

CONSTITUTION

OF

**TWEED REGIONAL GALLERY FOUNDATION LIMITED
ABN 29 003 230 073**

(a Company Limited by Guarantee)

This is a true and current copy of the constitution of the
Tweed Regional Gallery Foundation Ltd.

CORPORATIONS ACT 2001
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION OF

TWEED REGIONAL GALLERY FOUNDATION LIMITED ACN 003
230 073

1. (a) The name of the Company is the
"TWEED REGIONAL GALLERY FOUNDATION LIMITED"
(hereinafter referred to as the "Foundation").
- (b) This Constitution replaces the Memorandum and Articles of Association whereby the Foundation became Incorporated on 5th. day of February 1987.

DEFINITIONS

2. In this Constitution:-

"ACNC" means the Australian Charities and Not-for-profit Commission

"*Applicable Laws*" means the laws and regulations relevant to the governance of a charity and applicable as the context requires, including the Corporations Act and the *Australian Charities and Not-for-profit Commission Act 2012* (Cth), the ITAA97;

"*Arts Minister*" has the same meaning as in the ITAA97.

"*Council*" means the Council of the Shire of Tweed;

"*Deductible Gift Recipient*" has the same meaning as in the ITAA97;

"*Directors or Board of Directors or the Board*" means the directors of the Foundation;

"*Foundation*" means the Tweed Regional Gallery Foundation Limited;

"*Gallery*" means the public art gallery known as Tweed Regional Gallery that is owned and operated by Tweed Shire Council;

"*ITAA97*" means the *Income Tax Assessment Act 1997* (Cth);

"*Non-Realisable Gift*" means a gift of an asset which cannot be readily realised;

"*Realisable Gift*" means a gift of cash or an asset that can be readily realised;

"*Secretary*" means any person elected or appointed to perform the duties of a secretary of the Foundation and includes an Honorary Secretary;

"*State*" means the State of New South Wales;

"*Treasurer*" means any person elected or appointed to perform the duties of a Treasurer of the Foundation and includes an Honorary Treasurer;

"*Value*" means the value determined by the Board.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing lithography photography and other modes of representing or reproducing words in a visible form.

Where herein used and where the context shall so admit words importing the singular number or plural number shall include the plural number and the singular number respectively and words importing the masculine gender shall include the feminine gender or neuter gender.

Words importing persons shall, unless the contrary intention appears, be construed as including companies corporations institutions organizations and public bodies.

A reference to a statute includes a reference to all enactments amending or consolidating the statute and to an enactment substituted for the statute and any subordinate legislation, including regulations.

OBJECTS

3. The principal purpose of the Foundation is to promote arts.
4. The Foundation will carry out its principal purpose via its objects for which the Foundation is established, being:-
 - (a) to promote the Gallery and in particular and without limiting the generality of the foregoing:
 - i. to provide financial assistance to the Gallery:
 1. to enable it to purchase; or
 2. by directly purchasing and donating to the Gallery,
works of art of all types for use and public display at the Gallery;
 - ii. to provide financial assistance to enable all works of art acquired by the Gallery to be maintained and preserved for use and public display at the Gallery;
 - iii. to provide financial assistance to enable the Gallery to stage exhibitions of all types of art at any venue deemed appropriate;
 - iv. to provide financial assistance to enable the Gallery to promote the Gallery's works of art, its artists and its exhibitions, including through the delivery of exhibition previews and dinners and public programs with artists;
 - v. to provide financial assistance to enable the Gallery to participate in and lend and borrow works of art for any exhibition;
 - vi. to provide financial assistance to enable the Gallery to conduct guided tours of the Gallery and lectures and to produce publications to educate the public and particularly the younger members thereof in the interests and appreciation of art;

