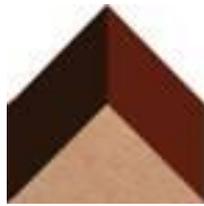


Constitution



Australian Men's Shed Association
SHOULDER TO SHOULDER

Contents

1. General	1
2. Application of Corporations Act	1
3. Objects	1
4. Income and Property of AMSA	2
5. Membership	3
6. Subscription Fee	4
7. Cessation or suspension of membership	5
8. Meetings of Members	6
9. The Board of Directors	7
10. Powers and Duties of Directors	10
11. Chairman of the Board and Deputy Chairman of the Board	10
12. Board meetings	11
13. Observers	12
14. By-Laws	12
15. Board Committees	13
16. Honorary positions	13
17. Chief Executive Officer	13
18. Secretary	14
19. Execution of documents	14
20. Amendment to the Constitution	14
21. Winding up and revocation of deductible gift recipient status	15
22. Indemnity	16
23. Interpretation	17

Australian Men's Shed Association

ACN 144 866 277

1. General

1.1 Company Name

The name of the company is Australian Men's Shed Association (**AMSA**).

1.2 Defined meanings

Words used in this document and the rules of interpretation that apply are set out and explained in clause 23.

2. Application of Corporations Act

2.1 Application of Parts 2G.2 and 2G.3

Subject to clause 2.3 and notwithstanding the application of section 111L of the Corporations Act, Parts 2G.2 and 2G.3 of the Corporations Act will form part of this Constitution insofar as they relate to meetings of members of public companies limited by guarantee and will be deemed to apply to AMSA.

2.2 Application of the Replaceable Rules

Subject to clause 2.3, the Replaceable Rules in the Corporations Act apply to AMSA to the extent that they apply to public companies limited by guarantee and are not inconsistent with this Constitution.

2.3 Replaceable Rules that do not apply

The Replaceable Rules set out in sections 201G (Company may appoint a Director), 201H (Directors may appoint other Directors), 198C, 201J and 203F (Managing Director), 202A (Remuneration of Directors), 248A (Circulatory resolutions of Directors), 248C (calling Directors' meetings), 248E (Chairing Directors' meetings), 248F (Quorum at Directors' meetings), 248G (Passing of directors' resolutions), 249C (Calling of meetings of members by a Director), 249T(1) (Quorum at members' meetings), 249U (Chairing meetings of members) and 250E (How many votes a member has) do not apply to AMSA.

3. Objects

3.1 Objects

AMSA is established for the purpose of promoting the prevention or control of diseases in human beings by promoting, advancing and supporting an effective and sustainable Men's Shed Movement and representing the interests of men, Shedders, Men's Sheds and the Men's Shed Movement to all stakeholders including men, their Men's Sheds, their communities, business, the health profession and all levels of government.

3.2 Powers

AMSA has the powers set out in the Corporations Act but only to do all things that are necessary, convenient or incidental to carry out the objects set out in clause 3.1.

4. Income and Property of AMSA

4.1 Application of income and property

The income and property of AMSA will only be applied towards the promotion of the objects of AMSA set out in clause 3.1.

4.2 Restriction of transfer of income and property

Subject to clauses 4.3 and 21.4, no portion of the income or property will be paid or transferred directly or indirectly to any Member of AMSA.

4.3 Payment of company expenses

Nothing in clause 4.2 prevents the payment in good faith of reasonable and proper:

- (a) remuneration to any of the officers or servants of AMSA or to any Member in return for any services actually rendered by them to AMSA;
- (b) interest on money borrowed from any Member for any of the purposes of AMSA (provided the interest rate does not exceed the rate charged by AMSA's bank on similar borrowings);
- (c) rent for premises let by any Member to AMSA;
- (d) payment for any goods supplied to AMSA by any Member; or
- (e) payment to a Member in carrying out the AMSA's charitable objects.

