

CONSTITUTION

OF

FRIENDS OF THE SOUTH AUSTRALIAN SCHOOL OF ART

1. Name

The name of the Association shall be Friends of the South Australian School of Art Incorporated, (hereinafter referred to as "the Friends").

2. Definitions and Interpretation

2.1. In this Constitution:

Accounts has the same meaning as in the Act;

Act means the *Associations Incorporation Act 1985 (SA)*.

Annual General Meeting means an annual general meeting of Members held in accordance with the Act.

Association means Friends of the South Australian School of Art Inc.

Board means the board of management of the Association

Board Meeting means a meeting of the Board.

Board Members means members of the Board from time to time.

Constitution means this constitution as amended from time to time.

Corporate Representative means a person appointed to represent a corporate Member under clause 6.5 from time to time.

Deductible Gift Recipient has the meaning given to that term in the Tax Act.

~~**Executive Committee** means the committee of management of the Association.~~

Financial Year means the 12 months ending on 30 June each year.

General Meeting means an Annual General Meeting or a Special General Meeting.

Gift Fund means a gift fund established under clause 22.

Liabilities means liabilities, losses, damages, actions, causes of action, arbitrations, claims, orders, judgments, outgoings, costs and expenses.

Member means a member of the Association and **Membership** has a corresponding meaning.

Officer means an officer of the Association within the meaning of the Act.

Secretary means the person elected as secretary of the Board under clause 9.5 from time to time.

Special General Meeting means a general meeting of Members other than an Annual General Meeting.

Special Resolution means a resolution of Members passed:

(a) at a duly convened General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution has been given to all Members; and

(b) by a majority of not less than three quarters of the Members who being entitled to do so vote at such General Meeting (in person, by Corporate Representative or by proxy).

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

2.2. In this Constitution, unless the context otherwise requires:

2.2.1. headings do not affect interpretation;

2.2.2. singular includes plural and plural includes singular;

2.2.3. words of one gender include any gender;

2.2.4. a reference to a person includes a partnership, corporation, association, government body and any other entity;

2.2.5. a reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;

2.2.2.6. the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions.

3. Objectives

3.1. The objects of the Association are:

To support and enhance the reputation of the South Australian School of Art.

To support the South Australian School of Art within the University of South Australia and within the South Australian and national communities.

To publish, as appropriate, information about the history of the South Australian School of Art

To provide a framework for the promotion and support of visual artists from the South Australian School of Art.

To raise funds for the promotion and development of the visual arts on behalf of the South Australian School of Art.

To foster links between the South Australian School of Art, visual artists and the community, business and arts organisations.

To encourage interest in and raise funds for the promotion, development and maintenance of visual arts, design and crafts education in South Australia.

~~To promote contacts between people who value the visual arts, design and crafts.~~

~~To promote and support the visual arts and people who have interests in the related areas of art.~~

~~To publish, as appropriate, information about the history of the South Australian School of Art.~~

3.2. The assets and income of the Association must be applied exclusively to the promotion of its objects and no portion may be paid or distributed directly or indirectly to the Members, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

4. Powers

The Association Friends shall have all the powers conferred by Section 25 of the Associations Incorporation Act 1985 (as amended 1st June 1993).

5. Patron

The Association Friends may at the General Meeting appoint a patron (who shall become an honorary member of the Association ~~The Friends~~) and may withdraw the title so conferred.

6. Membership

6.1. Membership shall be open to all persons who subscribe to the objects ~~aims~~ of the Association Friends and who pay the annual subscription.

6.2. Categories of membership shall be:

i) Honorary life members;

~~i)ii)~~ Life members;

~~ii)iii)~~ Individual

~~iii)iv)~~ Joint (two or more people of the same mailing address); there shall be one vote per membership

~~iv)v)~~ Institutional (any body corporate or unincorporated association) there shall be one vote per ~~Membership~~ Membership. They may be represented at meetings by an officer or delegate of the institution

~~v)vi)~~ Membership will be encouraged from students studying at the South Australian School of Art

6.3. Members of the Association present at an Annual General Meeting may, upon nomination by the Board and by resolution, declare any person who has rendered exceptional service to the Association or its objectives to be an honorary life member of the Association.

