**CONSTITUTION FOR**

**THE AUSTRALIAN SOCIETY OF AUTHORS LIMITED**

**(ACN 008 558 790)**

**PUBLIC COMPANY LIMITED BY GUARANTEE PURSUANT TO THE CORPORATIONS ACT 2001**

**13 November 2020**

* 1. GENERAL
     1. Name of Company

The name of the company is The Australian Society of Authors Limited.

* + 1. Replaceable rules excluded

To the extent permitted by law, the replaceable rules in the Act do not apply to the Society.

* + 1. The Act

Except where the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a relevant provision of the Act, the same meaning as in that provision of the Act.

* + 1. References to and calculations of time
       - 1. Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
         2. A provision of this Constitution, except that specifying the time for deposit of proxies with the Society, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.
  1. DEFINITIONS AND INTERPRETATION
     1. Definitions

In this Constitution unless it is inconsistent with the subject or context in which it is used:

**‘Act’** means the Corporations Act 2001;

**‘Annual Meeting’** means an annual general meeting of the Society held in accordance with section 250N of the Act;

**‘ASIC’** means the Australian Securities and Investments Commission, or such other body constituted by the Commonwealth Parliament to carry out the duties of that Commission;

**‘Auditor’** means the auditor for the time being of the Society;

**‘Board’** means the board of Directors of the Society;

‘**Business day**’ means a business day as defined in the Act;

‘**Chair**’ includes an acting Chair under clause 9.1;

‘**Chief Executive Officer’** or ‘**CEO**’ means the person, appointed by the Board, who is the senior paid member of staff of the Society, but whose job title or description need not include the term ‘Chief Executive Officer’.

**‘Endowment Fund’** means the fund established by the Society the income from which is to be used for the principal purposes of the Society, into which members of the public can make tax-deductible donations, as further described in clause 21.7;

**‘Full Member’** has the meaning given in clause 6.5.

**‘Guarantee’** means the maximum amount each Member agrees to pay the Society in accordance with clause 4;

**‘Investment Fund’** means the fund established by the Society to manage its assets, as further described in clause 21.8

**‘Life Member’** has the meaning given inclause 6.3.

**‘Maximum Term’** means a term of nine (9) consecutive years.

‘**Member**’ means any person who becomes a member of the Society in accordance with this Constitution;

‘**Members Code of Conduct’** means the code of conduct made available to all prospective members on the Society’s website and to which Members agree upon becoming a Member.

**‘Members present’** means Members present at a general meeting of the Society in person or, if applicable, by duly appointed corporate representative, proxy or attorney;

‘**Person of Responsibility**’ means a person who, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Society.

‘**Recorded address**’ means the address of a Member specified in the Register or any other address of which the Member notifies the Society as a place at which the Member will accept service of notices;

‘**Rules**’ means this Constitution, together with the rules of other instruments established under this Constitution, including any Standing Orders;

‘**Seal**’ means the common seal, if any, from time to time of the Society;

**‘Society’** means The Australian Society of Authors Limited.

**“Special Resolution”** means a resolution:

(a) that is proposed in the notice of a general meeting under clause 17.4; and

(b) that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution.

**‘Term’** means a term of three (3) years.

**‘Voting Member’** means either a Life Member or Full Member.

* + 1. Interpretation

Unless the context otherwise requires words denoting:

* + - * 1. persons include individuals, bodies corporate and governments;
        2. any gender denotes the other genders;
        3. the singular denotes the plural;

A reference to:

* + - * 1. any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replaced legislation;
        2. any other instrument where amended or replaced means that instrument as amended or replaced;
        3. a thing is a reference to the whole and each part of it.
  1. THE SOCIETY
     1. Public company limited by guarantee

The Society is a public company limited by guarantee.

* + 1. Restriction on shares

The Society does not have the power to issue or allot shares of any kind.

* + 1. Income
       - 1. The income and property of the Society, whenever derived, must be applied solely towards the promotion of the objects of the Society as set out in this Constitution.
         2. The Society is a non-profit organisation and must not carry on business for the purpose of profit or gain to its Members. Further, no portion of its income, property, profits and financial surplus may be paid, distributed to or transferred, directly, indirectly, by way of dividend, property, bonus or otherwise by way of profit, to the Members, or the Directors, or their relatives, except as provided by this Constitution.
         3. Nothing in this Constitution prevents the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Society, or to any Member or the Board of the Society, in return for any services actually rendered to the Society or for goods supplied in the ordinary and usual course of business.
    2. Powers

The Society can only exercise the powers in section 124(1) of the Act to:

* + - * 1. carry out the objects in clause 5; and
        2. do all things incidental or convenient in relation to the exercise of the power under paragraph (a).
    1. Non-sectarian and non-party political

The Society will be non-sectarian and non-party political.

* + 1. No distribution of profits to Members on winding up
       - 1. If the Society is wound up or dissolved, the assets and property available for distribution after satisfaction of all debts and liabilities are to be given or transferred to some other institution or institutions:

having objects similar to the objects of the Society;

whose constitution prohibits the distribution of its income and property to an extent at least as great as that imposed by this Constitution; and

approved by the Australian Commissioner of Taxation as an institution exempt from income tax; and

eligible for tax deductibility of donations under the appropriate sections of the Income Tax Act (s) and listed on the Register of Cultural Organisations maintained under the Act.