4.4 No remuneration for Directors

No remuneration or other benefit may be paid or given by AMSA to any Director except:

- (a) for the reimbursement of out-of-pocket expenses incurred on reasonable commercial terms in carrying out the duties of a Director where the amount does not exceed an amount previously approved by a resolution of the Directors; or
- (b) for any service rendered to AMSA in a professional or technical capacity, other than in a capacity as a Director, where the terms of service are on reasonable commercial terms and have been previously approved by a resolution of the Directors; or
- (c) in respect of the indemnification of, or payment of premiums on contracts of insurance for, any Director, in accordance with clause 22.

4.5 Application of Grants

Subject to clauses 4.1 and 4.2, the allocation, distribution, expenditure or appropriation of Grants (including any interest accrued in respect of Grants) must be made in accordance with the terms and conditions that may attach to them and in accordance with any policies and procedures specified in legislation, program guidelines and other conditions issued or prescribed or otherwise imposed by the relevant funding body.

5. Membership

5.1 Overview of membership structure

- (a) There shall be two categories of membership of AMSA:
 - (i) AMSA State Association Members; and
 - (ii) AMSA Men's Shed Members.
- (b) For the avoidance of doubt, there may only be one (1) AMSA State Association Member from each State or Territory at any one time.

5.2 Admission to membership

- (a) The Board may admit as a member of AMSA a Men's Shed or a State Association which:
 - (i) applies for membership to AMSA;
 - (ii) meets the relevant eligibility criteria for membership set out in the AMSA Membership Conditions By-Law;
 - (iii) agrees to be bound by this Constitution and any By-Laws, rules and conventions adopted by the Board from time to time.
- (b) The Board may prescribe a form for application to membership and procedures for processing applications and admission to membership.

5.3 Rights and Obligations of Members

- (a) Subject to this clause 5.3 and clause 6.2(a), each Member is entitled to all the privileges of membership and must observe this Constitution and any other By-Laws, rules and conventions adopted by the Board, or by the Company at general meetings from time to time.
- (b) An AMSA Men's Shed Member must be admitted as a member of AMSA for a minimum of twelve (12) months before they are eligible to:
 - (i) be counted in determining a quorum at a Members' meeting; or
 - (ii) vote at a Members' meeting or in an election of Directors;
 - (iii) nominate a candidate to stand for election to the Board.
- (c) Each Member entitled to vote:
 - (i) on a show of hands and a poll, that is present at a members' meeting (by proxy, attorney or Representative); or
 - (ii) in an election of an Elected Director,has the following number of votes:
 - (A) in the case of an AMSA State Association Member, five (5) votes; and
 - (B) in the case of an AMSA Men's Shed Member, one (1) vote.

5.4 Register of Members

- (a) A Register of Members must be kept by the Secretary, showing in respect of each Member:
 - (i) the full name and corporate identifier (if any) of the Member;
 - (ii) the address, telephone and facsimile number, and email address if any, of the authorised or primary contact of the Member;
 - (iii) the details of the Representative of the Member;
 - (iv) the date of admission to and cessation of membership; and
 - (v) such other information as the Board may require.
- (b) Upon a Member's cessation of membership, the Secretary shall amend the Register of Members as soon as practical thereafter.

5.5 Change of Member details

Each Member must notify the Secretary in writing of any change in the name, address, telephone, facsimile number, or electronic mail address of the Member, or of the authorised or primary contact or Representative of that Member, within one month after the change.

6. Subscription Fee

6.1 Payment of Subscription Fee

- (a) The Board may require payment by Members, as a condition of membership, a Subscription Fee of such amount and payable at such times and in such manner as it may determine.
- (b) Each Member must continue to pay the Subscription Fee at the times and at the rate established by the Board unless notified of any change in relation to the Subscription Fee.
- (c) Subscription Fees levied under this Constitution may be recovered as a debt due and payable by AMSA in any court of competent jurisdiction.