~~6.3.6.4. Honorary Membership for a term of no more than two years and life membership may be granted at the discretion of the committeeBoard. Honorary life members and Life Membership shall enjoy the same rights and benefits as individual members.~~

~~6.4.6.5. A member who joins the Association Friends before 30th October 2008 shall be known as a Foundation Member.~~

~~An institutional member may by written notice appoint an individual person as its nominee. The nominee shall be eligible to hold office or be an ordinary member of the committeeBoard. The nominee shall be eligible to cast the vote and in all respects represent the institutional member at meetings of the Association.~~

6.6. Corporate Representative:

6.6.1. A corporate Member may appoint an individual (who need not be a Member) as Corporate Representative to represent it at a particular General Meeting or at all General Meetings.

6.6.2. A Corporate Representative shall be eligible to hold office or be a Board Member. The Corporate Representative shall be eligible to vote and in all respects represent the corporate Member at General Meetings.

6.6.3. A corporate Member must appoint its Corporate Representative by a resolution of its board, and must provide a copy of its relevant minutes certified correct by its chairperson or secretary at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting.

6.6.4. A Corporate Representative is treated as a Member for all purposes until:

6.6.4.1. the corporate Member's board resolves to revoke the appointment and provides a copy of its relevant minutes to the President of the Association at least 48 hours before the commencement of the relevant General Meeting or resumed General Meeting; or

6.6.4.2. the Chairperson believes on reasonable grounds that the corporate Member's board has resolved to revoke the appointment.

6.7. An application for Membership (other than honorary life membership) must be:

6.7.1. in writing and in the form determined by the Executive CommitteeBoard;

6.7.2. accompanied by any initial fee determined by the Executive CommitteeBoard; and

6.7.3. given to the Secretary.

6.8. The Executive Committee Board is not required to give any reason for the rejection of an application for Membership.

6.9. If an application for Membership is accepted, the Association must:

6.9.1. give written notice of the acceptance to the applicant;

6.9.2. request payment of any amount owing for the initial fee and annual subscription fees (other than an application for life membership) under clause 7 (being a pro rata sum if so determined by the Executive Committee Board); and

6.9.3. upon repayment of that amount, enter the applicant's name in the register of Members under clause 8.

6.10. If an application for Membership is rejected, the Association must:

6.10.1. give written notice of the rejection to the applicant; and

6.10.2. refund in full any fees paid by the applicant.

6.5-6.11. A person shall cease to be a Member if:

i) he or she resigns in writing

ii) his or her annual subscription is three months in arrears and the Executive Committee Board determines the membership shall cease.

6.6-6.12. The Executive Committee Board may by resolution suspend the Membership of any member for such a period as it sees fit or may expel a member of account, which in the opinion of the Executive Committee Board is detrimental to the interests of the Association Friends. No such resolution for suspension or expulsion shall be passed unless the Executive Committee Board has given the member concerned an opportunity to be heard.

7. Annual Subscription

7.1. Rates of subscription for each category shall be determined from time to time by the Executive Committee Board.

7.2. Subscriptions shall be payable at times determined by the Executive Committee Board.

7.3. Any member whose subscription is outstanding for more than six months after the due date for payment shall cease to be a member of the Association Friends, provided always that the Executive Committee Board may reinstate such a person's membership on such terms as it thinks fit.

7.4. A member may resign from membership of the Association Friends by giving written notice to the Secretary of the Association Friends. Any such member so resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to ~~the~~ the Association Friends.