* + - * 1. The Directors may determine the identity of the institution or institutions for the purpose of clause 3.6(a) at the time of dissolution.
        2. If the Directors fail to determine the identity of the institution or institutions under clause 3.6(b), the Supreme Court of New South Wales may make that determination.
  1. GUARANTEE OF MEMBERS

In the event that the Society is wound up while the Member is a Member or within one year after the Member ceases to be a Member, each Member undertakes to contribute a maximum of $20.00 to the Society for payment of:

* + - * 1. the debts and liabilities of the Society;
        2. the costs, charges and expenses of any winding up; and
        3. the adjustment of the rights of Members among themselves.
  1. OBJECTS OF THE SOCIETY

The Society’s purpose is to advance culture by:

* + - * 1. supporting and protecting the general interests of Australian writers and illustrators; and
        2. assisting, informing, advocating for, supporting and connecting our Members.
  1. MEMBERSHIP
     1. Members

The Members are the persons who are Members as at the date of adoption of this Constitution and such other persons as the Directors admit to Membership from time to time in their absolute discretion and in accordance with this Constitution.

* + 1. Categories of Membership

There are four categories of Membership:

* + - * 1. Life Members;
        2. Organisational Members;
        3. Full Members; and
        4. Associate Members.
    1. Life Members
       - 1. Any person who, in the opinion of the Board has rendered special service to the Society may be appointed as a Life Member.
         2. A resolution of the Board appointing a Life Member must be carried by a two-thirds majority of the Directors.
         3. Every Life Member is entitled to all the privileges and is subject to all of the duties and obligations of a Full Member and is not liable for any subscription or Membership fee, or any levy, except in respect of the Guarantee contained in clause 4.
         4. Notwithstanding any other provision of the Constitution, the Board may at any time terminate the Membership of any Life Member.
    2. Organisational Members
       - 1. Any incorporated or unincorporated organisation, or other organisation which, in the opinion of the Board, is an organisation of which Membership of the Society is consistent with and will help promote the objects of the Society, may be appointed an Organisational Member.
         2. The Board may, from time to time, prescribe the qualifications, rights and privileges of organisations as Organisational Members, except that an Organisational Member is not entitled to nominate or be nominated (either itself or through a nominee) for election as a Director.
         3. Notwithstanding any other provisions of the Constitution, the Board may at any time terminate the Membership of any Organisational Member.
         4. The method of recognition of, and notification to the Society of, representatives of Organisational Members is to be determined by the Board.
    3. Full Members
       - 1. The Board may from time to time and at its absolute discretion admit to Full Membership of the Society any person who:

has had a book published;

has published at least one work of fiction or non-fiction including short stories, articles or poetry;

has had a play or other script produced publicly on stage, radio or television or any other medium or lyrics published with musical score;

has entered into a contract for publication of a book, or has entered into a contract with an agent who is actively pursuing such a contract for publication;

is, in the opinion of the Board a person of professional standing such as to entitle him to Membership; or

holds the rights to, or copyright of, the works of any Member who dies, and is a close relative of the deceased Member; or, with the specific approval of the Board, is a corporation or a trust or a body-corporate generally which holds the rights.

* + - * 1. In the context of clause 6.5 (a):

a person whose literary works are readily available in electronic form only, or the publication of which is only available in electronic forms of magazines, newspapers or literary journals, is deemed to have been published; and

a person whose literary efforts are illustrative in nature is deemed to comply.

* + 1. Associate Members
       - 1. The Board may from time to time and at its absolute discretion admit to Associate Membership of the Society any person who:

is interested in the craft of writing or illustrating, but has not yet entered into a publishing contract;

is engaged in the collecting, publishing or distribution of books or other material;

is interested in literature, including but not limited to teaching, research or criticism related to writing or illustrating; or

the Board deems to be appropriate as an Associate Member in some other way.

* + - * 1. The Board may, from time to time, prescribe the qualifications, rights and privileges of Associate Members, except that an Associate Member is not entitled to vote at any general meeting of the Society nor to nominate or be nominated for election as a Director.
    1. Single Membership
       - 1. No person may be a Member in more than one category of Membership.
    2. Establishment and Payment of Fees
       - 1. The Board may fix the joining fee (if any) and the subscription amounts payable for Membership.
         2. The Board may establish different fees and subscription amounts for each classification of Membership, and, within each classification, may establish rates applicable for specific circumstances determined by the Board.
         3. Without limiting the discretion of the Board, separate rates within a Membership classification might include separate provisions to recognise students or pension recipients.
         4. Membership fees will be due and payable on an annual basis, although the Board may determine a longer or shorter period, and may establish rates which reflect longer or shorter periods for which the Membership relates, whether at a discount or at some other rate. The Board may also allow Membership payments to be made in advance, or on a part-paid regular basis.
         5. All Membership fees will become due and payable on the expiry of the period for which the Membership relates or other times determined by the Board.
    3. Delegation

The Board’s authority to admit to Membership in accordance with clauses 6.4, 6.5 and 6.6 and the amounts payable under clause 6.8 may be delegated to such person as the Board deems fit from time to time and in accordance with any reporting or other requirements as the Board may require.

* + 1. Rejection of Membership
       - 1. Any person or organisation whose application for Membership, under any category, is rejected or not granted must have the all joining and Membership fees (if any) already paid, refunded.
         2. Any person or organisation whose application for Membership is rejected or not granted under a delegation established in accordance with clause 6.9:

has the right to have their Membership application considered by the Board;

has the right to appear in person at the meeting of the Board at which the application is to be considered and have a second person (of their choosing) present although the accompanying person does not have the right to be heard; and to present a written submission for consideration at the meeting; and

must be notified in writing of the result of the application within five (5) working days of the meeting at which the Membership is considered.

* + 1. Cessation of Membership
       - 1. A Member ceases to be a Member if

the Member dies;

the Member resigns in writing;

any subscription or Membership fee due and payable remains unpaid for a period of thirty (30) days from the date upon which the subscription was payable;

any subscription or Membership which is being paid in installments is behind in payment for a period of thirty (30) days from the date the latest installment payment had been due to be paid; or

the Board so determines in accordance with clause 6.12.