6.2 Where Subscription Fee unpaid

- (a) Where a Subscription Fee remains due and unpaid by a Member, the Member will not be entitled to:
 - (i) receive notices of meetings of Members; or
 - (ii) nominate a candidate to stand for election to the Board (as applicable); or
 - (iii) attend a meeting of Members; or
 - (iv) be counted in forming a quorum for, or exercise any vote(s) at, any meeting of Members or election of Directors (as applicable).
- (b) Where a Subscription Fee remains due and unpaid by a Member for 60 days, such Member will cease to hold membership with AMSA.

7. Cessation or suspension of membership

7.1 Cessation of membership

A Member will cease to hold membership with AMSA if that Member:

- (a) has resigned from membership in accordance with clause 7.2;
- (b) is expelled in accordance with clause 7.4;
- (c) has not paid the Subscription Fee as provided for in clause 6.2(b);
- (d) is insolvent;
- (e) has an administrator, liquidator or receiver appointed to it; or
- (f) is dissolved or wound up.

7.2 Resignation

A Member may at any time resign its membership of AMSA by giving notice in writing to the Secretary. The resignation of a Member may take immediate effect or with effect from a specified date not more than six (6) months from the date such notice is given to the Secretary.

7.3 Board suspension

- (a) Subject to this Constitution, the Board may by resolution suspend a Member from AMSA for a specified period, if the Board is of the opinion that the Member:
 - (i) has refused or neglected to comply with its obligations under this Constitution or the By-Laws, including ceasing to comply with the AMSA Membership Conditions By-Law; or
 - (ii) has engaged in conduct which is unbecoming of a Member or prejudicial to the interests of AMSA.
- (b) During the Member's suspension, the Member will have no rights or privileges of membership, including the right to vote at any meeting of Members.

7.4 Board expulsion

- (a) The Board may by resolution expel a Member in accordance with this clause 7.4 if the Member:
 - (i) has refused or neglected to comply with its obligations under this Constitution or the By-Laws, including ceasing to comply with the AMSA Membership Conditions By-Law; or
 - (ii) has engaged in conduct which is unbecoming of a Member or prejudicial to the interests of AMSA.
- (b) The Secretary or the Board must give the Member:
 - (i) written notice which sets out what is alleged against the Member; and
 - (ii) an opportunity to rectify the matter following the provision of such notice.

- (c) If the Board intends to consider a resolution to expel a Member, the Member who is liable to be expelled from AMSA shall be served with at least one (1) week notice in writing of the Board meeting at which a motion to expel the Member is to be considered. Such notice must:
 - (i) set out the date, place and time of the Board meeting;
 - (ii) set out the intended resolution to expel the Member and the grounds on which it is based; and
 - (iii) inform the Member that it will be given an opportunity to be heard at such meeting in explanation of its conduct, either by oral or written submissions.
- (d) If a resolution for the Member's expulsion is passed at the Board meeting, the Member's membership terminates automatically and the Member ceases to be a Member from that time.

7.5 Effect of cessation of membership

Upon cessation of membership with AMSA, a State Association or Men's Shed:

- (a) will not be relieved from liability for payment of any outstanding Subscription Fees or other money due or payable by it at the time of termination of membership; and
- (b) must cease using any other branding, other intellectual property, or other resources or information which was provided by AMSA to the Member as a privilege of membership.

7.6 Rights not transferable

The rights of a Member are not transferable and end when membership with AMSA ceases.

8. Meetings of Members

8.1 Calling Members' meetings

Subject to the requirements of the Corporations Act, the Board may call a Members' meeting at any time and place determined by the Board.

8.2 Quorum

- (a) No business may be conducted at a general meeting unless a quorum of Members is present.
- (b) A quorum for Members' meetings is the presence of 5% of Members (by proxy, attorney or Representative) who are entitled to vote and be counted in a quorum, and the quorum must be present at all times during the meeting.

