

**AUSTRALIAN AND NEW ZEALAND
ASSOCIATION OF BELLRINGERS LIMITED**

**Australian Company Number (ACN) 656 214 489
Australian Business Number (ABN) 94 939 034 781 [TBC]
A company limited by guarantee**

CONSTITUTION

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Preliminary

1. Name of the company

The name of the **company** is Australian and New Zealand Association of Bellringers Limited (the **company**).

2. Type of company

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

3. Limited liability of members

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

4. The guarantee

Each **member** must contribute an amount not more than \$1 (the guarantee) to the property of the **company** if the **company** is wound up while the **member** is a **member**, or within 12 months after they stop being a **member**, and this contribution is required to pay for or contribute towards the:

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

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 83, 84 and 85.

Charitable purposes and powers

6. Object

The **company's** object is to pursue the following charitable purposes:

- (a) to foster good relations between ringers, interchange of visits, promotion of the art of change ringing and the building or improvement of ringing towers;

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- (b) to encourage the installation, restoration, augmentation and maintenance of rings of bells and to provide technical, financial or other assistance in respect thereof;
- (c) to foster and provide education and training in the art of change ringing and all activities associated therewith or incidental thereto;
- (d) to preserve, record and encourage the preservation and recording of historical and archival material relating to bells and to change ringing, including the recording of peals and quarter peals rung for the **company**;
- (e) to publish or cause to be published materials and resources in furtherance of the objects of the **company**;
- (f) to provide representation on the Central Council of Church Bell Ringers for ringers of Australia and New Zealand;
- (g) to raise money, whether by subscription, donations or otherwise howsoever for the purposes of the **company**;
- (h) to do and perform such things as may be conducive or incidental to the foregoing.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purposes set out in this constitution:

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

8. Not-for-profit

- 8.1 The **company** must not distribute any income or assets directly or indirectly to its **members** or **associate members**, except as provided in clause 8.2.

- 8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:
- (a) paying a **member** or **associate member** for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) making a payment to a **member** or **associate member** in carrying out the **company's** charitable purposes.

9. Amending the constitution

- 9.1 Subject to clause 9.2, the **members** may amend this constitution by passing a **special resolution**.
- 9.2 The **members** must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Members

10. Membership and register of members

- 10.1 The **members** of the **company** are:
- (a) the **initial member**
 - (b) any person that the directors allow to be a **member**, in accordance with this constitution, and
 - (c) any person appointed an **Honorary Life Member** in accordance with subclause 10.2.
- 10.2 An **Honorary Life Member** is a **member** of the **company** who has rendered substantial service to the Exercise in Australia or New Zealand appointed as an **Honorary Life Member** by an annual **general meeting** of the **company** provided that any such appointment shall have been recommended by a unanimous resolution of the directors.
- 10.3 The **company** must establish and maintain a register of **members**. The register of **members** must be kept by the Secretary and must contain:
- (a) for each current **member**:
 - i name
 - ii postal address and
 - iii date the **member** was entered on to the register; and
 - (b) for each person who stopped being a **member** in the previous 7 years:
 - i name
 - ii postal address and
 - iii dates the membership started and ended.
- 10.4 The **company** must give current **members** access to the register of **members**.
- 10.5 Information that is accessed from the register of **members** must only be used in a manner relevant to the interests or rights of **members**.

11. Who can be a member

In addition to the **initial member**, membership of the **company** shall be open to any person who:

- (a) is a resident of Australia or New Zealand, and
- (b) has rung unaided a plain course of any treble dominated minor method or the extent of any doubles method on an 'inside' tower bell or has rung an extent of any minor method two-in-hand or has been an active ringer for at least 12 months or in special circumstances has been declared eligible for membership by resolution of the directors, and
- (c) has paid the required subscription.

12. How to apply to become a member

- 12.1 A person may apply to become a **member** of the **company** by signing and sending to the Secretary or by submitting to the Secretary in electronic form approved by the directors an application for membership stating that they:

- (a) want to become a **member**, and
- (b) support the purposes of the **company**, and
- (c) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required.

- 12.2 Subject to subclause 12.3 the application must include:
- (a) the certificate of a **member** that the person has the necessary qualifications referred to in clause 11, and
 - (b) the address nominated by the applicant for the service of notices.

See clause 71.1

- 12.3 The certificate referred to in subclause 12.2 is not required of an applicant who is or who is qualified to be an **associate member** of the **company** by virtue of paragraphs 17(b) or 17(c).

