

Constitution

Australian Street Rod Federation Ltd

ACN 666 789 215

A Public Company Limited by Guarantee

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1. Definitions and interpretation

1.1 Definitions

In this Constitution unless a contrary intention appears:

Alternate Director means a person appointed as an alternate director under clause 23.1.

Annual General Meeting has the same meaning as the term “AGM” in the Corporations Act.

ASIC means the Australian Securities and Investments Commission.

ASRF means the Company.

ASRF Meeting means a General Meeting of the Company.

Board means the National Control Council.

Chief National Steward has the meaning provided by clause 19.

Chief Steward means the person appointed (at divisional level) to perform stewarding functions for Street Rodding events within a Division, including any role described in the Handbook or by Rules as “Chief Steward”.

Club means a group of no less than five (5) persons who join together to support and advance the cause of Street Rodding.

Company means the Australian Street Rod Federation Ltd (also known as ASRF) being an Australian public company limited by guarantee established under the Corporations Act which bears the ACN 666 789 215.

Constitution means this constitution as amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Director means an individual holding office as director of the Company.

Directors means some or all of the Directors acting as the National Control Council.

Division and Divisional Council Area have the meaning provided in clause 6.2.

Divisional Council has the meaning provided by clause 6.

General Meeting means a meeting of the Members of the Company and includes an Annual General Meeting.

Handbook means the current edition of the ASRF Street Rodders Handbook or as amended from time to time by the Company.

Insolvency Event occurs where a person: (a) becomes bankrupt or insolvent, compounds with creditors, or makes an assignment for the benefit of creditors; or (b) (if the person is a body corporate) an order is made or a resolution is passed for its winding up, dissolution or external administration; or (c) (if the person is a body corporate) a controller, receiver, receiver and manager, official manager or other external administrator is appointed.

Member means a person entered on the Register of the Company as a State Representative Member.

Nationals and National Event mean a Street Rodding event that can only be authorised by the National Control Council.

National Control Council means the Directors acting together as the Board as set out in clause 12 and as described in clause 16.

Object means the object of the Company as set out in clause 2.

Register means the register of members under the Corporations Act and if appropriate includes a branch register, but does not include any register or record of Subscribers maintained under clause 8.

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

Related Body Corporate has the same meaning it has in the Corporations Act.

Representative means an individual appointed to represent a corporate Member at a General Meeting of the Company in accordance with the Corporations Act.

Rules means a rule, policy or by-law made by the Directors in accordance with clause 17.

Schedule means a Schedule to this Constitution.

Secretary means an individual appointed as a secretary of the Company in accordance with clause 18.

Special Resolution means a resolution: (a) of which notice has been given to the Members in accordance with clause 10.3; and (b) that has been passed by at least 75% of the State Representative Members in accordance with clause 11.1.

State Representative Member has the meaning provided by clause 8.1.

Street Rodding has the meaning and history as provided in the Handbook as amended from time to time.

TAC Chief Inspector means the chief inspector (however described) appointed within the Technical Advisory Committee structure for a Division in accordance with the Handbook and/or Rules.

Tax Act means the Income Tax Assessment Act 1997 (Cth).

Technical Advisory Committee has the meaning and function as provided by clause 7.1.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the singular includes the plural and vice versa;
- (c) a reference to a law includes regulations and instruments made under the law;
- (d) a reference to a clause is a reference to a clause in this Constitution unless otherwise stated;
- (e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (f) a reference to a meeting includes a meeting by digital or other technology where all attendees have reasonable opportunity to participate;
- (g) a reference to a person being present in person includes an individual participating in a meeting as described in clause 1.2(f);
- (h) a reference to a person being present includes an individual participating in a meeting in person or through a proxy, attorney or Representative;
- (i) a reference to a person includes a natural person, corporation or other body corporate;
- (j) “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (k) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

1.3 Signing

Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by the Directors.

1.4 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) expressions in this Constitution that deal with a matter dealt with by a particular provision of the Corporations Act have the same meaning as they have in the Corporations Act;
- (b) “section” means a section of the Corporations Act.

1.5 Headings

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

1.6 Replaceable rules do not apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2. Object of the Company

(a) The Object of the Company is to be the peak, governing body of all facets of Street Rodding in Australia pursuing the following objects:

- (i) to promote and develop the sport of Street Rodding on a national basis;
 - (ii) to co-ordinate and administratively control all facets of Street Rodding in Australia and to instigate and enforce all rules needed to attain this end;
 - (iii) to run and oversee the holding of the Nationals and National Events;
 - (iv) to promote interest in Street Rodding by sharing and exchanging information and in other ways as determined by the Board from time to time;
 - (v) to monitor the administration of the laws and regulations affecting Street Rodding, and to report on any proposed action or scheme to any interested party as and when deemed necessary by the Board;
 - (vi) to protect its Members and participants in Street Rodding from harmful exploitation and unfair or dishonest promotion;
 - (vii) to act as trustee and to perform and discharge the duties and functions incidental to acting as a trustee where this is incidental or conducive to the attainment of these objects; and
 - (viii) to do such things as are incidental or ancillary to the attainment of these objects.
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3. Powers

The Company has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Corporations Act.

4. Application of income for Object only

4.1 Application of income and property

The income and the property of the Company, however derived:

- (a) must be applied solely towards the promotion of the Object; and
- (b) may not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus, benefit or otherwise.