- vii. to provide financial assistance to enable the Gallery to host artists during an exhibit or event;
 - viii. to provide financial assistance for the employment of any persons deemed necessary or desirable to enable the Gallery to carry out its functions;
 - ix. to provide financial assistance for the acquisition of land or the acquisition, construction or maintenance of buildings or facilities used or to be used by the Gallery;
 - x. to provide financial assistance to enable the Gallery to purchase plant and equipment of all types considered necessary or desirable to enable it to carry out their functions and render enhanced service to the public;
 - xi. to solicit and accept donations, bequests, legacies and gifts of all types whether subject to any special trust or not to or for the benefit of the Gallery as may be stipulated by the donor, or for the benefit of the Gallery at the discretion of the Foundation if no such stipulation is made, PROVIDED that in case the Foundation shall take or hold any property or money which may be subject to any trust the Foundation shall only deal with it in such manner as is allowed by law having regard to such trust and PROVIDED FURTHER that the Foundation may reject any donation, bequest, legacy or gift without assigning any reason for its rejection;
 - xii. to raise money for the purposes aforesaid by any method deemed appropriate, including seeking donations and funding from the public and all levels of government; and
 - xiii. to provide financial assistance for continuing education for professional staff of the Gallery;
- (b) to act as trustee of trusts and funds which may be established for the benefit of the Gallery and to establish such trusts and funds;
 - (c) to undertake the production of publications relating to arts and the Gallery;
 - (d) to undertake or commission research projects that will assist with the development and growth of the Gallery;
 - (e) to do all such things as are incidental or conducive to the attainment of the above objects and powers or any of them, PROVIDED ALWAYS THAT in the exercise of the powers herein contained the Foundation shall not apply or seek to apply any conditions relating to the policy of the Gallery whether in the choice of works of art acquired or to be acquired by the Gallery or in the manner of display of its collection or otherwise howsoever in the conduct of the Gallery and FURTHER PROVIDED that the Board of the Foundation shall be at liberty at all times and in all respects to implement the foregoing Objects in its absolute discretion.

INCOME AND PROPERTY OF THE FOUNDATION

5. The income and property of the Foundation howsoever derived shall be applied solely towards the promotion of the objects of the Foundation as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Foundation PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Foundation or to any member of the Foundation in return for services actually

rendered to the Foundation BUT SO THAT no member of the Board shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees AND THAT no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of the Board except repayment of out-of-pocket expenses.

LIMITED LIABILITY OF MEMBERS

6. The liability of members is limited.
7. Each member of the Foundation undertakes to contribute to the property of the Foundation in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Foundation contracted before he ceases to be a member and of the costs charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding the sum of Twenty Dollars (\$20.00).

MEMBERSHIP

8.
 - (a) Membership of the Foundation shall be available to all natural persons companies corporations institutions or public bodies who qualify for membership in accordance with Clauses 9 hereof.
 - (b) Nothing herein contained or implied shall derogate from or affect the membership of any member (including Foundation members) listed on the Register of members prior to the Resolution of the Annual General Meeting or Extraordinary General Meeting adopting the Constitution.

QUALIFICATION AND APPLICATION FOR MEMBERSHIP

9.
 - (a) All applications for membership must be in writing in such form as will be prescribed by the Board from time to time and directed to the Secretary with any applicable membership fee.
 - (b) The Board may decline to accept or approve any application for membership without assigning any reason. The decision of the Board on application for membership will be conclusive.
 - (c) The membership fees for each class of membership will be as determined by the Board from time to time.

CLASSIFICATION OF MEMBERSHIP

10. The Board will determine the classes of membership and the eligibility requirements for each class of membership at their discretion.

CESSATION OF MEMBERSHIP

11. A person ceases to be a member of the Foundation if the member:
 - (a) gives notice in writing to the Secretary resigning as a member;
 - (b) in the case of individual members:

- (i) is declared bankrupt; or
 - (ii) dies;
 - (c) in the case of corporate members, to the extent permitted under the *Corporations Act 2001* (Cth), is placed into liquidation; or
 - (d) is expelled in accordance with clause 13.
12. The date of resignation of a member resigning in accordance with the provisions of clause 11(a) is the date on which the notice of resignation is received by the Secretary.
13. Subject to this Constitution, the Board has power to expel a member or suspend their membership, if a member:
- (a) is found guilty of a criminal offence;
 - (b) in the opinion of the Board, no longer meets the criteria for membership;
 - (c) refuses or neglects to comply with the provisions of this Constitution, policies or of any by-law of the Foundation;
 - (d) fails to pay any fees or any amount levied by the Foundation;
 - (e) fails to attend three consecutive meetings of the members;
 - (f) in the opinion of the Board, acts in their own interests while performing any official duties for the Foundation; or
 - (g) is guilty of any conduct that, in the opinion of the Board, is or is likely to be prejudicial to the interests of the Foundation.
14. At least seven clear days' notice in writing must be given to a member of the meeting of the Board at which a resolution to expel or suspend the member is to be proposed. The notice must include particulars of the issues of concern to the Board.
15. The member must have a reasonable opportunity to respond to the allegation and produce any material they consider relevant at the Board meeting.
16. The Secretary must immediately notify the member in writing once a resolution for expulsion or suspension is passed.
17. Any member who is expelled or suspended may lodge a written appeal with the Foundation within 30 days of receipt of notice of expulsion or suspension.
18. If a member lodges an appeal against their expulsion or suspension, the Board must promptly call a general meeting of the Foundation at which the resolution with respect to the member's expulsion or suspension will be voted upon by the members.
19. At the general meeting called pursuant to clause 18, the member must be given the opportunity to respond to the allegation and produce any material they consider relevant.
20. The decision of the Foundation in general meeting is binding and no further appeal lies from that decision.

DONATIONS

21. Members will be classified further into classes of donors as determined by the Board from time to time.

THE BOARD OF DIRECTORS

22. The Board must consist of a minimum of 7 Directors.
23. The Board shall be members of the Foundation comprised of:-
- (a) The President;
 - (b) The Vice-President;
 - (c) The Honorary Secretary;
 - (d) The Honorary Treasurer;
 - (e) Up to six other Directors to be elected from the members;
 - (f) One representative of the Council being the Mayor of the Shire of Tweed or a serving Councilor nominated by the Mayor of the Shire of Tweed in the place of the Mayor;
 - (g) The Director of the Gallery or in his/her absence the Acting Director of the Gallery.
24. The representatives elected pursuant to paragraphs (a) to (e) hereof shall be elected at the Annual General Meeting of the Foundation to be held each year and (unless such office shall be previously vacated by reason of the death of any such representative or otherwise as prescribed by this Constitution) shall hold office until the next ensuing Annual General Meeting when they shall retire from office but shall be eligible for re-election.
25. If required by Applicable Law, the Board must at all times comprise a majority of persons who are considered to have a degree of responsibility to the community.

ELECTION OF DIRECTORS

26. The election of members of the Board shall take place in the following manner:
- (a) Any two members of whatever category shall be at liberty to nominate any other member to serve as a member of the Board.
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary 24 hours prior to the commencement of the Annual General Meeting of the Foundation at which the election is to take place.
 - (c) In case there shall not be a sufficient number of candidates nominated the remaining vacancy or vacancies shall be filled by election from the floor at the Annual General Meeting or by the Board at any time.

- (d) A Board Member appointed under clause 23(f) or (g) shall not hold the position of President, Vice President, Secretary or Treasurer.

REMOVAL OF DIRECTORS

27. A member of the Board who has been elected thereto may be removed by an ordinary resolution of a meeting of the members and his place may be filled by an ordinary resolution of a meeting of the members at the same or subsequent meeting. A vacancy caused by any such removal shall not be a casual vacancy. Any such meeting shall be caused and conducted in similar manner to a General Meeting of the Foundation.

CASUAL BOARD VACANCIES

28. Subject to Clause 27 hereof, the Board shall have power at any time and from time to time to appoint any member to the Board to fill a casual vacancy. Any officer or other member of the Board so appointed shall hold office only until the next following Annual General Meeting.

VACATION OF DIRECTORS OFFICE

29. A member of the Board shall cease to be a member thereof if he/she:-
- (a) ceases to be a member thereof by virtue of the Applicable Laws;
 - (b) becomes bankrupt or makes an arrangement or composition with his creditors;
 - (c) become prohibited from being a member thereof by reasons of any order made under the Applicable Laws;
 - (d) becomes unsound of mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his office by notice in writing to the Foundation;
 - (f) for more than four (4) months is absent without leave of the Board from meetings of the Board held during that period;
 - (g) holds any office of profit under the Foundation;
 - (h) ceases to be a member of the Foundation;
 - (i) is removed by the members;
 - (j) becomes disqualified from being a member thereof by the ACNC Commissioner;
 - (k) is directly or indirectly interested in any contract or proposed contract with the Foundation PROVIDED THAT a member shall not vacate his office by reason of his being a member of any corporation society or association which has entered or proposes to enter into a contract with the Foundation if he shall have declared the nature of his interest in manner required by the Corporations Act.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

30.