13. Directors decide whether to approve membership

- 13.1 The directors must consider an application for membership within a reasonable time after the Secretary receives the application.
- 13.2 If the directors approve an application, the Secretary must as soon as possible:
- (a) enter the new **member** on the register of **members**, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
- 13.3 If the directors reject an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons.
- 13.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a **member**, the applicant agrees to those three matters.

14. When a person becomes a member

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

15. When a person stops being a member

A person immediately stops being a **member** if they:

- (a) die
- (b) resign, by writing to the Secretary
- (c) are expelled under clause 26
- (d) within 6 months of it falling due for payment they fail to pay the annual subscription, if applicable, or
- (e) cease to be a resident of Australia or New Zealand.

Associate Members

16. Associate membership and register of associate members

- 16.1 An **associate member** of the **company** is a person that the directors allow to be an **associate member** in accordance with this constitution.
- 16.2 The **company** must establish and maintain a register of **associate members**. The register of **associate members** must be kept by the Secretary and must contain for each **associate member** such information and in such form as the directors shall from time to time determine.
- 16.3 The **company** must give current **members** access to the register of **associate members**.
- 16.4 Information that is accessed from the register of **associate members** must only be used in a manner relevant to the interests or rights of **associate members**.

17. Who can be an associate member

Associate membership of the **company** shall be open to any person who:

- (a) is a resident of Australia or New Zealand who is not qualified for membership of the **company** and who has paid the required subscription, or
- (b) is not and never has been a resident of Australia or New Zealand who has met the requirements of clause 11(b) and has paid the required joining fee, or
- (c) is not a resident of Australia or New Zealand but who was –
 - i a **member** of the **company** or
 - ii a **member of the predecessor Association** at the time when they ceased to be a resident of Australia or New Zealand.

18. How to apply to become an associate member

18.1 A person referred to in clause 17(a) or (b) must apply to become **associate member** of the **company** by signing and sending to the Secretary or by submitting to the Secretary in electronic form approved by the directors an application for associate membership stating that they:

- (a) want to become an **associate member**, and
- (b) support the purposes of the **company**, and
- (c) agree to comply with the **company's** constitution.

18.2 The application must include:

- (a) the signed nomination of the person or nomination in electronic form approved by the directors by a **member** of the **company**, and
- (b) the address nominated by the applicant for the service of notices.

See clause 71.1

18.3 A person referred to in clause 17(c) may by notice in writing to the Secretary become an **associate member** of the **company** without further payment of any subscription or joining fee.

19. Directors decide whether to approve associate membership

19.1 The directors must consider an application for associate membership within a reasonable time after the Secretary receives the application.

19.2 If the directors approve an application, the Secretary must as soon as possible:

- (a) enter the new **associate member** on the register of **associate members**, and
- (b) write to the applicant to tell them that their application was approved, and the date that their associate membership started (see clause 20).

19.3 If the directors reject an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons.

19.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clause 18.1. In that case by applying to be an **associate member**, the applicant agrees to those three matters.

20. When a person becomes an associate member

An applicant will become an **associate member** as from the date of the application when they are entered on the register of **associate members**.

21. When a person stops being an associate member

21.1 A person immediately stops being an **associate member** if they:

- (a) become a **member**

- (b) die
- (c) resign, by writing to the Secretary
- (d) are expelled under clause 26, or
- (e) within 6 months of it falling due for payment they fail to pay the annual subscription, if applicable.

22. Honorary Associate Members

22.1 An **Honorary Associate Member** is a person who:

- (a) is not qualified to become a **member**
- (b) has rendered substantial service to the exercise of bellringing in Australia or New Zealand, and
- (c) has been appointed as an **Honorary Associate Member** at an annual **general meeting** provided that any such appointment shall have been recommended by a unanimous resolution of the directors.

22.2 An **Honorary Associate Member** shall be entered in a separate section of the register of **associate members** and may exercise all the privileges and powers of an **associate member**.

22.3 A person shall cease to be an **Honorary Associate Member** if the person:

- (a) dies
- (b) resigns by writing to the Secretary, or
- (c) is removed from Associate Membership by a **general meeting** provided that such removal is recommended by a unanimous resolution of the directors.

Subscriptions

23. Subscriptions: Determination and when payable

23.1 The subscriptions payable by **members** and subscriptions and joining fee payable by **associate members** shall be determined from time to time at an annual **general meeting**, and may incorporate such special rates, discounts, or differing arrangements for residents of Australia and New Zealand as may be determined at an annual **general meeting**.