4.2 Payment in good faith

Clause 4.1 does not prevent payment, directly or indirectly, in good faith to a Member:

- (a) of reasonable remuneration for services to the Company;
 - (b) for goods supplied in the ordinary course of business;
 - (c) of fair and reasonable interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause 4.2(c) by the Company in a General Meeting;
 - (d) of reasonable rent for premises let by a Member; or
 - (e) in furtherance of the Object.
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5. Winding up

5.1 Guarantee by Members

- (a) Each Member undertakes to contribute to the Company's property if the Company is wound up while they are a Member, or within one (1) year after they cease to be a Member.
- (b) This contribution is for:
 - (i) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves.
- (c) The amount is not to exceed \$1.

5.2 Application of property

- (a) If any property remains on the winding up or dissolution of the Company and after satisfaction of all its debts and liabilities, then, subject always to clause 5.2(b), that property may not be paid to or distributed among the Members but must be transferred to one or more funds or institutions that:
 - (i) have sporting or car enthusiast purposes similar to, or inclusive of, the Object; and
 - (ii) are not-for-profit entities whose governing documents prohibit the distribution of income and property among members (if any) to an extent at least as great as imposed on the Company under this Constitution.
- (b) The funds or institutions will be determined by the Members at or before the time of dissolution.

6. Divisional Councils

6.1 Establishment

6.1.1 A Divisional Council (DC) must be established in each Division that has three (3) or more affiliated Clubs.

6.1.2 If a DC has not been established in a Division, the NCC/Board may approve the affiliation of Clubs within that Division.

6.1.3 The NCC/Board may establish a DC, or assist with establishing a DC, where required.

6.2 Meaning of Division and Divisional Council Area (new)

6.2.1 Division means a State, Territory or other geographic/administrative division of Australia determined from time to time by the NCC/Board for the purpose of ASRF governance.

6.2.2 Divisional Council Area means the geographic area allocated to a Division.

6.3 Composition

6.3.1 Each DC consists of:

(a) a State Representative;

(b) a Secretary and/or Treasurer (one person may hold both roles);

(c) one (1) voting delegate from each affiliated Club in the Division; and

(d) an optional Chairperson, who is non-voting unless this Constitution provides otherwise.

6.3.2 Each affiliated Club must appoint its voting delegate in the manner determined by that Club. A Club may also appoint an alternate delegate to attend in place of the voting delegate.

6.3.3 The State Representative is the Division's primary liaison with the NCC/Board and is responsible for communicating DC decisions, recommendations, and issues requiring escalation.

6.4 Eligibility, nominations and appointment of DC office holders

6.4.1 Any ASRF subscriber who is ordinarily resident in, or primarily associated with, the Division may nominate for the positions of State Representative and Secretary and/or Treasurer, subject to any eligibility requirements in this Constitution.

6.4.2 Nominations must be called as required. Office holders are appointed by resolution of the voting delegates at a DC meeting (including the DC AGM), unless this Constitution specifies another method.

6.4.3 The DC must keep a current record of office holders and Club delegates.

6.5 Chairperson and minutes

6.5.1 The DC may appoint a Chairperson to chair meetings. The Chairperson is non-voting unless otherwise provided in this Constitution.

6.5.2 If the Chairperson is absent, the voting delegates present must elect an Acting Chairperson for that meeting. If the Acting Chairperson is otherwise entitled to vote (for example, because they are a Club delegate), they retain that voting right.

6.5.3 The Secretary and/or Treasurer will normally ensure minutes are taken. If the Secretary and/or Treasurer is absent, the meeting may appoint a minute-taker. If the minute-taker is otherwise entitled to vote, they retain that voting right.

6.6 Quorum

6.6.1 A quorum for a DC meeting is 75% of the average number of voting delegates who attended DC meetings over the previous 12 months.

6.6.2 If the DC has operated for less than 12 months, the quorum is 75% of the average attendance across all prior DC meetings.

6.6.3 No business may be decided without a quorum, other than to adjourn and/or set a date and time for a further meeting.

6.7 Speaking rights

6.7.1 Each voting delegate may speak on any matter and has one (1) vote on each motion.

6.7.2 Non-voting attendees may speak only with the Chairperson's permission, except that the Chairperson may participate to facilitate orderly conduct of the meeting.

6.8 Voting and decisions

6.8.1 Motions are decided by simple majority of votes cast.

6.8.2 If there is a tie, the motion is lost and the status quo remains.

6.8.3 Voting is by show of hands unless a secret ballot is requested by a majority of voting delegates present, in which case the vote must be conducted by secret ballot.

6.8.4 Where the DC considers a motion sufficiently important, the DC may resolve to refer the matter to affiliated Clubs for direction before a further vote at the next DC meeting (or another stated meeting).

6.9 Meetings

6.9.1 The DC should meet monthly, where practicable, in the first week of each calendar month, at a time and place determined by the DC.

6.9.2 Meetings may be held in person, by teleconference, videoconference, or a combination, provided all participants can hear each other.

6.10 Extraordinary meetings

6.10.1 An extraordinary DC meeting may be called when necessary, provided reasonable notice is given and each affiliated Club has a reasonable opportunity to send a delegate.

6.11 DC Annual General Meeting (AGM)

6.11.1 Each DC must hold an AGM at a time suitable to the majority of those required to be present (having regard to the quorum requirements).