* + 1. Power of Directors in respect of a Member's conduct
       - 1. If any Member:

willfully refuses or neglects to comply with the provisions of the Rules or the Members Code of Conduct; or

is guilty of any conduct which, in the opinion of the Directors, is unbecoming of a Member or prejudicial to the interests of the Society,

the Board has the power to censure, fine, suspend or expel the Member from the Society pursuant to a Board resolution.

* + - * 1. At least five (5) working days before the meeting of the Board at which a resolution under clause 6.12 (a) is passed, the Society must provide the Member with:

notice of the meeting;

detail any allegations against them;

the intended resolution; and

advice that the Member may, at the meeting and before the passing of the resolution, have an opportunity to give, orally or in writing, any explanation or defence they think fit.

* + - * 1. A Member who ceases to be a Member continues to be liable for :

All moneys (other than Membership fees or subscriptions) due and payable to the Society; and

The Guarantee, for a period of one year after the Member ceases to be a Member.

* + 1. Re-admission to Membership

Any person or organisation whose Membership has ceased in accordance with clauses 6.12 may apply to rejoin the Society at any time.

* 1. AMBASSADORS OF THE SOCIETY

7.1 The Board may appoint any person as an ambassador of the Society for the purpose of advocating for or representing the Society, or providing advice and assistance to the Board on matters referred to the ambassador by the Board. Such appointment will be on terms mutually agreed between the Board and the ambassador. The Board will select ambassadors on the basis of their expertise, skills, experience, profile and alignment with the Society’s objectives.

* + 1. The Board may at its complete discretion at any time terminate the appointment of an ambassador.
  1. BOARD OF DIRECTORS
     1. Members of the Board

There shall be a Board comprising a minimum of six (6) and a maximum of eight (8) Directors who are required to be elected in accordance with clause 8.4 of the Rules, and a further four (4) Directors who may be appointed in accordance with clause 8.5 of the Rules.

* + 1. Term of election or appointment of Directors
       - 1. Directors are elected or appointed for a Term. Each Director must retire at the conclusion of the third Annual Meeting after which the Director was elected or appointed.
         2. A retiring Director is eligible for re-election or reappointment, subject to the Rules and clause 8.2(c)
         3. A Director who has held office for the Maximum Term may only be re-appointed or re-elected by a Special Resolution.
         4. Notwithstanding clause 8.2(c), if the Maximum Term for a Director expires during the currency of a Term, that Director may complete that Term only, even if this results in the Director exceeding the Maximum Term.
    2. Qualification for Membership of the Board
       - 1. An elected Director must be a Full or Life Member.
         2. All Directors must be natural persons.
         3. The Auditor is ineligible to be elected or appointed as a Director.
         4. No current member of staff, or employee of the Society (whether paid a salary or by contract) may be a Director until a period of three (3) years has elapsed from the date of cessation of that person’s employment or engagement by the Society.
         5. A person will not be disqualified from being a Director by virtue only of their receiving payment from the Society for services or goods properly and actually rendered to the Society or for goods supplied in the ordinary and usual course of business, if that Director has declared the nature of the interest in the manner required by the Act, or only of their receiving a fee or honorarium payable to Directors.
    3. Election to the Board
       - 1. Up to eight (8) Directors shall be elected by the Members in accordance with the Rules.
         2. Election to the Board is by electronic or postal ballot of all participating Voting Members.
         3. Nominations for election to the Board:

shall be in writing in the form prescribed in the Rules and shall be forwarded to the CEO by the date specified by the Board; and

shall be signed by a Voting Member.

* + - * 1. Persons nominated for election to the Board:

shall give their consent in writing to their nomination to be received by the CEO at least fourteen days preceding the date set for the election;

shall provide background information as required by the Board; and

may appoint in writing one natural person to be a scrutineer to superintend the counting of any ballot which might occur.

* + - * 1. In the context of this clause, ‘in writing’ shall include any electronic means of communication which, in the opinion of the CEO, adequately confirms the identity of the person who it purports to represent, and where the CEO is satisfied that the document is originated by and represents that person.
        2. If the number of nominations for election to the Board is less than or equals the number of persons to be elected to the Board, then the CEO shall declare those people to be elected.
        3. If an election is to be conducted, the CEO shall notify the Auditor, who shall act as the Returning Officer for the election.
        4. Where an election is to be conducted, not less than thirty five (35) days prior to the date of the Annual Meeting, the CEO shall send to all Voting Members notice that a ballot is to occur. This notice will include details of how the ballot will be conducted and will include an option for the Voting Members to exercise their vote via electronic means (in a method previously approved by the Board) or by the return by post of printed ballots.
        5. Where a Voting Member wishes to participate in the ballot by post, the Voting Member must notify the CEO in the form and by the date specified in the Notice for that purpose. The CEO will then forward the ballot papers to the Voting Member by post.
        6. The notice required to be provided to Members shall be by electronic means plus, to those Voting Members who have notified the CEO that they wish to receive the notices by post, by post.
        7. The electronic method of election and the ballot paper shall contain the list of nominees and the names of candidates shall be listed in an order determined by lot by the Returning Officer.
        8. The ballot shall close at 5.00 pm on the date seven (7) days prior to the Annual Meeting, or, in the case of an Annual Meeting being held on a Saturday or Sunday, at 5.00 pm on the Friday prior to seven (7) days prior to the Annual Meeting.
        9. Upon the close of voting, the Returning Officer shall satisfy himself of the validity of the electronic votes cast and the ballot papers returned, and shall proceed to count the votes.
        10. The Returning Officer, after counting the votes, shall certify in writing to the CEO the result of the ballot, and the CEO shall, at the Annual Meeting following, declare those elected.
        11. The decision of the Returning Officer shall be final and binding in respect of all matters affecting the election.
    1. Appointment to the Board
       - 1. The Board may in its absolute discretion appoint no more than four (4) Directors to the Board.
         2. Directors appointed to the Board shall give their consent in writing to their appointment.
         3. In considering whether to appoint Directors to the Board in accordance with this clause, the Directors must have regard to the skills and experience of the elected Directors, and must use their discretion to ensure that the Board is appropriately skilled and diverse.
    2. Casual Vacancies
       - 1. The Board may at any time appoint any qualified person as a Director to fill a vacancy or casual vacancy which may occur or have occurred, providing that the total number of Directors may not at any time exceed the maximum number fixed in accordance with this Constitution.
         2. Any person appointed under this clause holds office until the next Annual Meeting of the Society when he or she will retire. Any person appointed under this clause is eligible for election at the Annual Meeting.
    3. Resignation
       - 1. Any Director may resign from the Board by notice in writing or in electronic form delivered to the CEO.
         2. A resignation will take effect at the time when such notice is received by the CEO unless some later date is specified in the notice as the effective date.
    4. Removal
       - 1. A Director may, in accordance with the Act, be removed from office by ordinary resolution of the Members at a general meeting of the Society at which notice of such intended removal is provided. At such meeting the Director must be given the opportunity to fully present their case as to why they should not be removed either orally or in writing or partly by either or both of these.
         2. A Director who ceases to be a Director under this clause retains office until the dissolution of the general meeting at which the Director is removed.
    5. Disqualification