23.2 No subscriptions shall be payable by **Honorary Life Members** or by **Honorary Associate Members**.

23.3 Subscriptions shall become due and payable on the first day of July each year or on such other date as may be determined at an annual **general meeting**.

23.4 The Secretary may determine a reduced fee for a new **member** or **associate member** joining during a subscription year.

Dispute resolution and disciplinary procedures

24. Interpretation

In clauses 25 and 26 “**member**” includes “**associate member**”.

25. Dispute resolution

25.1 The dispute resolution procedure in this clause applies to disagreements under this constitution between a **member** or director and:

- (a) one or more **members**
- (b) one or more directors, or
- (c) the **company**.

25.2 A **member** must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 26 until the disciplinary procedure is completed.

25.3 Those involved in the disagreements must try to resolve it between themselves within 14 days of knowing about it.

25.4 If those involved in the disagreement do not resolve it under clause 25.3, they must within 10 days:

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

- 25.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i for disputes between **members**, a person chosen by the directors, or
 - ii for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the State or Territory in which the **company** has its registered office.

- 25.6 A mediator chosen by the directors under clause 25.5(b)i:
- (a) may be a **member** or former **member** of the **company**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.

- 25.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

26. Disciplining members

- 26.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a **member** from the **company** if the directors consider that:
- (a) the **member** has breached this constitution, or
 - (b) the **member's** behaviour is causing, has caused, or is likely to cause harm to the **company**.
- 26.2 At least 14 days before the directors' meeting at which a resolution under clause 26.1 will be considered, the Secretary must notify the **member** in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the **member**
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) what the **member** is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the **member** may provide an explanation to the directors, and details of how to do so.
- 26.3 Before the directors pass any resolution under clause 26.1 the **member** must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 26.4 After considering any explanation under clause 26.3, the directors may:
- (a) take no further action
 - (b) warn the **member**
 - (c) suspend the **member's** rights as a **member** for a period of no more than 12 months
 - (d) expel the **member**
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate, or
 - (f) require the matter to be determined at a **general meeting**.
- 26.5 The directors cannot fine a **member**.
- 26.6 The Secretary must give written notice to the **member** of the decision under clause 26.4 as soon as possible.

- 26.7 Disciplinary procedures must be completed as soon as reasonably practicable.
- 26.8 There will be no liability for any loss or injury suffered by a **member** as a result of any decision made in good faith under this clause.

General meetings of members

27. General meetings called by directors

- 27.1 The directors may call a **general meeting**.
- 27.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
- (a) within 21 days of the **members'** request, give all **members** notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the **members'** request.
- 27.3 The percentage of votes that **members** have in clause 27.2 is to be worked out as at midnight Australian Eastern Standard Time before the **members** request the meeting.
- 27.4 The **members** who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **company**.
- 27.5 Separate copies of a document setting out the request may be signed by **members** if the wording of the request is the same in each copy.

28. General meetings called by members

- 28.1 If the directors do not call the meeting within 21 days of being requested under clause 27.2, 50% or more of the **members** who made the request may call and arrange to hold a **general meeting**.
- 28.2 To call and hold a meeting under clause 28.1 the **members** must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution,
 - (b) call the meeting using the list of **members** on the **company's** **member** register, which the **company** must provide to the **members** making the request at no cost, and
 - (c) hold the **general meeting** within 3 months after the request was given to the **company**.
- 28.3 The **company** must pay the **members** who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

29. Annual general meeting

- 29.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the **company**, and
 - (b) after the first annual **general meeting**, at least once in every calendar year on or after 1 March.
- 29.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** must include:
- (a) a review of the **company's** activities
 - (b) a review of the **company's** finances
 - (c) any auditor's report
 - (d) the election of directors, and
 - (e) the appointment and payment of auditors.