8. A Register of Members of the Association Friends

8.1. The Association must at all times keep an up-to-date register of its Members listing in relation to each Member:

~~8.1.8.1.1.~~ the name, address and telephone number of each Member (including email address where possible);

~~8.2.8.1.2.~~ the date on which each Member was admitted to the Association Friends; and

~~8.3.8.1.3.~~ if applicable, the date of and reason(s) for, termination of Membership.

8.2. The first financial year of the Association Friends shall be the period ending on the 30th June following incorporation and thereafter a period of 12 months commencing on 1st July and ending on 30th June each year.

8.4.8.3. It is the responsibility of the Membership Officer Secretary to maintain or cause to be maintained the register of Members in accordance with this clause.

9. Management of the Association

9.1. The affairs of the Association Friends shall be managed and controlled by an Executive Committee Board which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the Aims/Objects of the Association Friends and are not by the Act or by these rules this Constitution required to be done by the Friends Association in General Meeting.

9.2. The Executive Committee Board has the management and control of the funds and other property of the Association Friends.

9.3. The Executive Committee Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Friends Association on which these rules are silent.

9.4. The management of the Friends is vested in the Executive Committee Board shall consisting of the President, Vice-President, Secretary, Treasurer, Public Relations Officer, and Membership Officer and not less than two nor more than five ordinary members. Each appointment of a Board Member is for a two year period. appointment excepting the first year.

9.5. The President, Vice-President, Secretary, Treasurer, Public Relations Officer, Membership Officer and ordinary members of the Executive Committee Board are elected annually by the members present at the Annual General Meeting upon expiring of their term of appointment. Candidates for election must each be nominated and seconded by members of the the Association Friends. Nominations for the appointment of Board Members should be received by the Secretary one week before the Annual General Meeting.

- 9.6. The ~~Executive Committee~~Board may fill any vacancy among the officers or ordinary members of the ~~Committee~~Board which occurs more than a month before the next Annual General Meeting.
- 9.7. At the end of the first year, half of the ~~Executive Committee~~Board selected by lot shall retire and be eligible for re-election subject to clause ~~8.9.9.~~
- 9.8. Each year nominations shall be called to fill vacant positions on the ~~Executive Committee~~Board. ~~Executive Committee~~Board ~~m~~Members whose terms have expired shall be eligible for re-election subject to clause ~~8.79.9.~~
- 9.9. No officer shall hold any one office for more than four consecutive years, ~~and no member shall remain on the Executive Committee Board for more than six consecutive years.~~
- 9.10. The Head of the South Australian School of Art or his/her nominee may be an ex-officio member of the ~~Executive Board~~Committee. An ex-officio member shall have voting rights.
- 9.11. Except where this Constitution provides to the contrary, all powers of the Association ~~Friends~~ are vested in the ~~Executive Committee~~Board, subject to any regulation consistent with the Constitution made in ~~g~~General ~~m~~Meetings.
- 9.12. The quorum for a meeting of the ~~Executive Committee~~Board is two thirds of the Board Members. ~~membership of the Committee~~Board. Decisions of the ~~Executive Committee~~Board are by a majority vote of those present. In the case of an equality of votes the person presiding shall have a second or casting vote.
- 9.13. The ~~Executive Committee~~Board may delegate any of its powers to any member of the Association ~~The Friends~~ or to a sub-Committee.
- 9.14. Subject to the Constitution and any regulations made at a ~~g~~General ~~m~~Meeting, the ~~Executive Committee~~Board may conduct its business and proceedings as it thinks fit.
- 9.15. The ~~Executive Committee~~Board must cause minutes of its proceedings and accounts of the Friends Association to be kept and furnish reports to the Annual General Meeting, ~~of the Friends.~~
- 9.16. The validity of the acts of the ~~Executive Committee~~Board is not affected by any vacancy among ~~its~~Board ~~m~~Members or by any defect in the appointment of any Board ~~m~~Member.