6.11.2 The AGM agenda must include presentation of the following written annual reports:

- (a) the State Representative;
- (b) the TAC Chief Inspector; and
- (c) the Chief Steward.

6.12 Minutes and reporting

6.12.1 The DC must keep minutes of each meeting.

6.12.2 The DC must distribute copies of minutes to the NCC/Board and to each affiliated Club in the Division within 14 days after the meeting.

6.13 Financial administration

6.13.1 Each DC is responsible for its own financial transactions undertaken for divisional administration, subject to this Constitution and any NCC/Board directions.

6.13.2 The DC must establish and maintain an account in the name of ASRF (or as otherwise required by NCC/Board policy) and must nominate authorised signatories to that account.

6.14 Closed meetings

6.14.1 The DC may resolve that all or part of a meeting is a closed session, in which case only DC members (as set out in clause 6.3.1) may remain, unless the DC resolves otherwise.

6.15 Functions of the Divisional Council

6.15.1 To supervise and administer Street Rodding within the Division, consistent with this Constitution, the rules of ASRF, and any directives of the NCC/Board, and to report any refusal or failure to comply to the NCC/Board.

6.15.2 To implement any directive of the NCC/Board.

6.15.3 To continually consider and review the rules of ASRF in relation to the needs of the Division and make recommendations for change to the NCC/Board.

6.15.4 To distribute minutes of each DC meeting to the NCC/Board and each affiliated Club in the Division in accordance with clause 6.12.

6.15.5 To approve (or decline) the sanctioning of any scheduled or unscheduled event within the DC area.

- 6.15.6 To determine the allocation of sanction for a scheduled event where there is more than one applicant.
- 6.15.7 To arbitrate disputes between Clubs within the Division.
- 6.15.8 To receive and remit to ASRF Head Office any income not remitted directly.
- 6.15.9 To establish and maintain an account in the name of ASRF with authorised co-signers in accordance with clause 6.13.
- 6.15.10 To pay accounts properly incurred in administering ASRF affairs in the Division.
- 6.15.11 To maintain liaison with public or other authorities as necessary to advance the interests of the sport in that Division.
- 6.15.12 To affiliate Clubs (where the DC exists and has authority to do so) and notify the NCC/Board of such decisions.

6.16 Appointment/Term of the State Representative

- 6.16.1 The DC will appoint/elect the State Representative for a term of up to two (2) years.
- 6.16.2 Nominations must be called for the position as required.
- 6.16.3 Nominations may be accepted from any ASRF subscriber with recent DC experience. Unless otherwise approved by the NCC/Board, a nominee must have attended at least six (6) DC meetings in the previous twelve (12) months immediately preceding nomination.
- 6.16.4 The State Representative is the Division's liaison to the NCC/Board and is responsible for communicating divisional matters, recommendations, and reports as required.
- 6.16.5 Terms of State Representatives should be managed, where practicable, to promote continuity and staggered election cycles across Divisions.

6.17 Appointment/Term of the DC Secretary and/or Treasurer

- 6.17.1 The DC will appoint/elect the Secretary and/or Treasurer for a term of up to two (2) years.
- 6.17.2 Nominations must be called for the position as required.
- 6.17.3 Nominations may be accepted from any ASRF subscriber with DC experience.
- 6.17.4 The DC will appoint/elect the Secretary and/or Treasurer for the following term when required.

6.18 Duties of the DC Secretary and/or Treasurer

- 6.18.1 The Secretary and/or Treasurer must manage and supervise the day-to-day secretarial and general affairs of the DC, including maintaining petty cash (if any), receipts and payments, and must submit a monthly statement of income and expenditure to the DC.
- 6.18.2 To retain continuity in DC administration, the State Representative and the Secretary and/or Treasurer should hold office for up to two-year terms arranged so that

(where practicable) one term ends at the close of one financial year and the other ends at the close of the next financial year. The DC will decide which role retires in which year.

7. Technical Advisory Committee

7.1 Formation

As set out at clause 6, it will be the responsibility of each Divisional Council to establish a Technical Advisory Committee as part of its own operations or as a permanent sub-committee of that Divisional Council.

7.2 Functions

The functions of each Technical Advisory Committee shall be, including but not limited to, the following:

- (a) establishing and maintaining acceptable building standards for all Street Rodding class vehicles approved by the Company with regard to the requirements of respective State and Territory based registration authorities;
 - (b) to liaise directly with the respective State or Territory based registration authorities or any other body where technical matters arise in relation to a Company classified vehicle within the jurisdiction of that Technical Advisory Committee;
 - (c) to liaise directly with other motoring groups and other parties in the State or Territory of that Technical Advisory Committee; and
 - (d) to process applications on behalf of Subscribers of the Company for the purpose of assessing applications against the relevant building manual or guidelines for the modification of vehicles in its State or Territory of operation.
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8. Membership

8.1 State Representative Members

State Representative Members:

- (a) shall be the Representative Directors appointed in accordance with clause 12. Each time the Representative Director ends their term, their membership as a State Representative Member will cease and they will cease to be a Member. For the avoidance of doubt, the former Representative Director may apply to become a Subscriber in accordance with clause 8.2 (if applicable) and the newly appointed Representative Director is required to become the State Representative Member for their Divisional Council.