- 29.3 Before or at the annual **general meeting**, the directors must give information to the **members** on the **company's** activities and finances during the period since the last annual **general meeting**.
- 29.4 The agenda shall be that which is determined by the Secretary before the meeting and published at the meeting. It shall include items submitted by any **member** to the Secretary for inclusion in the agenda provided that such items are received at least 2 weeks in advance of the meeting.
- 29.5 A draft agenda shall be published in the edition of Ringing Towers published immediately preceding the meeting and shall include items submitted sufficiently in advance of its printing.
- 29.6 The draft agenda shall also be published on the **company's** website and updated as further items are received by the Secretary, with a final copy available to members 10 days prior to the date of the meeting.
- 29.7 The chairperson of the annual **general meeting** must give **members** as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.
- 29.8 The Annual Festival of Ringing shall be held in association with the annual **general meeting** at the same time, and as near as possible in the same place. The control of the Festival shall be in the hands of the President or some other person to whom the President delegates the authority.
- 30. Notice of general meetings**
- 30.1 Notice of a **general meeting** must be given in writing to all **members** and to the auditor provided that in the case of an annual **general meeting** notice to **members** may be given by publication in *Ringing Towers* and on the **company's** website.
- See clause 71.1*
- 30.2 Notice of a **general meeting** must be given at least 21 days before the meeting.
- 30.3 Notice of a **general meeting** must include:
- the place, date and time for the meeting and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this
 - the general nature of the meeting's business
 - if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - a statement that a **member** has the right to appoint a proxy and that, if a **member** appoints a proxy:
 - the proxy must be a **member** of the **company**
 - the proxy form must be delivered to the Secretary before the commencement of the meeting.
- 30.4 If a **general meeting** is adjourned for one month or more, the **members** must be given new notice of the resumed meeting.
- 31. Quorum at general meetings**
- 31.1 For a **general meeting** to be held, a quorum of not less than 25 **members** must be present in person or by proxy or in accordance with an arrangement under clause 34 for the whole meeting.
- 31.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 31.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting** or if the meeting ceases to be quorate, the **general meeting** is adjourned to the date, time and place that the chairperson specifies either at the time or by notice in writing to **members** within the following 14 days.
- 31.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for the meeting, the meeting is cancelled.
- 32. Auditor's right to attend meetings**
- 32.1 The auditor is entitled to attend any **general meeting** and to be heard by the **members** on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 32.2 The company must give the auditor any communications relating to the **general meeting** that a **member** is entitled to receive.
- 33. Rights of associate members and Honorary Associate Members**
- An **associate member** and an **Honorary Associate Member**:
- may attend and at the invitation of the chairperson speak at a **general meeting**, but
 - has no right to vote in person or by proxy.
- 34. Using technology to hold meetings**
- 34.1 The company may hold a **general meeting** using any technology such as video or teleconferencing that gives the **members** as a whole a reasonable opportunity to participate, including to hear and be heard by other **members** and to vote.
- 34.2 Anyone using this technology is taken to be present in person at the meeting provided that the chairperson of the meeting is satisfied that the technology allows the person to participate in the manner described in clause 34.1 if the person so desires.
- 34.3 The directors may make regulations not inconsistent with this constitution either generally or in a particular case regulating the use of technology to hold a **general meeting**.
- 35. Chairperson for general meetings**
- 35.1 The President is entitled to chair **general meeting**.
- 35.2 The **members** present at a **general meeting** may choose a **member** to be the chairperson for that meeting if:
- the President is not present 30 minutes after the starting time set for meeting, or
 - the President is present but says they do not wish to act as chairperson of the meeting or for a certain part of it.
- 36. Role of the chairperson**
- 36.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give **members** and the auditor a reasonable opportunity to make comments and ask questions.
- 36.2 The chairperson does not have a casting vote.
- 37. Adjournment of meetings**
- 37.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 37.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.
- Voting at General Meetings**
- 38. How many votes a member has**
- Each **member** has one vote.
- 39. Challenge to member's right to vote**
- 39.1 A **member** or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 39.2 If a challenge is made under clause 39.1 the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

40. How voting is carried out

- 40.1 Voting must be conducted and decided by
- a show of hands
 - a vote in writing, or
 - another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 40.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, by what means the proxy votes will cast.
- 40.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 40.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

41. When and how a vote in writing must be held

- 41.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- at least 5 **members present**, or
 - the chairperson.
- 41.2 A vote in writing must be taken when and how the chairperson directs, unless clause 41.3 applies.
- 41.3 A vote in writing must be held immediately if it is demanded under clause 41.1:
- for the election of a chairperson under clause 35.2, or
 - to decide whether to adjourn the meeting.
- 41.4 A demand for a vote in writing may be withdrawn.