- (a) The business of the Foundation shall be managed by the Board who shall pay all expenses incurred in promoting the Foundation and may exercise all such powers of the Foundation as are not, by the Applicable Laws or by this Constitution, required to be exercised by the Foundation in general meeting subject nevertheless to any provision herein contained or any provision of the Applicable Laws and as may be prescribed by the Foundation in general meeting PROVIDED THAT any rule regulation or by-law of the Foundation made by the Board may be disallowed by the Foundation in general meeting and PROVIDED FURTHER that no resolution of or regulation made by the Foundation in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
- (b) The Board may exercise all the powers of the Foundation to borrow and raise money and give security by mortgage charge or lien over all its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Foundation.
- (c) All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for money paid to the Foundation shall be signed drawn accepted endorsed or otherwise executed as the case may be by any two members of the Board or in such other manner as the Board from time to time determine provided that at no time shall fewer than two persons so act in regard to cheques promissory notes drafts bills of exchange and other negotiable instruments.
- (d) The Board may invest money of the Foundation in such manner as the Board may in its absolute discretion determine.
- (e) The Board may appoint any professional or other assistance or service required by the Foundation in the carrying out of its activities and pay reasonable remuneration and fees therefor.
- (f) The Board may open any banking account and operate the same in the ordinary course of business.
- (g) The Board shall cause Minutes to be kept of all meetings of members and Directors in accordance with the provisions of the Corporations Act.

PROCEEDINGS OF THE BOARD OF DIRECTORS

31. The Board may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In the case of an equality of votes the Chairman will have a second or casting vote. Two members of the Board may at any time requisition the Secretary to summon a meeting of the Board.
32. A member of the Board shall declare his interest in any contract or proposed contract with the Foundation in which he is interested or any matter arising thereout. The Board in its absolute discretion shall determine whether or not there is a conflict of interest and resolve to exclude such member from the meeting until a vote is taken. That member shall not vote in respect of any such contract or proposed contract but if he does so vote his vote shall not be counted.

33. The quorum necessary for transacting the business of the Board shall be five (5). The President shall preside as Chairman and if at any meeting he is not present within ten minutes after the time appointed for holding the meeting the Vice-President shall be Chairman or if he is not so present then the members of the Board present shall choose one of their number to be Chairman of the meeting.
34. The continuing members of the Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by Clause 33 hereof as the necessary quorum of the Board the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Foundation, but for no other purpose.
35. The Board may delegate any of its powers and functions (not being duties imposed on the Board as the directors of the Foundation by the Applicable Laws or the general law) to one or more sub-committees consisting of such member or members of the Foundation as the Board thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Foundation and all members of such sub-committees shall have one vote.

GENERAL MEETINGS

36.
 - (a) Annual General Meetings shall be held in accordance with the Applicable Laws. All General Meetings of Members other than Annual General Meetings shall be called Extraordinary General Meetings.
 - (b) All General Meetings shall be held at a place and time determined by the Board.
 - (c) Notice of all General Meetings shall be twenty-one (21) days or such other period as provided by the Applicable Laws.
 - (d) The Foundation may hold a General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present in person at the meeting.
37. The Board may whenever it thinks fit convene an Extraordinary General Meeting and shall on the requisition of at least ten (10) members convene an Extraordinary General Meeting subject to the provisions of the Applicable Laws.
38. Subject to the provision of the Corporations Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days' notice at least (exclusive of the day on which the notice is served or deemed to be served) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to the members of the Foundation.
39. All business of an Extraordinary General meeting shall be special and shall be dealt with in accordance with the Applicable Laws and this Constitution.