8.2 Subscribers

Subscribers:

- (a) may be any individual person who is involved in Street Rodding and who enters into a standard subscription agreement with the Company (Subscription Agreement) in such form as the Directors may from time to time prescribe;
- (b) are not Members of the Company and do not have voting rights at an ASRF Meeting.

8.3 Admission as a Member (corrected)

The Directors may admit a person as a State Representative Member only if the person is (or will become) eligible under clause 8.1 and meets the membership criteria in clause 8.4 and makes an application in accordance with clause 8.5.

8.4 Membership criteria

To be eligible to be a Member, a person must:

- (a) consent in writing to become a Member;
- (b) agree to be bound by this Constitution; and
- (c) subscribe to the guarantee amount in accordance with clause 5.1.

8.5 Membership process

- (a) The application for membership must be made:
 - (i) in writing in such form as the Directors may from time to time prescribe; and
 - (ii) accompanied by the membership fee, if any, determined by the Directors.
- (b) Each application for membership must be considered by the Directors within a reasonable time after the application is made.
- (c) When an applicant has been accepted or rejected for membership the Secretary must notify the applicant of the decision of the Directors within a reasonable period.

8.6 Directors' discretion to admit or refuse admission as a Member

The Directors have the discretion to refuse any person admission as a Member without giving any reason for refusing.

8.7 Registration as Member

If the Directors accept an application for membership, as soon as practicable, the Directors must cause the name of the person to be entered in the Register.

8.8 Membership fees

The Members must pay such membership fees as prescribed from time to time by the Directors. Subscription fees (if any) payable by Subscribers are governed by the Subscription Agreement and do not constitute membership fees.

8.9 Register

(a) The Company must establish and maintain a Register. The Register must be kept by the Secretary and must contain for each current Member:

- (i) name;
- (ii) physical address;
- (iii) email address;
- (iv) category of membership (State Representative Member);
- (v) date the Member was entered on to the Register;
- (vi) the Divisional Council in respect of which the Member is appointed as Representative Director; and
- (vii) where applicable, the date the Member ceased being a Member.

(b) The Company must provide access to the Register in accordance with the Corporations Act.

9. Ceasing to be a Member

9.1 Cessation of membership

A Member ceases to be a Member on:

- (a) in the case of an individual, death;
- (b) resignation by written notice to the Company having immediate effect or with effect from a specified date occurring not more than seven (7) days after the service of the notice;
- (c) failing to pay any fee that may be prescribed by the Directors from time to time within two (2) months after the fee was due and payable;
- (d) in the case of an individual, becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health;
- (e) the occurrence of an Insolvency Event affecting the Member; or
- (f) the passing of a resolution by the Directors or Members in General Meeting in accordance with clause 9.2.

9.2 Termination of membership

(a) Subject to this Constitution, the Directors, by ordinary resolution, may at any time terminate the membership of a Member if the Member:

- (i) refuses or neglects to comply with this Constitution or any applicable Rules made by the Directors;
- (ii) engages in conduct which in the opinion of the Directors is unbecoming of the Member or prejudicial to the interests of the Company; or
- (iii) fails to pay any debt due to the Company within a period of three (3) months after the due date.

(b) If a dispute arises regarding the termination of a Member's membership under this clause 9.2, the dispute resolution procedure contained in clause 28 must be followed.

9.3 Limited liability

The Members have no liability as Members except as set out in clause 5.1.

10. ASRF Meetings (General Meetings)

10.1 Annual General Meetings

Annual General Meetings of the Company are to be held in accordance with the Corporations Act.

10.2 Convening a General Meeting

The Directors may convene and arrange to hold a General Meeting when they think fit and must do so if required to do so under the Corporations Act.

10.3 Notice of a General Meeting

(a) Notice of a General Meeting must be given in accordance with the Corporations Act and served in accordance with clause 32.

(b) If a special resolution is to be proposed at the meeting, the notice must set out an intention to propose the special resolution and state the resolution.

(c) A Director is entitled to receive notice of and to attend all General Meetings and is entitled to speak at those meetings.

10.4 Cancellation or postponement of General Meeting

(a) Where a General Meeting is convened by the Directors they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.

(b) This clause 10.4 does not apply to a meeting convened in accordance with the Corporations Act by Members, by the Directors on the request of Members or to a meeting convened by a Court.

10.5 Notice of cancellation or postponement of a meeting

Notice of cancellation, postponement or change of place of a General Meeting must state the reason for cancellation or postponement and be given:

(a) to each Member individually; and

(b) to each other person entitled to be given notice of a General Meeting under the Corporations Act.

10.6 Contents of notice of postponement of meeting

A notice of postponement of a General Meeting must specify:

(a) the postponed date and time for the holding of the meeting;

(b) a place for the holding of the meeting which may be either the same as or different

from the place specified in the notice convening the meeting; and
(c) if the meeting is to be held in 2 or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

10.7 Number of clear days for postponement of meeting

The number of clear days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days' notice of the General Meeting required to be given under clause 10.3.

10.8 Business at postponed meeting

The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

10.9 Non-receipt of notice

The non-receipt of notice of a General Meeting or the convening, cancellation or postponement of a General Meeting by, or the accidental omission to give notice of a General Meeting or the convening, cancellation or postponement of a General Meeting to, a person entitled to receive notice does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the convening, cancellation or postponement of a meeting.