42. Appointment of proxy

- 42.1 A **member** may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 42.2 A proxy must be a **member**.
- 42.3 A proxy form must be signed by the **member** appointing the proxy and must contain:
- the **member's** name and address
 - the **company's** name
 - the proxy's name or the name of the office held by the proxy, and
 - the meeting at which the appointment may be used.
- 42.4 Proxy forms must be received by the Secretary before the commencement of the meeting.
- 42.5 A proxy does not have the authority to speak and vote for a **member** at a meeting while the **member** is present at the meeting.
- 42.6 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing **member**:
- dies
 - is mentally incapacitated, or
 - revokes the proxy's appointment.
- 42.7 A proxy appointment may specify the way the proxy must vote on a particular resolution.

43. Voting by proxy

- 43.1 A proxy is not entitled to vote on a show of hands but this does not prevent a **member** appointed as a proxy from voting as a **member** on a show of hands.
- 43.2 When a vote in writing is held, a proxy:
- does not need to vote, unless the proxy appointment specifies the way they must vote
 - if the way they must vote is specified on the proxy form, must vote that way, and

- if the proxy holds more than one proxy, may cast the votes held in different ways.

Directors

44. Election and appointment of directors

- 44.1 The **company** must have not fewer than 4 and not more than 9 directors who are **members** of the **company** of which at least one must be a resident of New Zealand.
- 44.2 Subject to their being eligible for election as a director, the President and the Treasurer shall be elected at the annual **general meeting** and shall be directors ex officio.
- 44.3 A **member** is eligible for election as a director if they:
- are nominated by two **members** or if the person was previously elected to the same position at an **annual general meeting** and has held that position since that meeting
 - have given the **company** their signed consent to act as a director of the **company**
 - are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**, and
 - are not ineligible to be a director under clause 45.
- 44.4 Apart from the initial directors and directors appointed under clause 44.5:
- where there is more than one person standing for any position the election shall be determined by a simple non-preferential secret ballot, and
 - subject to paragraph (a) the **members** may appoint a director by a resolution passed at an annual **general meeting** provided that each of the directors so elected must be appointed by separate resolution unless:
 - the **members present** have first passed a resolution that the appointments may be voted on together, and
 - no votes were cast against that resolution.
- 44.5 The directors may appoint a **member** as a director to fill a casual vacancy if the **member**:
- gives the **company** their signed consent to act as a director of the **company**, and
 - is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 44.6 If the number of directors is reduced to less than four, the continuing directors may act for the purpose of increasing the number of directors to four or for calling a **general meeting**, but for no other purpose.

45. Term of office

- 45.1 At each **annual general meeting** any director appointed by the directors to fill a casual vacancy must retire.
- 45.2 Other than a person appointed under clause 47.2 a director's term of office starts at the end of the **annual general meeting** at which they are elected and ends at the end of the next following **annual general meeting**.
- 45.3 The President shall be eligible for re-election provided that they may hold that office for no more than 3 consecutive years.
- 45.4 The Treasurer shall be eligible for re-election provided that they may hold that office for no more than 6 consecutive years.
- 45.5 In this clause "year" means a period between 2 **annual general meetings**.

46. When a director stops being a director

A director stops being a director if they:

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

- (d) stop being a **member** of the **company**
- (e) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (f) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

47. Appointment of the Secretary

- 47.1 A **member** of the **company** is eligible for appointment as Secretary if they:
- (a) have given the **company** their signed consent to act as a director, and
 - (b) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 47.2 The Secretary must be appointed by the other directors who must take into account any recommendation of a **general meeting** for such appointment.
- 47.3 Subject to clause 47.4 the other directors must decide the terms and conditions under which the Secretary is appointed.
- 47.4 The Secretary may not hold office for more than 6 consecutive years.
- 47.5 In addition to the duties of the Secretary prescribed elsewhere in this constitution the Secretary's duties include:
- (a) conducting correspondence, and
 - (b) maintaining the minutes and other records of **general meetings** including notices of meetings and circular resolutions.

48. Duties of directors

- 48.1 In addition to any other duties and functions imposed by this constitution or by law in their capacity as directors the directors must:
- (a) ensure as far as possible that the affairs of the **company** including its financial affairs are properly conducted, and
 - (b) cause financial statements to be prepared and audited or reviewed for presentation to the annual **general meeting**.
- 48.2 The financial statements referred to in clause 48.1(b) must be prepared in accordance with a financial reporting framework determined by the directors.