8.3 Chairman of Members' meetings

- (a) The Chairman of the Board shall preside as Chairman at every Members' meeting.
- (b) Where a meeting of Members is held and the Chairman of the Board has advised the Board he is unable or unwilling to act as Chairman or is absent or not present within fifteen (15) minutes after the time appointed for the holding of the meeting:
 - (i) the Deputy Chairman of the Board shall chair the meeting; or

- (ii) if the Deputy Chairman of the Board is absent or not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present at the meeting shall elect one of their number to be the Chairman.

8.4 Adjournment of meetings

The Chairman of a Members' meeting at which a quorum is present, in his discretion, may adjourn the meeting if the Members present with a majority of votes at the meeting agree. An adjourned Members' meeting may take place at a different venue to the initial Members' meeting.

8.5 Voting

- (a) Subject to clause 20 and the Corporations Act, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (b) In the case of an equality of votes, the Chairman has a casting vote.

9. The Board of Directors

9.1 Governing authority

The Board of Directors is the governing authority of AMSA.

9.2 Number of Directors

The Board shall comprise a maximum of eleven (11) Directors. AMSA may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors, provided that the minimum number must always be three (3).

9.3 Composition of the Board

The Board shall comprise the following persons:

- (a) up to five (5) Directors appointed by the Board, having regard to the skills and experience of the candidate in any discipline, profession or field of knowledge which may be beneficial to AMSA (**Appointed Directors**); and
- (b) one (1) Director from each of the six (6) Regions, elected by the Members from that Region (**Elected Directors**).

9.4 Eligibility for election as an Elected Director

A person will be eligible to be elected as an Elected Director from a relevant Region, if at the date of the annual general meeting at which they are proposed to be elected:

- (a) they reside in that Region for which they are nominated for election;
- (b) they have been a Shedder for at least twelve (12) months; and
- (c) the Men's Shed of which they are a Shedder:
 - (i) has been a Member for at least twelve (12) months;
 - (ii) is physically located in the Region for which they are nominated for election; and

- (iii) has paid the Subscription Fee in accordance with clause 6.

9.5 Nominations for Elected Directors

- (a) At least sixty (60) days before the date upon which it is proposed to hold an annual general meeting, a notice must be sent to all Members indicating which Elected Director position(s) will become vacant at the next annual general meeting and call for nominations from the relevant Region(s).
- (b) Subject to clauses 5.3(b) and 6.2(a), a Men's Shed Member may nominate one (1) candidate for election in each year.
- (c) Nominations for the Elected Director positions must be in writing and be signed by a proposing AMSA Men's Shed Member and a seconding AMSA Men's Shed Member of each candidate and accompanied by the duly signed consent of each candidate to act as Director and a short statement of the candidate's skills qualifications and/or experience in support of their nomination.
- (d) Completed nominations must be lodged with the Secretary at least forty (40) days prior to the annual general meeting.
- (e) If only one candidate is nominated to fill the available Elected Director position in a Region, the Chairperson at the annual general meeting must declare that candidate to be elected to office.
- (f) If more than one candidate is nominated from a Region:
 - (i) notice of each candidature shall be communicated to all Members at least thirty (30) days prior to the annual general meeting; and
 - (ii) a ballot must be held to determine the Elected Director from that Region in accordance with clause 9.6.

9.6 Election procedure

If a ballot for the election of Elected Directors is necessary, it shall be held as follows:

- (a) a separate election must be held in respect of each Region for which the Elected Director position will become vacant at the next meeting.
- (b) A Member is only eligible to vote in the election of the Elected Director for the Region in which they are physically located.

Note: For example, a Member located in the Australian Capital Territory may only vote in the election of a Director in the 'Australian Capital Territory and New South Wales' Region.
- (c) The election for each position may be held by postal ballot and/or by electronic means. Such manner must be approved by the Board and notified to Members at the time that the candidates for each position is circulated to the Members in accordance with clause 9.5(f)(i).
- (d) The Board must fix a time not less than fourteen (14) days before the date of the annual general meeting for the opening of the ballot which shall remain open until 5.00 pm (Eastern Standard Time) on the day two (2) days before the date of the annual general meeting;
- (e) The results of the ballot must be announced by the Chairperson at the annual general meeting.