11. Proceedings at ASRF Meetings (General Meetings)

11.1 Voting rights at an ASRF Meeting

(a) For the purposes of this Constitution, and subject to any provision to the contrary in this Constitution, each Representative Director shall have one (1) vote at an ASRF Meeting.

(b) The Representative Director must exercise their vote in the best interests of the Company whilst giving consideration to the wishes of their Divisional Council.

11.2 Number of a quorum

(a) If representatives from at least four (4) Divisional Councils are present, a quorum at a General Meeting will be in effect.

11.3 Requirement for a quorum

(a) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it.

(b) If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of

business unless the chairperson of the meeting (on the chairperson's own motion or at the request of a Member who is present) declares otherwise.

11.4 If quorum not present

If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:

- (a) if convened at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

11.5 Adjourned meeting (corrected internal reference)

At a meeting adjourned under clause 11.4, if a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

11.6 Appointment and powers of chairperson of General Meeting

If the Directors have elected one of their number as chairperson of their meetings under clause 22.1, that person is also entitled to preside as chairperson at a General Meeting.

11.7 Absence of chairperson at General Meeting

If a General Meeting is held and:

- (a) a chairperson has not been elected by the Directors; or
- (b) the elected chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act;

then the following persons may preside as chairperson of the meeting (in order of precedence):

- (c) the deputy chairperson if a Director has been so elected by the Directors under clause 22.1; or
- (d) a Director or Member elected by the Members present in person to preside as chairperson of the meeting.

11.8 Conduct of General Meetings

(a) The chairperson of a General Meeting:

- (i) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (ii) may require the adoption of any procedure which is, in the chairperson's opinion, necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the General Meeting; and
- (iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the chairperson considers it necessary or desirable

for the proper conduct of the meeting.

(b) A decision by the chairperson under this clause 11.8 is final.

11.9 Adjournment of General Meeting

(a) The chairperson of a General Meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

(i) in exercising the discretion to do so, the chairperson may, but need not, seek the approval of the Members present; and

(ii) only unfinished business is to be transacted at a meeting resumed after an adjournment.

(b) Unless required by the chairperson, a vote may not be taken or demanded by the Members present in person or by proxy in respect of any adjournment.

11.10 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one (1) month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

11.11 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if:

(a) in the case of a vote by the State Representative Members, a simple majority of the votes cast on the resolution by the State Representative Members in accordance with clause 11.1 are in favour of it.

11.12 Equality of votes – no casting vote for chairperson

If there is an equality of votes, either on a show of hands or on a poll, then the chairperson of the meeting is not entitled to a casting vote, and consequently the resolution fails.

11.13 Voting on show of hands

(a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands (or, where the meeting is being conducted by digital or other technology, such other similar method as determined by the chairperson) unless a poll is properly demanded and the demand is not withdrawn.

(b) A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, is conclusive evidence of the fact.

(c) Neither the chairperson nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

11.14 Poll

If a poll is demanded:

- (a) it must be taken in the manner and at the date and time directed by the chairperson and the result of the poll is the resolution of the meeting at which the poll was demanded;
- (b) on the election of a chairperson or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

11.15 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as an attorney or Representative, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies (in the case of a natural person) or ceases to exist;
- (b) the Member revokes the appointment or authority; or
- (c) the Member is mentally incapacitated (in the case of a natural person).

11.16 Objection to voting qualification

(a) An objection to the right of a person to attend or vote at the meeting or adjourned meeting:

- (i) may not be raised except at that meeting or adjourned meeting; and
 - (ii) must be referred to the chairperson of that meeting, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.
- (c) The Company must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members, and set out the wording of the resolution. A failure to do so does not invalidate the resolution.

12. National Control Council (Board of Directors)

12.1 Number and Composition of the National Control Council

- (a) The Board shall consist of at least four (4) Directors and no more than seven (7) Directors.
- (b) The Board, also known as the National Control Council, shall consist of one representative from each Divisional Council, and will be referred to as a Representative Director.

(c) The term of newly appointed Directors begins at the end of the General Meeting at which they are appointed.

12.2 Nomination and Appointment of Directors

(a) Each Divisional Council will be invited to provide a nominee to be appointed to the National Control Council and act as a Director, however, the National Control Council is under no obligation to accept that nomination.

(b) Once appointed, the Director holds office in accordance with clause 12.5.

(c) Directors for Divisional Councils will be elected in a manner considered appropriate by their respective Divisional Council.

(d) The Divisional Council who has nominated the Director may withdraw their nomination at any time if the person so nominated is no longer involved with that Divisional Council and the National Control Council will then request that the Divisional Council provide a new nominee.

12.3 Qualification of Directors

To be eligible for the office of Director a person must:

(a) have at least 12 months recent experience or involvement with a Divisional Council;

(b) be in good standing with the ASRF;

(c) be of good repute;

(d) consent in writing to act as a Director;

(e) agree to sign and abide by any confidentiality agreement established by the Board for Directors from time to time; and

(f) agree to abide by the Board's policies applicable to Directors from time to time.

12.4 Appointment of officers

The Directors shall appoint the following officeholders:

(a) Secretary in accordance with clause 18.2;

(b) Treasurer; and

(c) such other officeholders as they consider appropriate.

12.5 Terms and retirement of Directors

(a) Subject to clause 12.2(c) and clause 15, Directors are appointed for terms of three (3) years.