10. Board Vacancies

- 10.1. The office of a Board mMember of the Executive Committee becomes vacant if that Board Member:
- 10.1.1. reaches the end of their term of appointment;
- 10.1.2. dies or becomes a person whose estate is liable to be dealt with in any way under laws relating to mental health;

10.1.3. becomes disqualified from holding office under the Act;

10.1.4. ceases to be a Member or a Corporate Representative of a Member;

10.1.5. resigns from office by notice in writing to the President; or

10.1.6. is absent from three consecutive meetings of the Board without the leave of the Board.

10.2. The Board may appoint a person to fill a casual vacancy on the Board. A member of the Board so appointed holds office until the conclusion of the next Annual General Meeting.

10.11. Duties of Officers

10.1.11.1. President (or Vice-President in the absence of the President)

10.1.1.11.1.1. The President shall oversee the running of all aspects of the Association Friends and shall present an annual report at the Annual General Meeting.

10.1.2. The President shall chair all meetings and shall have a casting vote as well as a deliberate vote. In the absence of the President the Vice-President shall chair the meeting.

10.1.3.11.1.2. The President shall encourage balanced participation in meetings and shall decide on matters of order.

10.1.4.11.1.3. The President with the Secretary shall prepare an agenda for General Meetings and Board Meetings.

10.1.5.11.1.4. The President shall act as spokesperson for the Association Friends in accordance with previously agreed policy.

10.2.11.2. Secretary

10.2.1.11.2.1. The Secretary shall call General Meetings and Board Meetings in accordance with the provisions of the Constitution.

10.2.2.11.2.2. The Secretary with the President shall prepare an agenda for General Meetings and Board Meetings.

10.2.3.11.2.3. The Secretary shall cause records to be kept of the business of the Association Friends including Constitution, membership register, minutes and notices, correspondence and records of submissions and reports.

10.3.11.3. The Treasurer

10.3.1.11.3.1. The Treasurer shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association Friends in accordance with the Act.

~~10.3.2.~~11.3.2. The Treasurer shall present audited accounts to the Annual General Meeting.

11.3.3. The Treasurer shall present a summary of income and expenses and bank account balance at each ~~Committee Board~~ Meeting.

12. Proceedings of the Executive Committee Board

10.3.3.~~12.1.~~ Ordinary meetings

The Executive Committee Board must meet at least six times a year or more often as required at a time, date and place fixed by the President from time to time.

10.3.4.~~12.2.~~ Notice

Except in the case of an emergency, at least seven days' notice of all Board Meetings must be given to all Board Members and such notice may be given verbally, by letter, by facsimile, email or telephone or by any other means consented to by all members of the Board. The consent may be a standing one and can only be withdrawn by a Board Member on seven days' notice.

10.3.5.~~12.3.~~ Voting

All matters before the Board for decision at any Board Meeting must be decided by a majority of votes of the Board Members present. Subject to this Constitution, each of the Board Members present at a Board Meeting is entitled to one vote only except for the Board Member chairing the Board Meeting who has a deliberative, and in case of equality of voting, a casting vote.

10.3.6.~~12.4.~~ Special meetings

Special meetings of the Board may be convened by the President, or by direction of the President, or at the requisition in writing of two or more Board Members.

10.3.7.~~12.5.~~ Chairing of Board Meetings

12.5.1. Subject to clauses 12.5.2 and 12.5.3, the President must preside at all Board Meetings.

12.5.2. If the President is absent or is unable or unwilling to preside at any Board Meeting, the Vice-President must preside at that Board Meeting.

12.5.3. If the President and the Vice-President are absent or are unable or unwilling to preside at any Board Meeting, the Board must appoint any other Board Member present to preside at that Board Meeting.

12.5.4. The person presiding at Board Meetings in accordance with this clause shall have a second or casting vote in the case of an equality of votes on any resolution.

12.6. Meetings using technology

12.6.1. A Board Meeting may be held with one or more of the Board Members taking part by telephone or video link. Such Board Members of the Executive Committee are regarded as present at the Board Meeting if such Board Members are able to hear the proceedings of the entire Board Meeting and to be heard by all others attending the Board Meeting.