49. Other officers

- 49.1 Subject to any directions of a **general meeting** the directors may appoint persons to such other offices as the directors may from time to time determine and may:
- (a) appoint persons to such offices on such terms as the directors may determine
 - (b) prescribe the duties and functions of such officers, and
 - (c) terminate the appointment of such officers.
- 49.2 Such offices may include but shall not be limited to:
- (a) The **company's** Representatives on the Central Council of Church Bell Ringers in accordance with the requirements from time to time of that Council.
 - (b) Peal Secretary
 - (c) Ringing Towers Editor
 - (d) Webmaster
 - (e) Librarian/Archivist
 - (f) Education Officer
 - (g) Advisory Panel Coordinator.
- 49.3 Any such offices may be held by a director.

Powers of Directors

50. Powers of directors

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

51. Delegation of directors' powers

- 51.1 The directors may delegate any of their powers and functions to a committee, a director, an officer appointed under clause 49 or any other person, as they consider appropriate.
- 51.2 The delegation must be recorded in the **company's** minute book.

52. Payments to directors

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

53. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

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

Management of donations and funds

54. Public Fund

- 54.1 There shall be a Public Fund into which shall be paid donations to the **company** for any of its objects or purposes, such donations being eligible for tax deductibility under subdivision 30-B of the Income Tax Assessment Act 1997.
- 54.2 The Public Fund shall be administered by the **Funds Committee** which shall consist of the directors or such other committee of **members** as the directors may appoint provided that a majority of the **Funds Committee** meet the eligibility criteria determined from time to time by or on behalf of the Australian Government for persons able to administer and control such funds.

55. General Donations Fund

- 55.1 There shall be a General Donations Fund into which shall be paid:

- (a) any donation to the **company** from a person or body who or which is not able or does not wish to claim an Australian tax deduction for the donation
- (b) the net proceeds of any commercial sponsorship of the **company**, and
- (c) such other monies of the **company** as the directors may from time to time determine, other than funds payable to the Public Fund.

55.2 The General Donations Fund shall be administered by the **Funds Committee**.

56. Withdrawal of Funds

No monies shall be withdrawn from the bank or other accounts for the Public Fund or the General Donations Fund without the concurrence of a majority of the **Funds Committee**.

Duties of Directors

57. Duties of directors

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

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the charitable purposes of the **company** set out in clause 6
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 58
- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the company to operate while it is insolvent.

58. Conflicts of interest

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

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

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

58.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors or that is proposed in a circular resolution must not, except as provided under clause 58.4:

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

58.4 A director may still be present and vote if:

- (a) their interest arises because they are a **member** of the **company**, and the other **members** have the same interest
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 75)
- (c) their interest relates to a payment by the **company** under clause 74 (indemnity), or any contract relating to

an indemnity that is allowed under the **Corporations Act**

- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - i identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
 - ii says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

59. When directors meet

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

60. Calling directors' meetings

- 60.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 60.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

61. Chairperson for directors' meetings

- 61.1 The President is entitled to chair directors' meetings.
- 61.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the President is:
 - (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

62. Quorum at directors' meetings

- 62.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority of directors.
- 62.2 A quorum must be present for the whole directors' meeting.

63. Using technology to hold directors' meetings

- 63.1 The directors may hold their meetings by using any technology such as video or teleconferencing that is agreed to by all the directors.
- 63.2 The directors' agreement may be an ongoing one.
- 63.3 A director may only withdraw their agreement within a reasonable period before the meeting.

64. Passing directors' resolutions

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

65. Circular resolutions of directors

- 65.1 The directors may pass a circular resolution without a directors' meeting being held.
- 65.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 65.3 or clause 65.4.
- 65.3 Each director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 65.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

65.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 65.3 or clause 65.4.

Minutes and records

66. Minutes and records

66.1 The **company** must, within one month of the relevant meeting, make and keep the following records:

- (a) minutes of proceedings and resolutions of **general meetings**, and
- (b) a copy of a notice of each **general meeting**.

66.2 The **company** must, within one month of the relevant meeting, make and keep the following records:

- (a) minutes of proceedings and resolutions of directors' meetings and of the **Funds Committee**, and
- (b) minutes of circular resolutions of directors and of the **Funds Committee**.

66.3 To allow **members** to inspect the **company's** records:

- (a) the **company** must give a **member** access to the records set out in clause 66.1, and
- (b) the directors may authorise a **member** to inspect other records of the **company**, including records referred to in clause 66.2 and clause 67.1.

66.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:

- (a) the chairperson of the meeting, or
- (b) the chairperson of the next meeting.

66.5 The directors must ensure that minutes of the passing of a circular resolution are signed by a director within a reasonable time after the resolution is passed.