9.7 Term

- (a) An Elected Director will hold office until the conclusion of the second annual general meeting following their election, at which time they must retire from office.
- (b) An Appointed Director will hold office for a term of up to three (3) years as determined by the Board, after which they must retire from office.
- (c) A retiring Director is eligible for re-election or re-appointment, subject to a maximum of six (6) consecutive years in office. A Director who has served nine (9) consecutive years in office will be eligible for re-appointment after a two (2) year absence from the Board.

9.8 Transitional period

- (a) The Directors in office at the date of adoption of this Constitution will remain in office until the conclusion of the 2018 annual general meeting (unless their office vacates earlier under clause 9.9), at which time they must retire (**Transitional Directors**).
- (b) Elected Directors from three (3) Regions will be elected by the Members from those Regions in accordance with clauses 9.5 and 9.6 prior to the 2018 annual general meeting to take office at conclusion of the 2018 annual general meeting. The three (3) Regions which will be eligible to elect an Elected Director pursuant to this subclause 9.8(b) will be determined by lot at a Board meeting prior to the beginning of the process provided for in clause 9.5.
- (c) The Elected Directors from the remaining three (3) Regions will be elected by the Members from those Regions in accordance with clauses 9.5 and 9.6 prior to the 2019 annual general meeting to take office at conclusion of the 2019 annual general meeting.
- (d) Appointed Directors may be appointed at any time after the adoption of this Constitution.
- (e) Subject to clause 9.7(c), the Transitional Directors will be eligible for re-appointment or re-election.

9.9 Vacation of office

In addition to the circumstances in which the office of Director becomes vacant by virtue of the Corporations Act or other provisions of this Constitution, the office of Director is vacated automatically if the Director:

- (a) becomes mentally incapable or the Director's estate is liable to be dealt with in any way under the law relating to mental health;
- (b) is absent from three (3) or more meetings of the Board in any calendar year without the prior leave of the Board or fails to respond to three (3) requests for a circular resolution in any calendar year in accordance with clause 12.5 to be passed without a meeting of the Directors, unless the Board determines otherwise;
- (c) in the case of a Director appointed pursuant to clause 9.3(b):
 - (i) ceases to be a Shedder; or
 - (ii) the Men's Shed of which they are a Shedder ceases to be a Member;
- (d) gives one month's notice of resignation in writing to the Secretary of AMSA; or

- (e) has been:
 - (i) disqualified from being a responsible entity of a registered entity during the preceding 12 months; or
 - (ii) suspended or removed as a responsible entity of a registered entity, under the ACNC Act.

9.10 Less than minimum number of Directors

- (a) The Directors may appoint a person who meets the eligibility criteria in clause 9.4 to fill an Elected Director position on the Board until the next annual general meeting that:
 - (i) has become vacant under clause 9.9; or
 - (ii) was not filled by election at the last annual general meeting.
- (b) The Directors may act despite any vacancy in their body. If the number falls below the minimum number fixed in accordance with this Constitution, the Directors may act only to fill a vacancy on the Board.

10. Powers and Duties of Directors

- (a) Subject to the Corporations Act and this Constitution, the Directors are responsible for managing the business of AMSA and may exercise all powers of AMSA which are not required to be exercised by AMSA in a general meeting by the Corporations Act or this Constitution.
- (b) Each Director shall use his reasonable endeavours to comply with any request that AMSA considers necessary in order for AMSA to comply with section 45-10(2) of Division 45 of the ACNC Act.

