

CONSTITUTION

OF

TWEED RIVER REGIONAL MUSEUM FOUNDATION LIMITED
ACN

(A Company Limited by Guarantee)

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

CONSTITUTION OF

TWEED RIVER REGIONAL MUSEUM FOUNDATION LIMITED
ACN

1. The name of the Company is the "TWEED RIVER REGIONAL MUSEUM FOUNDATION LIMITED" (hereinafter referred to as the "Foundation").
2. The Foundation is established for the support and benefit of the public Museums at Murwillumbah, Uki and Tweed Heads, owned and operated by Tweed Shire Council and the historical societies of Murwillumbah, Uki and South Arm and Tweed Heads and known as the TWEED RIVER REGIONAL MUSEUM (the "Museum").

DEFINITIONS

3. In this Constitution:-

"Board" means the Board of Directors, which is the governing body of the Foundation;

"Act" means the Corporations Act 2001;

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

"Foundation" means the *TWEED RIVER REGIONAL MUSEUM Foundation Limited*;

"Historical societies" means the historical societies of Murwillumbah, Tweed Heads and Uki and South Arm;

"Museum" means all, some or all of the public Museums at Murwillumbah, Uki and Tweed Heads;

"Non-realizable gift" means a gift of an asset that cannot be readily realised;

"Realizable 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 of an in kind gift as determined by the board in consultation with a professional in the relevant field.

"In Kind" means the gift of an object or the provision of services.

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.

AIMS AND OBJECTIVES

4. The objects for which the Foundation is established are:-
 - (a) To marshal from any sources deemed appropriate interest abilities and financial support for the benefit of the Museum and in particular and without limiting the generality of the foregoing:
 - (i) to provide financial assistance to the Museum to enable it to purchase works, artifacts, items of historical interest and information of all types (the "works");
 - (ii) to provide financial assistance to enable all works acquired by the Museum to be maintained and preserved;
 - (iii) to provide financial assistance to enable the Museum to stage exhibitions of all types of works at any venue deemed appropriate;
 - (iv) to provide financial assistance to enable the Museum to participate in and lend and borrow works for any exhibition;
 - (v) to provide financial assistance to enable the Museum to conduct guided tours of the Museum and lectures and to produce publications to educate the public and particularly the younger members thereof in the interests and appreciation of the history of the region of the Tweed;
 - (vi) to provide financial assistance for the employment of any persons deemed necessary or desirable to enable the Museum to carry out its functions;
 - (vii) 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 Museum;

- (viii) to provide financial assistance to enable the Museum to purchase plant and equipment of all types considered necessary or desirable to enable it to carry out their functions, including storage, and render enhanced service to the public;
 - (ix) 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 Museum as may be stipulated by the donor, or for the benefit of the Museum 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;
 - (x) to raise money for the purposes aforesaid by any method deemed appropriate;
 - (xi) to provide, if thought fit, financial assistance for continuing education for professional staff.
- (b) to invest and deal with the money of the Foundation (including income derived from investments and proceeds of investments) paid or accrued to the Foundation as a direct or indirect result of a particular gift and not immediately required by it for the purposes provided for in this Constitution which may be invested from time to time in or upon such stocks bonds funds shares securities first mortgage property trusts debentures or other investments of whatever nature or kind and wheresoever situate and whether involving liability or not as the board shall in its absolute and uncontrolled discretion think fit and with like absolute power of varying such investments from time to time to the intent that the Board shall have full and unrestricted powers of investing and transposing the investments of the Foundation as if the Board were absolutely entitled thereto beneficially. The Board is expressly empowered to invest the moneys and funds of the Foundation in accordance with the provisions of the Trustee Act 1925 (as amended) and the Regulations thereunder.
- (c) to purchase take on lease take in exchange hire and otherwise acquire to sell lease or otherwise dispose of or deal in or with real and personal property of every description,
- (d) to borrow or raise money in such manner as the Foundation shall think fit and to secure the same by giving mortgages charges or other securities over any part of the real and personal property present or future of the Foundation,
- (e) to make draw accept endorse discount execute and issue promissory notes bills of exchange warrants debentures and other negotiable or transferable instruments,
- (f) to insure against fire (and if thought desirable all risks) any insurable property of the Foundation and to pay premiums on insurance or assurance policies which the Foundation may acquire by any means,

- (g) to act as trustee of trusts and funds which may be established for the benefit of the Museum and to establish such trusts and funds,
- (h) to undertake the production of publications and the issue thereof to members of the Foundation and others,
- (i) 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 Museum whether in the choice of works acquired or to be acquired by the Museum or in the manner of display of its collection or otherwise howsoever in the conduct of the Museum 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 accord with this Constitution.
- (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) Qualification for membership shall be the making of a gift or gifts to the Foundation (whether in cash or in kind) of a value, as defined.
- (b) All gifts made to the Foundation shall remain the absolute property of the Foundation.
- (c) All applications for membership shall be in writing and shall be in such form as shall be prescribed by the Board from time to time. The Board may decline to accept any application or gift without assigning any reason its decision.

CLASSIFICATION OF MEMBERSHIP

10. Subject to Clause 9, membership of the Foundation may be granted to those applicants who make a gift of \$100 (or some other sum as determined by the board not more than once per year) or more to the Foundation and following acceptance they will become Members of the Foundation.
11. Members may make donations greater than \$100 to the Foundation, at any time.