(b) At each Annual General Meeting, any Director who has held office for three (3) years or more since last being appointed, must retire from office but subject to clause 12.6 is eligible for reappointment. A retiring Director holds office until the conclusion of the meeting at which that Director retires.

(c) The Members may by ordinary resolution increase or decrease the period of time for which a Director holds office under clause 12.5(a).

(d) The Members may by ordinary resolution remove any Director before the expiration

of that Director's period of office, and may by an ordinary resolution appoint another person in the place of that Director.

12.6 Reappointment of Directors

Directors are entitled to seek reappointment as Directors on three (3) occasions provided that a Director's period of continuous service to the Company does not exceed a period of 12 years unless the Members, by ordinary resolution in General Meeting or unanimous written resolution, elect to waive this requirement for a particular Director.

12.7 Casual vacancy or additional Director

(a) Where a vacancy exists, the remaining Directors will appoint a Representative Director from the Divisional Council that has the vacancy.

(b) A Director appointed under clause 12.7(a) holds office until the conclusion of the next Annual General Meeting of the Company but is eligible for appointment at that meeting.

13. Remuneration of Directors

The Directors must not be paid any remuneration for their services as Directors.

14. Expenses of Directors

(a) A Director is entitled to be reimbursed out of the funds of the Company for such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a committee of Directors or when otherwise engaged on the business of the Company.

(b) Any payment to a Director must be approved by the Directors.

15. Vacation of office of Director

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

(a) ceases to be eligible under clause 12.2(c) or clause 12.3;

(b) is found by the National Control Council to not be acting in the best interests of the Company;

(c) resigns from the office by notice in writing to the Company;

(d) is not present at three (3) successive meetings of the Directors without leave of absence from the Directors;

(e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- (f) becomes insolvent or bankrupt, compounds with their creditors, or assigns their estate for the benefit of their creditors;
 - (g) becomes prohibited, disqualified or removed from being a Director by reason of any order of any court of competent jurisdiction or regulator; or
 - (h) dies.
-

16. Powers and duties of Directors

16.1 Directors to manage the Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in General Meeting.

16.2 Specific powers of Directors

Without limiting the generality of clause 16.1, and subject to any trusts relating to the assets of the Company, the Directors may exercise all the powers of the Company to:

- (a) borrow or raise money;
- (b) charge any property or business of the Company; and
- (c) give any security for a debt, liability or obligation of the Company or of any other person.

16.3 Delegation

- (a) The Directors may resolve to delegate any of their powers in writing to:
 - (i) a committee in accordance with clause 25;
 - (ii) a Director;
 - (iii) an employee of the Company; or
 - (iv) any other person.
 - (b) The power may be delegated for such time as determined by the Directors and the Directors may at any time revoke or vary the delegation.
 - (c) The delegate must exercise the powers delegated in accordance with any directions of the Directors, and the exercise of the power by the delegate is as effective as if the Directors had exercised it.
 - (d) The Directors may continue to exercise any power they have delegated.
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17. Handbook and Rules

- (a) Subject to this Constitution, the Directors may from time to time by resolution make and rescind or alter Rules, policies or by-laws including the rules, requirements, vehicle specifications and standard operating procedures as contained in the Handbook, which are binding on Members for the management and conduct of the business of the

Company, and may be incorporated by reference into the Subscription Agreement for Subscribers.

(b) For the avoidance of doubt, the Handbook is always to be read subject to this Constitution and if there is any inconsistency between the contents of the Handbook and a clause of this Constitution, the Constitution will prevail.

18. Chief Executive Officer, Secretary and Public Officer

18.1 Chief Executive Officer

(a) The Directors may appoint a Chief Executive Officer on such terms and conditions (including as to remuneration) as they think fit.

(b) The Directors may delegate any of their powers to the Chief Executive Officer:

(i) on the terms and subject to any restrictions they decide; and

(ii) so as to be concurrent with, or to the exclusion of, the powers of the Board, and may revoke the delegation at any time.

(c) The Chief Executive Officer may be invited to attend all meetings of the Directors, but may not hold the office of a Director and is not entitled to vote.

18.2 Secretary

(a) There must be at least one Secretary who is to be appointed by the Directors.

(b) The Directors may suspend or remove a Secretary from that office.

(c) A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors. The exercise of those powers and authorities and the performance of those duties by a Secretary are subject at all times to the control of the Directors.

18.3 Public officer (corrected statute name)

The Directors must appoint a person as Public Officer of the Company in accordance with the Income Tax Assessment Act 1936 (Cth).

19. Chief National Steward

19.1 Appointment

(a) The Directors may appoint a Chief National Steward.

(b) Nominations for Chief National Steward may be received from each Divisional Council and Subscribers.

19.2 Duties

The duties of the Chief National Steward will be determined by the National Control Council from time to time and will include but not be limited to:

- (a) the co-ordination and control of all Judges and Stewards for each Street Rodding event;
 - (b) the collation of all general reports pertaining to all Street Rodding events;
 - (c) the allocation of Judges to all National Events and the administration, management and correspondence relevant to each Street Rodding event;
 - (d) undertaking an annual review of the Handbook and its effectiveness and reporting on proposed or required amendments to the National Control Council;
 - (e) to act as a general mediator for Street Rodding whose advice and authority should be respected by all Divisional Councils, Representative Members and Subscribers; and
 - (f) such other duties as determined by the National Control Council from time to time.
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20. Conflicts of interest

20.1 Disclosure of conflict of interest

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 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.