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office becomes vacant if that Director:

* + - * 1. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
        2. becomes a bankrupt under the Bankruptcy Act;
        3. fails to be qualified as a Director pursuant to clause 9.4;
        4. dies; or
        5. fails to attend two (2) consecutive meetings of the Board without the prior approval of the Board.
  1. ELECTION OF OFFICERS
     1. Election of Chair & Treasurer
        + 1. The Board, at the first meeting after the Annual Meeting, must elect a Chair and a Treasurer.
          2. The duties of the Chair and the Treasurer, including their working relationship with the Directors and the CEO, will be determined by the Board from time to time.
     2. Appointment of Other Officers

The Board may appoint such other Officers as it deems fit from time to time. Such Officers will be appointed with such duties as shall be determined by the Board.

* + 1. Term of Office
       - 1. All Officers shall hold office until the beginning of the first meeting of the Board after the next Annual Meeting or until their resignation as an Officer, whichever occurs first.
         2. Officers may seek re-election to their existing position or to any other Office whilst they remain Directors, except that the Chair may not hold that Office for more than three (3) consecutive annual terms.
         3. No Director may hold more than one Office concurrently.
    2. Removal of Officers
       - 1. Officers retain their positions at the will of the Board.
         2. Officers retain their respective offices only whilst they remain Directors.
  1. BOARD PROCEEDINGS
     1. Payment of Fees
        + 1. The Society in general meeting may, at its absolute discretion, approve the payment of fees to the Directors as a fee for undertaking their respective duties as Directors, and such amounts may vary between individual Directors in accordance with criteria established by the Board,
          2. The Board may, either in addition to or in absence of, any fees determined to be paid in accordance with clause 10.1 (a), pay an Honorarium to any Director, and reimburse any Director in compensation for any out-of-pocket expenses which may have been incurred by each or any Director, and which may vary between individual Directors in accordance with criteria established by the Board.
     2. Procedures relating to Board meetings
        + 1. The Board may meet together upon each Director being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
          2. A number being the next full number above two-thirds of the current number of Directors shall constitute a quorum. The quorum must be present at all relevant times during the meeting.
     3. Meetings by telephone or other means of communication

The Board may meet either in person or by telephone or by other means of communication consented to by all Directors subject to the right of a Director to withdraw their consent within a reasonable period before a meeting. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors present at the meeting is at that place for the duration of the meeting.

* + 1. Votes at meetings

Questions raised at any Board meeting are decided by a majority of votes. The Chair of the Board meeting may, in addition to a deliberative vote, have a second or casting vote in the event of an equality of votes.

* + 1. Convening of meetings

The Board may at any time, and the CEO will, upon the request of any three (3) Directors, convene a Board meeting upon reasonable notice to each other Director.

* + 1. Chair
       - 1. The Chair will, if present, able and willing to do so, preside as chair at all meetings of the Board.
         2. If there is no such Chair or the Chair is not present within 15 minutes after the time appointed for the meeting, or the Chair is unable or unwilling to preside, then the Deputy Chair (if one has been appointed) if present at the meeting, and being able and willing to do so, will preside as chair of the meeting.
         3. If, in the absence of both the Chair and Deputy Chair (if one has been appointed) or the unwillingness of both of them to chair the meeting, a Director, appointed by the meeting, must act as chair of the meeting.
    2. Powers of meetings

A Board meeting or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

* + 1. Delegation of powers to Committees
       - 1. The Board may, subject to the constraints imposed by law, and the Rules, delegate any of its powers to Committees consisting of one or more Directors and any other person or persons as the Board thinks fit.
         2. Any Committee so formed or person or persons appointed to the Committee must, in the exercise of the powers delegated, conform to Terms of Reference established by the Board. A delegate of the Board may be authorised to sub delegate any of the powers for the time being vested in the delegate provided that such authority is included in the Terms of Reference.
         3. The Chair will, ex-officio, be a member of any Committee.
    2. Proceedings of Committees
       - 1. The meetings and proceedings of any Committee are to be governed by the provisions of the Rules, and of any Standing Orders established for regulating the meetings and proceedings of the Board so far as they are applicable.
         2. A Committee in the exercise of the duties delegated or assigned to it must conform to any regulations, directions or instructions that may be imposed or given by the Board from time to time.
         3. Other than as specified in Clause 10.8 (a) or detailed in Terms of Reference adopted in accordance with Clause 10.8 (b), a Committee appointed by the Board is under the control and direction of the Board and has no direct part or power in the management of the Society.
    3. Validity of acts
       - 1. All acts done at any Board meeting or by a Committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the members or the Committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a Director or a Committee member.
         2. If the number of Directors is reduced below the minimum number fixed pursuant to these rules, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the Society but for no other purpose.
    4. Written resolutions
       - 1. A written resolution of which notice has been given to all Directors and signed by a majority of such Directors entitled to vote on the resolution, is as valid and effectual as if it was passed at a Board meeting. The written resolution may consist of several documents in the same form each signed by one or more of the Directors.
         2. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director’s authority is deemed to be a document in writing signed by that Director. Any resolution made pursuant to this clause is passed when the last Director signs it.
  1. POWERS OF THE BOARD
     1. General powers of the Board
        + 1. The management and control of the business and affairs of the Society are vested in the Board, which (in addition to the powers and authorities conferred upon them by the Rules) may exercise all powers and do all things as are within the power of the Society.
          2. The Board may make, amend or rescind such regulations consistent with the Constitution and the Rules, as considered by the Board to be necessary for:

the proper control, administration and management of the Society’s finances, affairs and property; or

the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Society’s premises and any event or function sponsored, promoted, facilitated or conducted by the Society).

* + 1. Director contracting with the Society
       - 1. Irrespective of whether a person holds office as a Director or has a fiduciary relationship as a result of holding office, the Director may:

enter into any arrangement, contract or dealing with the Society in any capacity, and any existing arrangement, contract or dealing entered into by or on behalf of the Society in which a Director is any way interested is not avoided or vitiated; or

render any Director or any corporation of which a Director is an officer or member or in any way interested or any partnership of which a Director is a member or in any way interested liable to account for any profit arising out of the holding of any such office or place of profit or any such arrangement, contract or dealing.

* + - * 1. The Director must disclose the nature of any interest at the Board meeting at which the arrangement, contract or dealing is determined by the Board, or, in any other case, at the Board meeting next following the acquisition of the relevant interest.
        2. Subject to the Act, a Director who has an existing or future interest in any arrangement, contract or dealing referred to in this clause may not vote in respect of the matter at a Board meeting but may be counted in a quorum present at such meeting and may remain present during the discussion of the matter, at the discretion of the Chair or of the Board.
        3. A Director may affix or attest the affixing of the Seal to any instrument or sign or execute any document irrespective of any interest that the Director has in the subject matter of that instrument or document, or any other office or place of profit held by such Director.
        4. All acts done by Directors at Board meetings or members at Committee meetings will be valid as if every such person had been duly appointed and was qualified to be a Director or committee member, irrespective of any defect in the appointment of such Director or member or disqualification.
  1. COMPANY SECRETARY
     1. Appointment

The Directors must appoint at least one Company Secretary in accordance with theAct.

* + 1. Terms and conditions of office

Each Company Secretary holds office on such terms and conditions in relation to remuneration and otherwise as the Board determines.

* 1. SALARIED OFFICERS
     + - 1. The Board has the power to appoint a CEO and other officers, employees and staff members at any time and on such terms as it thinks fit and may, subject to conditions of the employment, and the law, dispense with their services.
         2. The power to appoint and dismiss employees and other staff members, other than that of the CEO, is delegated to the CEO subject to the Rules and other instructions as may be enacted by the Board.
  2. THE SEAL
     1. Seal is optional

The Society may have a Seal.

* + 1. Affixing the Seal

If the Society has a Seal, the Board is to provide for its safe custody and it must only be used with the Board’s authority. Every instrument to which the Seal is affixed is to be signed by a Director and countersigned by a Company Secretary, a second Director, or another person appointed by the Board for the purpose. The Board may determine either generally or in any particular case that a signature may be affixed by a mechanical means specified in the determination.

* + 1. Execution of documents without a Seal
       - 1. The Society may execute a document, including a deed, by having the document signed by:

2 Directors; or

a Director and a Company Secretary; or

a Director or another person appointed by the Board for the purpose.

* + - * 1. If the Society executes a deed, the document is to be expressed to be executed as a deed and be executed in accordance with the appropriate procedures set out in this Rule or as required by law.
  1. MINUTES AND ACCESS
     1. Society must maintain minute books
        + 1. The Society must keep minute books in which it records:

proceedings and resolutions of Members' meetings;

proceedings and resolutions of Directors' meetings and Committee meetings (together with the names of the Directors present at each meeting of the Society, the Board and of any Committees);

resolutions passed by Directors without a meeting and by written resolution.

* + - * 1. The Society must ensure that the minutes of a meeting are signed by the Chair of the meeting or the Chair of the next meeting within a reasonable time after the meeting. The minutes of any Board meeting or of any Committee or of the Society, if purporting to be signed by the Chair of the meeting or by the Chair of the next succeeding meeting are prima facie evidence of the matters stated in the minutes.
        2. The Society must ensure that any minutes which record the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
    1. Access to minutes

Members are entitled to gain access to the minute book of meetings of Members in accordance with the Act.

* 1. NOTICES
     1. Service of notices

A notice may be given by the Society to a Member, or in the case of Organisational Members to the address recorded in the Register, in any of the formats described in this clause.

* + 1. When notice deemed to be served

Any notice served on a Member:

* + - * 1. by post is deemed to have been served at the expiration of 48 hours after postage. Service is taken to have been proven where the envelope containing the notice was properly addressed and posted.
        2. personally or left at the Member’s address as recorded in the Register, is deemed to have been served when delivered.
        3. by electronic means is deemed to have been served at the time when the electronic message is sent, to the address recorded in the Register.
    1. Member not known at recorded address

Where a Member does not have an address recorded in the register, or where the Society has bona fide reason to believe that a Member is not known at the Member’s recorded address, all future notices are:

* + - * 1. deemed to have be given to the Member if the notice is exhibited in the Office for a period of 48 hours; and
        2. deemed to have been served at the commencement of that period unless and until the Member informs the Society of a place of address which will be recorded in the register.
    1. Provision of period of notice

Where a given number of days’ notice is required to be provided, the day of service is not included in the calculation of the number of days.