PROCEEDINGS AT GENERAL MEETINGS

40. The annual accounting year of the Foundation shall end on 30th June each year. The business of the Annual General Meeting shall be to receive and consider the Statutory Financial Accounts and Reports the election of Officers and other members of the Board and the fixing of the qualifications for each Classification of Membership.
41. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Ten (10) members present in person shall be a quorum.
42. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present in person or by proxy shall be a quorum.
43. The President shall preside as Chairman at every general meeting of the Foundation or if there is no President or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Vice-President shall be the Chairman or if he is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
44. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
45. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded -
 - (a) by the Chairman; or
 - (b) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
46. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
47. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

48. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
49. The instrument appointing a proxy (including the representative of any member which is a company or corporation) shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of any officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed the proxy may vote as he thinks fit.
50. The instrument appointing a proxy (including a representative of a member company or corporation) shall be in the form more particularly set out in the following Clause 51 hereof.
51. A document appointing a proxy must be in the following form or in a form that is as similar to the following form as the circumstances allow:

Tweed Regional Gallery Foundation Limited

I/we, _____, of _____,

being a member/members of the Foundation, appoint
of _____ or, in their absence,

of

as my/our proxy to vote for me/us on my/our behalf at the *annual general meeting/*general meeting of the Foundation to be held on the _____ day of _____ 20.. and at any adjournment of that meeting.

+This form to be used *in favour of/*against the resolution.

Signed this _____ day of _____ 20...

*Strike out whichever is not desired

+To be inserted if desired.

52. An instrument appointing a proxy is not valid unless the instrument, and the original or notarially certified copy of the power of attorney or other authority under which the instrument is signed, is deposited, not less than 48 hours before the relevant meeting, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
53. The power of attorney or copies must be deposited at the registered office of the Foundation or any other place specified for that purpose in the notice convening the meeting.
54. A notice of appointment of proxy may be given by any means permitted in Clause 71 hereof.
55. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
- (a) the previous death or unsoundness of mind of the principal; or
 - (b) the revocation of the instrument (or of the authority under which the instrument was

signed) or of the power,
if no intimation in writing of any of those events has been received by the Foundation before the meeting at which the instrument is used or the power is exercised.

MAINTENANCE OF A GIFT FUND

56. Where required by Applicable Laws, the Foundation will maintain a separate public fund called the 'Tweed Regional Gallery Foundation Public Fund' (**Gift Fund**).
57. The Foundation will open and maintain a separate bank account that complies with the requirements of subdivision 30-BA of ITAA97 with a body corporate that is an ADI for the purposes of the *Banking Act 1959* (Cth) in order to deposit any money donated to the Gift Fund.
58. These monies will be kept separate from other funds of the Foundation (such as grant payments to the Foundation) and will only be used to further the principal purpose and objects of the Foundation. Investment of monies in the Gift Fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
59. The Directors will comprise the management committee of the Gift Fund (**Management Committee**) and meetings of the Management Committee will occur in the same way that meetings of Directors occur as provided by this document.

By consenting to be a Director of the Foundation the Director is also consenting to be a member of the Management Committee.

If a person ceases to be a Director of the Foundation, they are deemed to be automatically removed from the Management Committee.

60. Subject to Clause 59, the members of the Management Committee will be determined by the Board.
61. The Management Committee must at all times comprise a majority of persons who are considered to have a degree of responsibility to the community.
62. The Management Committee must ensure that:
 - (a) all gifts of money or property for the objects of the Foundation (**gifts**) are deposited to the Gift Fund;
 - (b) all money donated to the Gift Fund and all income accrued on the gifts or otherwise received because of such gifts is also credited to the bank account of the Gift Fund;
 - (c) no other money or property is received by the Gift Fund or credited to its bank account;
 - (d) subject to Clause 5, money and property held in the Gift Fund is applied solely for the objects of the Foundation and for no other purpose, and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Foundation; and
 - (e) proper accounting records and procedures are kept and used for the Gift Fund.
63. Receipts for gifts to the Gift Fund must:
 - (a) be made in the name of the Gift Fund;

- (f) state the Australian Business Number of the Foundation;
 - (g) state the fact that the receipt is for a gift made to the Gift Fund; and
 - (h) state any other matter required to be included on the receipt pursuant to the requirements of the ITAA97.
64. If upon the winding-up or dissolution of the Gift Fund, 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 its members, but shall be given or transferred to some other fund, authority or institution whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be charitable at law and eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the ITAA97 and listed on the Register of Cultural Organisations maintained under the ITAA97 (**Default Fund**).
65. The Directors and Management Committee must notify the Department responsible for the administration of the Register of Cultural Organisations of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
66. The Management Committee must seek donations and funding to the Gift Fund from the public to fund the activities of the Gift Fund.
67. If required by Applicable Law, statistical information requested by the Department responsible for the administration of the Register of Cultural Organisations in respect of donations to the Gift Fund will be provided within 21 days of the end of two six-month periods, being January to June and July to December. An audited financial statement for the Foundation and the Gift Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of the Gift Fund's monies and the management of its assets.
68. The Foundation must comply with any rules that the Treasury Minister or Arts Minister makes to ensure that gifts made to the Gift Fund will only be used for the Foundation's principal purpose.