20.2 Disclosure recorded in minutes

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

20.3 Material personal interest

Each Director who has a material personal interest in a matter that is being considered at a meeting of the Directors (or that is proposed in a circular resolution) must not, except as provided under clause 20.4:

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

20.4 Present and voting

A Director with a material personal interest in a matter 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 arises in relation to remuneration as a Director of the Company;
- (c) 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 33.2);

- (d) their interest relates to a payment by the Company under clause 33.1, or any contract relating to an indemnity that is allowed under the Corporations Act;
- (e) ASIC makes an order allowing the Director to vote on the matter; or
- (f) the Directors who do not have 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 related to the affairs of the Company; and
 - (ii) states that those Directors are satisfied that the interest should not stop the Director from voting or being present.

21. Proceedings of Directors

21.1 Directors' meetings

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

21.2 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote, and that decision is for all purposes a decision of the Directors.

21.3 Alternate Director and voting

- (a) A person who is present at a meeting of Directors as an Alternate Director:
 - (i) is entitled to participate and vote in the appointor's place if the appointor would have been entitled to vote and does not participate in that meeting; and
 - (ii) has one vote for each person for whom they have been appointed as Alternate Director.
- (b) If that person is also a Director, then that person also has one vote as a Director in that capacity.

22. Chairperson of Directors

22.1 Chairperson

The Directors will appoint a Chairperson. The Directors may appoint:

- (a) the Chief National Steward; or

(b) such other person as they consider appropriate;
to be Chair of the Board.

The Chairperson shall attend and chair Board meetings but shall not hold office as a Director and shall not have a vote at Board meetings.

22.2 Absence of chairperson at Directors' meeting

If a Directors' meeting is held and the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, or the office is vacant, then the Directors present must elect one of their number to be a chairperson of the meeting.

22.3 No casting vote for chairperson at Directors' meetings

In the event of an equality of votes cast for and against a resolution, the chairperson of the Directors' meeting does not have a second or casting vote, and consequently the resolution will not be passed.

23. Alternate Director

23.1 Appointment

(a) Subject to the Corporations Act, a Director may appoint a person, with the approval of the Directors, to be an Alternate Director in the Director's place during such period as the Director thinks fit. The approval of the Alternate Director's appointment may be withdrawn by the Directors at any time.

(b) Subject to the Corporations Act, an appointment of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment, and delivered to the Company.

23.2 Notice

An Alternate Director is entitled to notice of all meetings of the Directors.

23.3 Alternate Director's powers

An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

23.4 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director:

(a) is an officer of the Company and not the agent of the appointor; and

(b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

23.5 Alternate Director and remuneration

An Alternate Director is entitled to receive from the Company any remuneration or benefit of the Director in whose place the Alternate Director is standing.

23.6 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period, if any, of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

23.7 Termination in writing

The termination of an appointment of an Alternate Director must be effected by a notice in writing signed by the Director who made the appointment and delivered to the Company.

23.8 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

24. Quorum for Directors' meeting

(a) At a meeting of Directors, the number of Directors whose presence in person is necessary to constitute a quorum is as determined by the Directors, and, unless so determined, is a majority of Directors holding office or three (3), whichever is the greater.

(b) The Directors may act despite a vacancy in their number. If their number is reduced below the minimum fixed by clause 12.1, the Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a General Meeting.

25. Committees

25.1 Delegation to committees

(a) The Directors may delegate any of their powers, to a committee consisting of one or more Directors and such other persons as they think fit.

(b) A committee to which any powers have been delegated under clause 25.1(a) must exercise those powers in accordance with any directions of the Directors. A power so exercised is taken to have been exercised by the Directors.

25.2 Meetings of committees

A committee may meet and adjourn as it thinks proper.

25.3 Chairperson of a committee

The members of a committee may elect one of their number as chairperson of their meetings. If a meeting of a committee is held and:

- (a) a chairperson has not been elected; or
 - (b) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act;
- then the committee members involved may elect one of their number to be chairperson of the meeting.

25.4 Determination of questions

- (a) Questions arising at a meeting of a committee are to be determined by a majority of votes of the members present and voting.
 - (b) In the event of an equality of votes, the chairperson of the meeting does not have a casting vote.
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26. Circular resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
 - (b) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
 - (c) The resolution is passed when a majority of Directors have signed a document containing the statement that they are in favour of the resolution set out in the document.
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27. Validity of acts of Directors

All acts done at a meeting of the Directors or of a committee of Directors, or by a person acting as a Director, are taken as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
 - (b) a person acting as a Director was disqualified or was not entitled to vote.
-

28. Dispute resolution

28.1 Grievance submission

All grievances must first be submitted in writing to the relevant Divisional Council. The Divisional Council will examine and consider the grievance at a meeting and consult with the parties involved before issuing a decision, which is binding on all parties.

28.2 Suspension or cancellation pending review (harmonised with 28.6)

If the Divisional Council suspends or cancels a Member's membership or (if applicable under the Subscription Agreement) a Subscriber's subscription, such suspension or cancellation remains in effect during any tribunal or appeal process, unless otherwise determined by the Divisional Council or the National Control Council.