12.6.2. Without limiting clause 12.6.1, a Board Meeting may be called or held using any technology consented to by all Board Members. The consent may be a standing one and can only be withdrawn by Board Members -on seven days' notice.

12.6.3. A Board Meeting conducted in accordance with clauses 12.6.1 or 12.6.2 is deemed to be held at a place determined by the Board Members, provided that at least one of the Board Members present at the Board Meeting was at such place for the duration of that Board Meeting.

12.7. Circulating resolutions

12.7.1. The Board Members may pass a resolution without a Board Meeting being held if all the Board Members 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.

12.7.2. Separate copies of a document may be used for signing if the wording of the resolution and statement is identical in each copy.

12.7.3. The resolution is passed when the last member of the Board signs.

12.8. Pecuniary interests

12.8.1. A Board Member who has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board Member for discussion, must, as soon as Board Member becomes aware of the interest, disclose to the Board the nature and extent of the interest.

12.8.2. Where a Board Member has a direct or indirect pecuniary interest in a contract or proposed contract with the Association, or in any other matter which is before the Board for discussion, that Board Member must not vote with respect to that contract or matter but may, subject to that member of the Board complying with clause 12.8.1, take part in the deliberations or discussions of the Board with respect to that contract or matter.

~~10.3.8.~~ 12.8.3. Clauses 12.8.1 and 12.8.2 do not apply in respect of any pecuniary interests that exist only by virtue of the fact that the Board Member is a member of a class of persons for whose benefit the Association is established.

11.13. General Meetings

- ~~11.1.13.1.~~ 11.1.13.1. An Annual General Meeting must be held within six months after the end of each financial year on a day and at a time and place fixed by the ~~Executive Committee Board~~.
- ~~11.2.13.2.~~ 11.2.13.2. A Special General Meeting may be called by the ~~Executive Committee Board~~ at any time and must be called by the ~~Executive Committee Board~~ on a requisition by at least five ~~mMembers of the Association Friends~~ which states the nature of the business to be transacted.
- ~~11.3.13.3.~~ 11.3.13.3. At least 21 days before any General Meeting, notice of the meeting must be given by a notice posted to all ~~mMembers of the Association Friends~~. A General Meeting is not invalidated by any accidental failure to give notice to any ~~mMember~~.
- ~~11.4.13.4.~~ 11.4.13.4. At any General Meeting, the President, or, in the President's absence the Vice President takes the Chair. The person presiding has a second or casting vote in the case of an equality of votes on any motion.
- ~~11.5.13.5.~~ 11.5.13.5. At the Annual General Meeting, the business must include the reception of reports and accounts for the previous financial year, the election of ~~the officers and ordinary members of the Committee Board Members~~ and the appointment of auditors.
- ~~11.6.13.6.~~ 11.6.13.6. The quorum at any General Meeting is seven ~~mMembers~~ or one quarter of the ~~mMembership~~, which-ever is less. If at any General Meeting there is no quorum within thirty minutes of the time appointed for the meeting then the majority present may adjourn the meeting for not more than 21 days.
- ~~11.7.13.7.~~ 11.7.13.7. Where the number of nominations for ~~ordinary membership of the Executive Committee Board~~ (not being a nomination for President, Vice-President, Secretary, Treasurer, Public Relations Officer or Membership Officer) exceeds the maximum number fixed by the Constitution, the ~~Chairperson of the person presiding at that meeting~~ shall conduct a ballot. If the number of nominations does not exceed the maximum, the ~~Chairperson person presiding at that meeting~~ must declare the persons nominated to be elected. Officers are to be elected in like manner.
- ~~11.8.13.8.~~ 11.8.13.8. Subject to the Constitution, all questions are to be decided by a vote of the majority of ~~mMembers~~ present and voting by show of hands.
- ~~11.9.13.9.~~ 11.9.13.9. If a Poll is demanded by at least five ~~mMembers~~, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- ~~11.10.13.10.~~ 11.10.13.10. A Poll demanded for ~~the election of a person presiding or on a question of adjournment~~ must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- ~~11.11.13.11.~~ 11.11.13.11. A Special Resolution is a special resolution as defined in the Act.