CESSATION OF MEMBERSHIP

12. (a) A member may resign from membership of the Foundation by giving notice in writing delivered to the registered office of the Foundation and he shall thereupon cease to be a member.
- (b) A member ceases to be a member on his death, or on cessation of the organisation, or on resignation.

THE BOARD OF DIRECTORS

13. 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) Three 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 Councillor or Administrator, nominated by the Council in the place of the Mayor;

- (g) The Senior Museum Curator or in his/her absence the Manager Community & Cultural Services.

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.

ELECTION OF DIRECTORS

- 14. The election of members of the Board shall take place in the following manner:
 - (a) Any two members 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 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.

REMOVAL OF DIRECTORS

- 15. 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

- 16. Subject to Clause (15) 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

- 17. A member of the Board shall cease to be a member thereof if he:-
 - (a) ceases to be a member thereof by virtue of the Act;

- (b) becomes bankrupt or makes an arrangement or composition with his creditors;
- (c) become prohibited from being a member by reasons of any order made under the Act;
- (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) is absent from 3 consecutive board meetings, without leave of the Board;
- (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) 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 Act.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

18. (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 Act 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 Act 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) 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.

- (c) The Board may invest money of the Foundation in such manner as the Board may in its absolute discretion determine and from time to time vary such investments as provided by Clause 4 (b) hereof.
- (d) 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.
- (e) The Board may open any banking account and operate the same in the ordinary course of business.
- (f) The Board shall cause Minutes to be kept of all meetings of Members and Directors in accordance with the provisions of the Act.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 19. 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.
- 20.1 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 so arising. 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.
- 20.2 A member of the board shall at all times be under an obligation to declare any conflict of interest or any pecuniary interest with respect to the Foundation or the Museum.
- 21. 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.
- 22. 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 (21) 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.
- 23. 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 Act 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

24. (a) Annual General Meetings shall be held in accordance with the Act within three months of June 30. 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 Act.
25. The Board may whenever it thinks fit convene an Extraordinary General Meeting and the Board shall on the requisition of at least ten (10) Members convene an Extraordinary General Meeting subject to the provisions of the Act.
26. Subject to the provision of the 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.
- 27.1 All business of an Extraordinary General meeting shall be special and shall be dealt with in accordance with the Act and this Constitution.
- 27.2 Written notice, in accord with the Act, shall be given of any extraordinary general meeting.

PROCEEDINGS AT GENERAL MEETINGS

28. 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.
29. 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. *Five (5)* members present in person shall be a quorum.
30. 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.

31. 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.
32. 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.

Voting on a show of hands & a division

33. 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) and a division is demanded -
 - (a) by the Chairman; or
 - (b) by at least three members present in person or by proxy.

Unless a division 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 division may be withdrawn.

34. If a division 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 division shall be the resolution of the meeting at which the division was demanded but a division demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
35. In the case of an equality of votes, whether on a show of hands or on a division, the Chairman of the meeting at which the show of hands takes place or at which the division is demanded shall be entitled to a second or casting vote.
36. 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 division, 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.

Proxies

37. 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 division. 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.
38. The instrument appointing a proxy (including a representative of a member company or corporation) shall be in the form more particularly set out following Clause (45) hereof.

ACCOUNTS AND AUDITOR

39. 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 from such funds 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 such Financial Accounts and Reports to be laid before each Annual General Meeting in accordance with the Act.
 - (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 Accounts 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 Act; and
 - (d) Cause the Company to have an Auditor at all times in accordance with the Act.

SEAL

40. The Company has determined in accordance with the Act that it shall not have a Common Seal.

NOTICES

41. A notice may be given by the Foundation to any member by any means as provided by the Act
42. 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

43. 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 Act 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

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

WINDING UP

45. If upon the winding up or dissolution of the Foundation there remains, after satisfaction of all debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Foundation but shall be given or transferred to the Council of the Shire of Tweed to be used for the benefit of the Museum and in so far as effect cannot be given to the aforesaid provision then to a public Museum or public museum or an institution consisting of a public Museum and public museum which complies with and obtains the benefit of the provisions of the Income Tax Assessment Act, 1997 of the Commonwealth of Australia such public Museum public museum or institution to be situate within the State of New South Wales and to be determined by the members of the Foundation at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter and in so far as effect cannot be given to the aforesaid provision then to some charitable object within New South Wales which satisfies the provisions of the Income Tax Assessment Act, 1997.

TWEED RIVER REGIONAL MUSEUM FOUNDATION LIMITED
ACN
INSTRUMENT APPOINTING PROXY

I.....of
.....
.....

being a member of the **TWEED RIVER REGIONAL MUSEUM FOUNDATION Limited**

HEREBY APPOINT

.....of.....
.....

as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Foundation to be held on the

..... day of.

and at any adjournment. My/the company's proxy is hereby authorised to vote
*in favour of / *against the resolutions detailed in the Notice of Meeting.
(*Strike out whichever is not desired)

Signed this day of20.....

in the presence of:

In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the registered office of the **Foundation, c/- TWEED RIVER REGIONAL MUSEUM, Tweed Shire Council, Murwillumbah, 2484** or such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a division, not less than twenty-four hours before the time appointed for the division and in default the instrument of proxy shall not be treated as valid.

The instrument appointing the representative of a member which is a company or corporation upon compliance with Clause 37 hereof shall be and continue to be valid and of full effect unless and until written notice of cancellation thereof shall be served on the Foundation by the company or corporation or an instrument of proxy of later date shall be deposited with the Foundation whereupon the former instrument of proxy shall be of no further effect.

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Foundation at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.