* + 1. Service on deceased Members

A notice delivered to the recorded address of a Member pursuant to the Rules is deemed to have been duly served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member’s heirs, executors or administrators (notwithstanding that the Member is then dead and whether or not the Society has notice of the Member’s death).

* + 1. Persons entitled to notice of general meeting
       - 1. Notice of every general meeting is to be given to:

each Member individually who is entitled to vote at general meetings of the Society;

each Director and the Company Secretary; and

the Auditor.

* + - * 1. No other person is entitled to receive notices of general meetings.
    1. Notification of change of address

Every Member must notify the Society of any change of his or her address and any such new address must be entered in the register of Members as required to be kept by the Act and upon being so entered becomes the Member’s recorded address.

* 1. GENERAL MEETINGS
     1. Calling of meetings by the CEO

The CEO will call meetings of Members at the request or instruction of the Board.

* + 1. Calling of general meetings by Directors when requested by Members

The Directors must call and arrange to hold a general meeting in accordance with the Act, on the request of:

* + - * 1. Voting Members with at least five percent (5%) of the votes that may be cast at a general meeting; or
        2. at least one hundred (100) Voting Members who are entitled to vote at the general meeting.

whichever is the lesser.

* + 1. Failure of Directors to call general meeting

Members with more than five percent (5%) of the votes of all Voting Members who make a request under the Act, may call and arrange to hold a general meeting where the Directors do not do so, in accordance with the Act.

* + 1. Amount of notice of meetings
       - 1. Subject to the Act, at least 21 days’ notice must be given of a meeting of Members.
         2. The Society may call on shorter notice:

an Annual Meeting, if all of the Members entitled to attend and vote at the Annual Meeting agree beforehand; and

any other general meeting, if Members with at least ninety five (95%) of the votes that may be cast at the meeting agree beforehand.

* + 1. Auditor entitled to notice and other communication

The Society must give the Auditor:

* + - * 1. notice of general meetings in the same way that a Member is entitled to receive notice; and
        2. any other communication relating to the general meetings that a Member is entitled to receive.
    1. Notice of adjourned meetings

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

* + 1. Members' rights to put resolutions at a general meeting

Subject to the Act:

* + - * 1. Voting Members with at least five percent (5%) of the votes that may be cast on the resolution; or
        2. at least one hundred (100) Voting Members who are entitled to vote on the resolution,

may propose a resolution to be moved at a general meeting, providing that the resolution, if passed, is within the ambit of the rights of Members at a general meeting, to so resolve.

* + 1. Time and place for meetings of Members

A meeting of Members must be held at a reasonable time and place determined by the Board.

* + 1. Technology

The Society may hold a meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

* 1. PROCEEDINGS OF MEETINGS
     1. Business of general meetings
        + 1. The Chair of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

in possession of a pictorial-recording or sound-recording device;

in possession of a placard or banner;

in possession of an object considered by the Chair to be dangerous, offensive or liable to cause disruption;

who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person’s possession;

who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or

who is not:

a Member or a proxy, attorney or, if applicable, a corporate representative of a Member;

a Director; or

the Auditor.

* + - * 1. Except with the approval of the Board, with the permission of the Chair or pursuant to the Act, no person may move at any meeting either:

in regard to any special business of which notice has not been given, any resolution or any amendment of a resolution; or

any other resolution which does not constitute part of special business of which notice has been given.

* + - * 1. The Auditors and their representative are entitled to attend and be heard on any part of the business of a meeting concerning an audit in their capacity as Auditor. Auditors or their representative, if present at the meeting, may be questioned by the Members about the audit.
    1. Quorum
       - 1. The quorum for meetings of Members shall be ten (10) Members present and entitled to vote.
         2. No business may be transacted at any meeting of Members except the election of a Chair and the adjournment of the meeting unless the requisite quorum is present at the commencement of the business. The quorum must be present at all relevant times during the meeting.
    2. Adjournment in absence of quorum
       - 1. A meeting that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is to be adjourned to a date, time and place as the Directors specify.
         2. If the Directors do not specify one or more of those requirements, the meeting is to be adjourned to the same place and the same time one week later. If the date is not specified, same day of the week; if the time is not specified, the same time; or if the place is not specified, the same place.
         3. If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, then those people present in person or by proxy shall constitute a quorum.
    3. Chairing meetings of Members
       - 1. The Chair of the Board will, if present, able and willing to do so, preside as chair at every meeting of the Society.
         2. If at any general meeting of the Society, there is no such Chair or the Chair is not present within 15 minutes after the time appointed for the meeting, or the Chair is unable or unwilling to preside, then the Deputy Chair (if one has been appointed) if present at the meeting, and being able and willing to do so, will preside as chair of the meeting.
         3. If, in the absence of both the Chair and Deputy Chair (if one has been appointed) or the unwillingness of both of them to chair the meeting, the Directors present may choose another Director as Chair of the meeting and if no Director is present or if each of the Directors present is unwilling to act as Chair of the meeting, a Member chosen by the Members present is entitled to take the chair at the meeting.
    4. General conduct of meeting
       - 1. Subject to the requirements of the Act, the general conduct of each general meeting of the Society and the procedures to be adopted at the meeting are determined by the Chair in accordance with this Constitution.
         2. The Chair may require the adoption of any procedure that, in the Chair’s opinion, is necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Society, whether on a show of hands or on a poll.
    5. Adjournment
       - 1. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
         2. The Chair must adjourn the meeting if the Members present with a majority of votes at the meeting agree or direct that the Chair must do so.
    6. Voting
       - 1. At a meeting of Members:

on a show of hands each Voting Members has one vote; and

on a poll, each Voting Member has one vote.