67. Financial and related records

67.1 The **company** must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited.

67.2 The **company** must also keep written records that correctly record its operations.

67.3 The **company** must retain its records for at least 7 years.

67.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

Regulations

68. Regulations

68.1 The directors may pass a resolution to make regulations to give effect to this constitution.

68.2 **Members** and directors must comply with regulations as if they were part of this constitution.

Notice

69. What is notice

69.1 Anything written to or from the **company** under any clause in this Constitution is written notice and is subject to clauses 70 to 72, unless specified otherwise.

69.2 Clauses 70 to 72 do not apply to a notice of proxy under clause 42.

70. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the Secretary by:

- (a) delivering it to the **company's** registered office

- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided, or
- (c) sending it to an email address or other electronic address notified by the **company** to the **members** as the **company's** email address or other electronic address.

71. Notice to members

71.1 Subject to clause 30.1 written notice or any communication under this constitution may be given to a **member**:

- (a) in person
- (b) by posting it to, or leaving it at the address of the **member** in the register of **members**
- (c) by sending it to the address, including an email or other electronic address, nominated by the **member** for service of notices, being the address most recently notified by the member to the Secretary, or
- (d) if agreed to by the **member**, by notifying the **member** at an email or other electronic address nominated by the **member** that the notice is available at a specified place or address including an electronic address.

71.2 If the company does not have an address for the **member**, the **company** is not required to give notice in person.

72. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered,
- (b) sent by post, is taken to be given on the third business day after it is posted with the correct payment of postage costs,
- (c) sent by email or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 71.1 (d) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

73. Company's financial year

The **company's** financial year is from 1 January to 31 December, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

74. Indemnity

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

74.2 In this clause, "officer" means a director and includes a director after they have ceased to hold office.

74.3 In this clause, "to the relevant extent" means:

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

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

75. Insurance

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

76. Directors' access to documents

- 76.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 76.2 If the directors agree, the **company** must give a director or former director access to:
- certain documents, including documents provided for or available to the directors, and
 - any other documents referred to in those documents.

Branches

77. Formation

If no less than 5 **members** request that a Branch be formed in an area, such a Branch may be constituted at a **general meeting**.

78. By-laws

- 78.1 Subject to clause 78.3 each Branch may adopt and amend any set of by-laws and to provide for:
- the admission of members of the Branch
 - the holding of meetings of the Branch
 - the fixing and collection of subscriptions to the Branch, and
 - otherwise conducting the affairs of the Branch.
- 78.2 Each Branch shall send a copy of its by-laws to the Secretary.
- 78.3 If by-laws of a Branch are inconsistent with this constitution the bylaws shall be invalid to the extent of the inconsistency.

79. Membership

- 79.1 A member of a Branch must be a **member** of the **company**.
- 79.2 A member may choose to be a **member** of the **company** but not of a Branch.

Peals

80. Rules relating to peals and other performances

- 80.1 No peal shall be recognised as having been rung for the **company** unless at the time of the peal:
- all members of the band were **members** or **associate members** of the **company** or whose associate membership was backdated in accordance with this constitution to a date not later than the date of the peal, and
 - not fewer than one half of the band were **members** of the **company** or were or were qualified to be **associate members** of the **company** by virtue of clause 17 (c).
- 80.2 All recognised peals shall be recorded in Ringing Towers and/ or by such other means as may be determined at a **general meeting**.
- 80.3 The conductor must:
- within 3 months of the performance ensure that the details of the peal are submitted to the Peal Secretary or recorded in whatever other way may be determined by the Peal Secretary, and
 - notify the Secretary of any nominations made prior to the performance.
- 80.4 All published ringing performances must conform to any regulations applicable and published from time to time by the Central Council of Church Bell Ringers.

Winding up

81. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a **member** or a former **member** of the **company**, unless that **member** or former **member** is a charity described in clause 82.1.

82. Distribution of surplus assets

- 82.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- with charitable purposes similar to, or inclusive of, the purposes in clause 6, and
 - which also prohibit the distribution of any **surplus assets** to its **members** to at least the same extent as the **company**.
- 82.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of **members** at or before the time of winding up. If the **members** do not make this decision, the **company** may apply to a Supreme Court to make this decision.