ACCOUNTS AND AUDITOR

69. The Board shall:
- (a) pay all moneys raised by the Foundation as soon as practicable after collection to the Foundation's Bank account and the Treasurer may reimburse thereout all reasonable costs and expenses incurred in raising such moneys PROVIDED however that the Foundation may if it thinks fit raise or accept moneys specifically given for the purpose of being managed and applied by the Foundation itself for the accomplishment of its objects and in such event the Foundation may bank any moneys so given in a special purpose bank account in its own name and manage and apply them accordingly.
 - (b) cause yearly financial statements (including every document required by Applicable Laws to be attached to them) accompanied by a copy of any auditor's report to be laid before each Annual General Meeting in accordance with the Applicable Laws.
 - (c) cause proper accounting and other records to be kept with respect to all sums of money received and expended by the Foundation and the manner in respect of which the receipt and expenditure take place and the assets and liabilities of the Foundation and shall distribute copies of the financial statements and reports (including every document

required by law to be attached thereto) accompanied by a copy of the auditor's report as required by the Applicable Laws; and

- (d) cause the Foundation to have an auditor at all times in accordance with the Applicable Laws.

SEAL

- 70. The Foundation has determined in accordance with the Corporations Act that it shall not have a Common Seal.

NOTICES

- 71. A notice may be given by the Foundation to any member by any means as provided by the Applicable Laws.
- 72. Notices of every general meeting shall be given to the auditors for the time being of the Foundation and to every member except those members who (having no registered address within the Commonwealth of Australia) have not supplied to the Foundation an address within the Commonwealth of Australia for the giving of notices to them. No other person shall be entitled to receive notices of general meetings.

INDEMNITY

- 73. Any member of the Board, auditor, Secretary, Treasurer and other officer and employee of the Foundation shall be indemnified out of the assets of the Foundation against any liability incurred by him in defending any proceedings whether civil or criminal taken against him by reason of his actions in relation to or connected with the Foundation in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Applicable Laws in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

BY-LAWS

- 74. The Board may in its discretion determine by-laws for the operation of the Foundation not otherwise provided for in this Constitution.

WINDING UP

- 75. If the Foundation is dissolved, any property that remains after such dissolution and the satisfaction of all its liabilities:
 - (a) must not be paid to or distributed among the members; but
 - (b) must be given or transferred to a Default Fund.
- 76. The Default Fund will be determined:
 - (a) by the members at or before the time of dissolution; but
 - (b) if no determination is made by the members, the Default Fund will be determined by a Judge of the Supreme Court of the state in which the registered office of the Foundation is located.

DEDUCTIBLE GIFT RECIPIENT REVOCATION

77. Without limiting Clauses 75 and 76, if the endorsement of the Foundation as a Deductible Gift Recipient is revoked and any property (including the following property) remains after satisfaction of all its liabilities, that property must be given or transferred to other institutions having similar objects to the Foundation that are Default Funds:
- (a) gifts of money or property for the principal purpose of the Foundation;
 - (b) contribution made in relation to an eligible fundraising event held for the principal purpose of the Foundation; and
 - (c) money received by the Foundation because of such gifts and contributions.

REGISTRATION WITH THE ACNC

78. If the Foundation is registered with the ACNC and a provision in this constitution is inconsistent with a law applicable to the Foundation due to its registration with the ACNC, the relevant law overrides the provision of this constitution to the extent of any inconsistency.

ALTERATIONS TO THE CONSTITUTION

79. In addition to any other notification obligations under the Applicable Laws, if the Gift Fund is endorsed as a Deductible Gift Recipient at a relevant time, the Foundation must notify the Commissioner of Taxation for the purposes of the Income Tax Assessment Act and the Department responsible for the administration of the Register of Cultural Organisations of any changes made to this constitution.