* + - * 1. A challenge to a right to vote at a meeting of Members:

may only be made at the meeting; and

must be determined by the Chair whose decision is final.

* + - * 1. Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the Voting Members present and entitled to vote. In the case of equal votes, the Chair has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chair may be entitled as a Voting Member; or by holding one or more proxies.
    1. Declaration of vote on a show of hands; when poll demanded
       - 1. At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the minute book signed by the Chair for that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
         2. A poll may be demanded:

before a vote is taken;

before the voting results on a show of hands are declared;

or immediately after the voting results on a show of hands are declared.

* + - * 1. A poll may be demanded by:

the Chair;

Voting Members with at least five percent (5%) of the votes that may be cast on the resolution; or

at least five (5) Voting Members who are entitled to vote on the resolution.

* + - * 1. No poll may be demanded on the election of a Chair of a meeting or the adjournment of a meeting.
    1. Taking a poll

If a poll is demanded as provided in clause 18.8 it is to be taken in the manner and at the time and place as the Chair directs, in accordance with any relevant Standing Orders, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the Chair’s determination made in good faith in respect of the dispute is final.

* 1. VOTES OF MEMBERS
     1. Voting rights
        + 1. All Voting Members are entitled to one vote on all matters before any meeting of Members.
          2. If any person is entitled to vote as a proxy for another Member, they must declare to the meeting the number of proxies held and the way those proxies are to be counted.
     2. Appointment of proxies
        + 1. Any Voting Member entitled to attend and cast a vote at a general meeting may appoint a proxy to attend and cast a vote at that meeting.
          2. A proxy must be a Member who is entitled in their own right to vote at a general meeting of the Society.
     3. Validity of vote

A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

* + 1. Form and execution of instrument of proxy
       - 1. An instrument appointing a proxy is required to be in a form as determined by the Board, or delegated to the CEO, from time to time.
         2. The instrument of proxy is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.
         3. An instrument appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates. Any signed proxy that is incomplete may be completed by the Company Secretary on authority from the Board and as permitted by the Act. The Board may authorise completion of the proxy by the insertion of the Director’s name as the person in whose favour the proxy is given provided that the Director is also entitled to vote at the general meeting.
    2. Attorneys of Members

Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member’s behalf at all or certain specified meetings of the Society. Before the attorney is entitled to act under the power of attorney, the power of attorney or proof of the power of attorney to the satisfaction of the Board must be produced for inspection at the Office or any other place the Board may determine from to time together, in each case, with evidence of the due execution of the power of attorney as required by the Board. The attorney may be authorised to appoint a proxy for the Member granting the power of attorney.

* 1. ANNUAL MEETING
     1. Holding of Annual Meeting
        + 1. The Society must hold an Annual Meeting at least once in each calendar year and within five months after the end of its financial year.
          2. An Annual Meeting is to be held in addition to any other meetings held by the Society in a year.
          3. The Board shall determine the place and time of holding the Annual Meeting.
     2. Consideration of Reports at Annual Meeting

The Directors must lay before an Annual Meeting:

* + - * 1. the financial report;
        2. the Board’s report;
        3. the Auditor’s report,

for the last financial year that ended before the Annual Meeting completed in accordance with the requirements of the Act.

* + 1. Business of the Annual Meeting

The business of the Annual Meeting may include any of the following, even if not referred to in the notice of meeting:

* + - * 1. the consideration of the annual financial report, Board’s report and Auditor's report;
        2. the declaration of the election of Directors;
        3. the appointment of the Auditor; and
        4. the fixing of the Auditor's remuneration.
    1. Questions by Members of the Society

The Chair of the Annual Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Society.

* + 1. Questions by Members of Auditors

If the Auditor or their representative is at the Annual Meeting, the Chair must allow a reasonable opportunity for the Members as a whole at the meeting to ask the Auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

* + 1. Auditor’s right to be heard at meetings of Members
       - 1. The Auditor is entitled to attend and be heard at meetings of Members.
         2. The Auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as Auditor.
         3. The Auditor is entitled to be heard even if:

the Auditor retires at the meetings; or

the meeting passes a resolution to remove the Auditor from office.

* + - * 1. The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.
  1. FINANCIAL RECORDS
     1. Keeping of Accounting and financial records
        + 1. Accounting and other financial and business records must record and explain the transactions and financial position of the Society, to enable true and fair profit and loss accounts and balance sheets to be prepared and to permit preparation of any other documents required by the Act or this Constitution.
          2. The financial records must be kept:

in such manner as to enable them to be conveniently and properly audited;

for seven years after the completion of the transactions or operations to which they relate; and

at the Society’s registered office or at such other place as the Director’s think fit.

* + - * 1. The financial records must at all times be open to inspection by the Directors.
    1. Financial year and financial reports
       - 1. The financial year of the Society commences on the first day of January and ends on the 31st day of December in the calendar year.
         2. Each financial year, the Society must prepare a financial report and a Directors’ report in accordance with the Act.
         3. The financial report for each financial year must consist of :

the financial statements for the year, comprising at least

a profit and loss statement for the previous financial year of the Society;

a balance sheet at the date to which the profit and loss account is made up;

a statement of cash flows for the year; and

any other statement or report required under applicable accounting standards.

the notes to the financial statements, comprising at least

disclosures required by the Act and any applicable regulations;

the notes required by applicable accounting standards (if any); and

any other information necessary to give a true and fair view of the financial position and performance of the Society.

the Directors’ declaration about the financial statements and the notes, being a declaration made pursuant to clause 10.2(c)(iii) is a declaration by the Board:

that the financial statements, and the notes required by applicable accounting standards comply with those accounting standards;

that the financial statements and the attached notes give a true and fair view of the financial position and performance of the Society;

whether, in the Board’s opinion, there are reasonable grounds to believe that the Society will be able to pay its debts as and when they become due and payable; and

whether, in the Board’s opinion, the financial statements and attached notes are in accordance with the Act.