28.3 Referral to tribunal

If a Member or (if applicable under the Subscription Agreement) a Subscriber disagrees with the decision of the Divisional Council, they must provide a written explanation of their disagreement. Upon receipt of this explanation, the Divisional Council may convene a tribunal to hear submissions and decide the matter. The tribunal's majority decision will be final and binding on all parties, subject to clause 28.6.

28.4 Tribunal composition

The tribunal shall consist of:

- (a) the Divisional Council leader as Chairman, unless involved in the matter, in which case another nominated and elected official of the Divisional Council will serve as Chairman;
- (b) two members from affiliated Clubs in good standing, who are not involved in the issue, appointed by the Divisional Council.

28.5 Tribunal proceedings

All parties must receive at least 14 days' written notice of the tribunal hearing date, location, and the matter(s) to be heard. Parties may call witnesses and may be represented by a Subscriber or other person approved by the Divisional Council, provided such representative was current under their subscription (if applicable) at the time of the incident.

28.6 Appeals process (corrected stay language)

Any party dissatisfied with the tribunal's decision may appeal to the National Control Council (NCC). Penalties or sanctions imposed by the tribunal remain in effect pending the NCC's decision, unless the NCC (or the Divisional Council, where appropriate) grants a stay. Appeals must be accompanied by the relevant fee and submitted to the

Company within 14 days of the tribunal's findings. If the appeal is successful, the fee will be refunded.

28.7 Effects of suspension

A suspended Member is not entitled to reimbursement of any prepaid membership fees, and a suspended Subscriber is not entitled to reimbursement of any prepaid subscription fees (if applicable). Suspension or cancellation applies to both the Member or Subscriber (as applicable) and any A.S.R.F. class vehicles that they own. Any arrangement made to maintain a vehicle's status, including transfer of ownership to another Member or Subscriber for this purpose, is void for the duration of the suspension.

28.8 Fees

- State Tribunal: \$200
- NCC Review: \$1,000

28.9 Urgent interlocutory relief

The procedure in clause 28.1 will not apply in respect of proceedings for urgent or interlocutory relief.

Note: clause 28 does not prevent an aggrieved party applying to a court where a matter is urgent and completing the dispute process may jeopardise the aggrieved party's ability to obtain relief.

29. Execution of documents

Documents executed for and on behalf of the Company must be executed by:

- (a) two (2) Directors;
- (b) a Director and the Secretary; or
- (c) such other persons as the Directors by resolution appoint from time to time.

30. Accounts

(a) The Directors must cause proper financial records to be kept and, if required by a law, regulation or guideline applicable to the Company or otherwise considered by the Directors to be appropriate, cause the accounts of the Company to be audited or reviewed accordingly.

(b) The Directors must distribute to the Divisional Councils copies of the annual financial reports of the Company accompanied by a copy of the report of the auditor or

reviewer (as required) and report of Directors in accordance with the requirements of a relevant law, regulation or guideline.

31. Inspection of records

31.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by the Members (other than Directors).

31.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in General Meeting.

32. Service of documents

32.1 Document includes notice

In this clause 32, a reference to a document includes a notice.

32.2 Methods of service

(a) The Company may give a document to a Member:

- (i) personally;
- (ii) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (iii) by sending it to an electronic address nominated by the Member.

(b) A document sent by post:

- (i) if sent to an address in Australia, may be sent by ordinary post and is taken to have been received four (4) business days after the date of its posting; and
- (ii) if sent to an address outside Australia, must be sent by airmail and is taken to have been received on the seventh (7th) business day after the date of its posting.

(c) If a document is sent by electronic transmission, delivery of the document is taken:

- (i) to be effected by properly addressing and transmitting the electronic transmission; and
- (ii) to have been delivered on the day following its transmission.

32.3 Evidence of service

A certificate in writing signed by a Director or a Secretary stating that a document was sent to a Member by post or electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

33. Indemnity and insurance

33.1 Indemnity

(a) The Company must indemnify any current or former Director, Secretary or executive officer of the Company out of the property of the Company against:

(i) every liability incurred by the person in that capacity; and
(ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity;

except to the extent that:

(iii) the Company is forbidden by law (including the Corporations Act) to indemnify the person against the liability or legal costs;
(iv) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by any law; or
(v) the person is entitled to be, and is actually, indemnified by another person (including an insurer under any insurance policy).

(b) The indemnity is a continuing obligation and is enforceable by a person even though they are no longer a Director, Secretary or executive officer of the Company, or of a wholly owned subsidiary.

33.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or executive officer of the Company or of a Related Body Corporate of the Company against liability arising out of conduct by the person in that capacity (Relevant Conduct), including a liability for legal costs, unless:

(a) the Company is forbidden by law to pay or agree to pay the premium in respect of the Relevant Conduct (whether or not the law applies in the particular case); or

(b) the contract would, if the Company paid the premium, be made void by any law (including the Corporations Act).

33.3 Contract

The Company may enter into an agreement with a person referred to in clauses 33.1 and 33.2 with respect to the matters covered by these clauses. An agreement entered into in accordance with this clause 33 may include provisions relating to rights of access to the books of the Company conferred by the Corporations Act or otherwise by law.

34. Amendment to Constitution

(a) Subject to clause 34(c), this Constitution may only be amended by Special Resolution of the voting Members of the Company.

(b) The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Company to no longer be a not-for-profit entity.

(c) Any modification of this Constitution takes effect on the date the Special Resolution is passed or any later date specified, or provided for, in the resolution.