Definitions and interpretation

83. Definitions

In this constitution:

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (C'th)

associate member means a person referred to in clause 20

company means the company referred to in clause 1

Corporations Act means the *Corporations Act 2001* (C'th)

general meeting means a meeting of **members** and includes the annual **general meeting** under clause 29.1

Honorary Associate Member means a person referred to in clause 22

Honorary Life Member means a person referred to in clause 10.2

initial member means the body named in the application for registration of the **company**, with its consent, as a proposed **member** of the **company**

member means a **member** of the **company** but does not include an **associate member** or an **Honorary Associate Member**

member of the predecessor Association means a Ringing Member or an Honorary Life Member of the Australian and New Zealand Association of Bellringers Incorporated being a body formerly incorporated under the *Associations Incorporation Act 1985* (SA)

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

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

special resolution means a resolution:

- of which notice has been given under clause 30.3(c), and
- which has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

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

84. Reading this constitution with the Corporations Act

- 84.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 84.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.

84.3 If the company ceases to be a **registered charity**, even if it remains a charity, the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.

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

85. Interpretation

In this constitution:

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

TRANSITIONAL SCHEDULE

1. Interpretation

- 1.1 Until the date referred to in clause 8 of this Schedule occurs this Transitional Schedule is and remains part of this constitution.
- 1.2 In this Schedule **Association** means the Australian and New Zealand Association of Bellringers Incorporated, an Association incorporated or formerly incorporated under the *Associations Incorporation Act 1985 (SA)*.
- 1.3 If a provision of this constitution is inconsistent with any provision of this Schedule, the latter shall prevail and the former shall, to the extent of the inconsistency, have no effect.

2. Further Object

A further object of the **company** is to take over the assets and undertaking of the **Association** if and when:

- (a) the Association is dissolved
- (b) the property of the **Association** becomes the property of the **company**, and
- (c) the rights and liabilities of the **Association** (whether certain or contingent) become rights and liabilities of the **company** in accordance with the provisions of section 42 of the *Associations Incorporation Act 1985 (SA)*.

3. Initial Directors

The initial directors of the **company** are those who have agreed to act as directors and who are named as proposed directors in the application for registration of the **company**.

4. Service in office

For the purposes of clauses 45.3, 45.5 and 47.4 service in the equivalent office or otherwise as a member of the Committee of Management of the **Association** shall be taken to be service in that office or as a director as the case may require of the **company**.

5. Initial Members of the Company

- 5.1 The **initial member** shall be the **Association**.
- 5.2 Upon the dissolution of the Association the **members** of the **company** shall be those initial directors of the **company** who have consented in writing to become a **member** of the **company** in a form which states that they:
 - (a) consent to become a member, and
 - (b) support the purposes of the company, and
- 5.3 (c) agree to comply with the company’s constitution, including paying the guarantee under clause 4 if required. For so long as the **Association** remains a member of the **company** it shall be entitled in its absolute discretion to remove and appoint any director of the **company**.

6. Members and Honorary Life Members of the Association

- 6.1 Notwithstanding clauses 10, 11, 12, 13, and 14 a Ringing Member and an Honorary Life Member of the **Association** as at the date when the **Association** is dissolved (“the dissolution date”) is qualified to become a **member** of the **company** and subject to compliance with subclause 6.2 of this Schedule must be admitted as a **member** or **Honorary Life Member** as the case may require of the **company** as from the dissolution date.
- 6.2 A person referred to in subclause 6.1 of this Schedule must, within 12 calendar months of the dissolution date, apply to become a member of the company by signing and sending to the Secretary or by submitting to the Secretary in electronic form approved by the directors an application for membership stating that they:
 - (a) want to become a member, and
 - (b) support the purposes of the company, and
 - (c) agree to comply with the company’s constitution, including paying the guarantee under clause 4 if required.

7. Provisional Ringing Members, Associate Members and Non-Resident Members of the Association

- 7.1 Notwithstanding clauses 16, 17, 18, 19 and 20 a Provisional Ringing Member, an Associate Member and a Non-Resident Member of the **Association** as at the dissolution date is qualified to become an **associate member** of the **company** and must, without application, be admitted as an **associate member** of the **company** as from the dissolution date.
- 7.2 A Non-Resident Member referred to in subclause 7.1 shall not be required to pay a joining fee.

8. Honorary Associate Members of the Association

Notwithstanding clause 22 an Honorary Associate Member of the **Association** as at the dissolution date must, without application, be admitted as an **Honorary Associate Member** of the company as from the dissolution date.

9. Repeal of this Schedule

This Schedule shall cease to form part of this constitution and shall have no further effect on and from a date determined by the directors that no clause of this Schedule is able to have any further operation.