* + 1. Keeping of financial records
       - 1. Proper books and financial records must be kept and maintained correctly reflecting the financial affairs of the Society. The Society must ensure the relevant accounting and auditing requirements of the Act are duly complied with.
         2. The Board must distribute to all Members at the end of each financial year, copies of the financial report including a copy of the Auditor’s report and any other documentation required under the Act.
         3. Such distribution may be undertaken by electronic means providing that those Members who have indicated that they wish to receive notices by post shall be entitled to receive the financial report by post
    2. Banking of Monies

All the monies of the Society are to be banked in the name of the Society in a bank account at such bank as the Board may from time to time determine.

* + 1. Appointment of Auditor

The Society must appoint and retain a properly qualified Auditor to audit the Society’s financial statements whose duties are determined in accordance with the Act.

* + 1. Inspection of financial records of the Society
       - 1. The Board may at its sole discretion determine whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Society or any of them will be open to the inspection of Members other than Directors.
         2. No Member other than Directors has the right to inspect any document of the Society except as provided by the Act (or other applicable laws) or as authorised by the Board.
    2. Establishment of Public Fund

(a) The Society will have and will continue to maintain a public fund, known as the Endowment Fund, which is to be used for the principal purpose of the Society.

(b) The Board will appoint an Endowment Fund Committee to administer and manage the Endowment Fund. The Endowment Fund Committee will be comprised of five (5) persons, the majority of whom will be Persons of Responsibility. The Endowment Fund Committee will report to the Board and meet at least once in every six (6) months.

(c) In addition to a separate bank account for the Endowment Fund, the Endowment Fund set of accounts will be prepared and presented separately from the rest of the Society’s financial reporting, although the same accounting procedures and standards will apply.

(d) All donated moneys and interest accruing on those moneys will be credited to the Endowment Fund and the Endowment Fund must not receive money or property other than gifts and donations. Receipts for gifts to the Endowment Fund must state:

the name of the public fund (Endowment Fund) and that the receipt is for a gift made to the Endowment Fund;

the Australian Business Number of the Society;

the fact that the receipt is for a gift; and

any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997.*

(e) The Society must provide to the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the Endowment Fund every 6 months.

(f) No monies in this Endowment Fund will be distributed to members or office bearers of the Society, except as reimbursement of out of pocket expenses incurred on behalf of the fund or proper remuneration for administrative services

(g) If upon the winding-up or dissolution of the Endowment Fund listed on the Register of Cultural Organisations, or its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among the Society’s members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of the Endowment Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997.*

(h) Any proposed amendments or alterations to provisions for the Endowment Fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund’s continuing deductible gift recipient status.

(i) The Society must comply with any rules that the Treasury Minister or the Minister for the Arts make to ensure that gifts made to the Endowment Fund will only be used for the principal purpose of the Society.

21.8 **Establishment of Investment Fund**

(a) The Society will have and will continue to maintain a fund known as the Investment Fund, which is distinct from the Endowment Fund and which does not have deductible gift recipient status.

(b) The Board will appoint an Investment Fund Committee to administer and manage the Investment Fund. The purpose of the Investment Fund Committee is to responsibly manage the investements of the assets of the Society. The Investment Fund Committee will be comprised of not more than five (5) persons, at least two (2) of whom are selected for their financial and investment expertise. The Investment Fund Committee will report to the Board and meet at least once in every six (6) months.

(c) The annual income generated by the Investment Fund, whether by interest or dividend, may be used for the general running of the Society and the principle purposes of the Society, as the Board sees fit. Additional withdrawals from the Investment Fund must be unanimously approved by resolution at a Board meeting.

* 1. INDEMNITY
     1. Right to indemnity

Subject to this clause 23, to the extent permitted by law the Society indemnifies each officer (as defined for the purposes of section 199A of the Act) against any liability to another person incurred by the officer as an officer of the Society.

* + 1. Restrictions

The indemnity referred to in clause 22.1 does not indemnify an officer against a liability:

* + - * 1. owed to the Society or a related body corporate as defined in section 50 of the Act;
        2. for a pecuniary penalty order under section 1317G of the Actor a compensation order under section 1317H of the Act; or
        3. that is owed to someone other than the Society or a related body corporate and did not arise out of conduct in good faith.
    1. Legal costs

The indemnity referred to in clause 22.1 does not indemnify an officer against legal costs incurred in defending an action for a liability incurred as an officer of the Society if the costs are incurred:

* + - * 1. in defending or resisting proceedings in which the officer is found to have a liability for which the officer could not be indemnified under clause 22.2;
        2. in defending or resisting criminal proceedings in which the officer is found guilty;
        3. in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
        4. in connection with proceedings for relief to the officer under the Act in which the court denies the relief.

For the purposes of this clause 22, the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

* + 1. Insurance premiums

The Society may, in accordance with the Act, pay the premiums on contracts insuring a person who is or has been an officer of the Society.

* 1. ESTABLISHMENT OF POLICIES
     + - 1. The Board may, at its absolute discretion, establish any policies to give further effect or direction to the management of the Society as a whole.
         2. If any conflict in interpretation exists, the Constitution shall have precedence over any policy.
         3. The Rules will be made available to any Member on request and without charge in electronic form, and will be available on the website of the Society. They will also forwarded to any Member by post if the CEO is requested to do so.
  2. TRANSITIONAL ARRANGEMENTS
     + - 1. Any person previously admitted to Membership of the Society as an Affiliate (and is a current Affiliate Members) is deemed to be an Associate Member.