~~11.12.~~13.12. An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.

~~11.13.~~13.13. A Member shall be entitled to appoint in writing a natural person who is also a Member of the Friends to be their proxy, and attend and vote at any General Meeting of the Friends Association.

~~11.14.~~ The position of any Executive Committee Board Member absent for three consecutive meetings without leave of absence shall automatically become vacant. Acceptance for an apology shall deem grant such leave.

~~11.15.~~13.14. A quorum at a General Meeting the Annual General Meeting or extraordinary general meetings shall be eight Members of the Friends entitled to vote.

13.15. The quorum at Executive Committee Board Meetings shall be four Board Members.

13.16. Subject to clause 13.4:

13.16.1. only Members, their Corporate Representatives (in the case of a Member that is a body corporate), or their properly appointed proxies may vote at General Meetings;

~~11.16.~~13.16.2. at a General Meeting, each Member has one vote in relation to each resolution.

12.14. Property and Finance

~~12.1.~~14.1. The Association Friends shall have the power to acquire and dispose of real and personal property.

~~12.2.~~14.2. The Funds of the Association Friends shall be used only for the objectives of the Association Friends.

~~12.3.~~14.3. All cheques and orders drawn by the Association Friends shall be signed by two officers of the Association Friends.

~~12.4.~~14.4. The surplus funds of the Association Friends may be invested in such a manner as the Executive eCommittee sees fit, subject to clause ~~11.14.2.~~

~~12.5.~~14.5. The accounts of the Association Friends shall be audited annually. The auditor shall be appointed annually by the Executive Committee Board.

~~12.6.~~14.6. The financial year of the Association Friends shall be 1st July to 30th June.

13.15. Assets

The assets of the Association Friends are to be applied solely in the furtherance of its objectives and no portion is to be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Friends. In the event of

the dissolution of the Association Friends, the retiring Executive Committee Board shall determine to which of South Australia's public or private archives any assets of the Association Friends should be donated.

16. Finance

16.1. All money received for the benefit of the Association is the property of the Association and must be deposited to the credit of the Association at a bank nominated from time to time by the Board.

16.2. Debts incurred by the Association in the ordinary course of business must be paid by cheque, credit card or electronic funds transfer authorised by any persons appointed by the Board.

16.3. Proper books and accounts of the Association must be kept by the ~~Chief Executive Officer~~ Secretary or other employee of the Association appointed by the Board.

14.17. Winding Up Dissolution

~~14.1.~~17.1. The Friends Association shall be dissolved if a resolution to this effect is carried by three-fifths majority of the mMembers and voting at a general meeting, 21 days' written notice of the proposed resolution having been given to all mMembers may be wound up by Special Resolution in accordance with the Act at a General Meeting.

17.2. On dissolution any funds remaining shall become the property of the South Australian School of Art for expenditure related to scholarship/research for its students and graduates unless the General Meeting determines that the funds remaining be transferred to a fund, authority or institution determined by the General Meeting:

17.2.1. which has objects similar to those of the Association; and

~~14.2.~~17.2.2. whose rules prohibit the distribution of its income among its members.

18. Seal and Seal Holders

18.1. The ~~Executive Committee~~ Board must provide for the safe custody of the seal of the Association.

18.2. The seal may only be used by the authority of the ~~Executive Committee~~ Board. Every instrument to which the seal is affixed must be signed by two seal holders in whose presence the seal is affixed.

18.3. A register listing the documents to which the seal has been affixed must be maintained.

18.4. The seal holders means those members of the ~~Executive Committee~~ Board determined by the Board from time to time.

