of the Philatelic Association of NSW Incorporated.
- 50.5. At the Annual General Meeting in 2024 the:
- a) President; and
 - b) two other Elected Directors; are to retire from office and may seek re-election.
- 50.6. At the Annual General Meeting in 2025 the:
- a) Treasurer; and

- b) the three other Elected Directors; are to retire from office and may seek re-election.
- 50.7. The two Elected Directors, not being Office Bearers, who received the fewest votes at the meeting of the Philatelic Association of NSW Incorporated at which the Elected Directors were elected, are to retire at the 2024 Annual General Meeting.
- 50.8. If two or more Elected Directors, not being Office Bearers, received an equal lowest number of votes at the meeting of the Philatelic Association of NSW Incorporated at which the Elected Directors were elected, the President at his sole discretion is to select a method by which the two Elected Directors to retire at 2024 Annual General Meeting are identified.
- 50.9. The Company's first Secretary is to be the person listed as the Secretary in the application to register the Company.

END OF THE CONSTITUTION