15-19. Alteration of the Constitution

~~15.1.19.1.~~ This Constitution may be altered by resolution of a three-fifths majority of the ~~m~~Members present and voting at an Annual-General Meeting or an extraordinary general meeting. Written notice of amendments shall be posted by mail or email to all ~~m~~Members at the same time as written notice of the General mMeeting.

16. Interpretations

~~16.1.~~ In this Constitution, unless the contrary intention appears, accounts mean what the Associations Incorporation Act says it means.

In the Constitution, unless the contrary intention appears, reference to the singular includes reference to the plural and vice-versa, and reference to a person includes reference to a corporation.

20. Indemnity

20.1. Subject to the Act, every person who is or has been an Officer must be indemnified out of the property of the Association against any Liabilities incurred in connection with that person's position as an Officer except a Liability:

20.1.1. owed to the Association; or

20.1.2. that did not arise out of conduct in good faith; or

20.1.3. for legal costs in defending or resisting proceedings in which the person is found by a court to have a Liability for which the person cannot be indemnified under any of the foregoing provisions of this clause; or

20.1.4. for legal costs in defending or resisting criminal proceedings in which the person is found guilty.

20.2. For the purposes of clause 20.1:

20.2.1. **legal costs** means legal costs on a solicitor and own client basis; and

20.2.2. **proceedings** means any initial legal proceeding and any appeal proceeding.

20.3. The Association need not indemnify a person under clause 20.1 in respect of a Liability to the extent that the person is entitled to an indemnity in respect of that Liability under a contract of insurance.

20.4. Where a person seeks to rely on the indemnity contained in clause 20.1, that person must:

20.4.1. immediately notify the Association of any claim which gives rise to or could give rise to a Liability of the Association to that person under the indemnity;

20.4.2. permit the Association to conduct any negotiations and proceedings in respect of the claim in the name of the person and to have the sole

arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;

20.4.3. not make any admission without the prior written consent of the Association;

20.4.4. promptly render all reasonable assurance and co-operation to the Association as requested by the Association.

20.5. The Association must make available for inspection by any person who is or has been an Officer the books and records of the Association at all reasonable times for the purposes of any proceedings in connection with that person's position as an Officer:

20.5.1. to which the persons is a party; or

20.5.2. that the person proposes in good faith to bring; or

20.5.3. that the person has reason to believe will be brought against the person.

20.6. The obligations of the Association in respect of any person who is or has been an Officer under clause 20.5 cease on the expiry of seven years after that person ceases to be an Officer.

21. Insurance

21.1. Subject to the Act, the Association may maintain at its cost a policy of insurance (Policy) with a reputable Australian insurer insuring every person who is or has been an Officer against any Liabilities incurred by that person in connection with that person's position as an Officer except a Liability of the kind referred to in clause 20.1.1 to 20.1.4.

21.2. The Association must not by any act or omission render the Policy void or voidable or otherwise vitiate the Policy.

21.3. The Association must promptly upon request by each person who is or has been an Officer, produce to him or her, a copy of the insurance policy or any certificates of insurance or other reasonable documentary evidence of the currency of the Policy maintained in accordance with this clause.

21.4. The obligations of the Association in respect of any person who is or has been an Officer of the Association under this clause ceases on the expiry of seven years after that person ceases to be an Officer.

22. Gift Fund

22.1. The Association may maintain for the principal purpose of the Association a gift fund which complies with Subdivision 30-BA of the Tax Act.

22.2. The Association must use the Gift Fund only for the principal purpose of the Association.

22.3. At the first occurrence of one of the following events:

22.3.1. the winding up of the Gift Fund; and

22.3.2. the revocation of the Association's endorsement as a Deductible Gift Receipt under Subdivision 30-BA of the Tax Act,

the Association must transfer any surplus assets of the Gift Fund to a fund authority or institution gifts to which can be deducted under Division 30 of the Tax Act.