11. Chairman of the Board and Deputy Chairman of the Board

11.1 Appointment of Chairman of the Board and Deputy Chairman of the Board

- (a) The Chairman of the Board and the Deputy Chairman of the Board shall be appointed by the Board from among the Directors.
- (b) The Chairman of the Board and the Deputy Chairman of the Board will each hold office for a term of up to three (3) years as determined by the Board, provided that a person may not serve as Chairman of the Board or Deputy Chairman of the Board for more than six (6) consecutive years.
- (c) The office of the Chairman of the Board and/or Deputy Chairman of the Board shall become vacant:
 - (i) if the Chairman of the Board and/or Deputy Chairman of the Board ceases to be a Director; or
 - (ii) by the written resignation of the Chairman of the Board and/or Deputy Chairman of the Board from the office; or

- (iii) if the Chairman of the Board and/or Deputy Chairman of the Board is removed from that office by the Board by the passing of a vote of no confidence in the Chairman and/or Deputy Chairman.
- (d) Where the office of the Chairman of the Board and/or Deputy Chairman of the Board becomes vacant, a new Chairman of the Board or Deputy Chairman of the Board (as applicable) will be appointed in accordance with clause 11.1.
- (e) For the avoidance of doubt, the cessation of a person's office as Chairman of the Board or Deputy Chairman of the Board does not affect that person's office as Director.

12. Board meetings

12.1 Minimum number of the Board meetings

The Board shall regulate its meetings and proceedings as it thinks fit, provided that the Board shall meet not less frequently than four (4) times each year. At least two (2) Board meetings each year must be face-to-face meetings of the Directors without the use of technology.

12.2 Presiding at Board meetings

- (a) The Chairman of the Board shall preside at Board meetings.
- (b) If the Chairman of the Board is absent or not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act:
 - (i) the Deputy Chairman of the Board shall preside at the meeting; and
 - (ii) if the Deputy Chairman of the Board is absent or not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to preside at that meeting.

12.3 Quorum

Unless the Board determines otherwise, a quorum of the Board comprises a majority of the total number of Directors rounded up to the nearest integer. If a quorum ceases to be present during a Board meeting, the meeting may continue but the Board must not vote on any resolution.

12.4 Voting

- (a) At a meeting of the Board, each Director present will have one vote.
- (b) Subject to this Constitution, questions arising at any meeting of the Board of Directors must be decided by a majority of votes and a determination by a majority of the Directors present at a duly convened meeting will for all purposes be deemed a determination of the Board of Directors.
- (c) In the case of an equality of votes, the Chairman of the Board has a second or casting vote.

12.5 Circulatory resolutions

- (a) If at least 75% of the total number of Directors have provided written consent that they are in favour of a resolution of the Directors which has been circulated to the

Directors, such resolution is treated as having been passed at a meeting of the Directors held on the day on which the written consent was provided. If the Directors provide written consent on different days, then a resolution is treated as having been passed on the day on which written consent was last provided by a Director thereby constituting 75% of the total number of Directors. A resolution is not treated as passed on that day if the circular resolution, by its terms, is said to take effect from another specified date.

- (b) For the purposes of this clause 12.5, two (2) or more separate documents containing written consent in identical terms each of which is signed by one or more Directors are together treated as constituting one document containing written consent in those terms signed by those Directors on the respective days on which they signed the separate documents.

12.6 Deemed minute

The document or documents referred to in clause 12.5 are treated as constituting a minute of that meeting and must be entered in books kept for that purpose.

13. Observers

13.1 Rights of observers

The following persons are entitled to receive notice of each Board meeting at the time the Directors are notified of the meeting and attend the meeting, but do not have a right to vote:

- (a) the Chief Executive Officer; and
- (b) the immediate past Chairman of the Board.

13.2 Non-attendance at Board meetings

The Board may request any person referred to in clause 13.1 not to attend any particular Board meeting or any part of such meeting.

14. By-Laws

14.1 Power to make By-Laws

Subject to and consistent with this Constitution, the Board may from time to time make By-Laws for or with respect to all matters relating to the organisation, management and good governance of AMSA and in particular, without affecting the generality of the foregoing, for or with respect to:

- (a) the ethical standards and rules of AMSA;
- (b) policies and procedures for AMSA employees and volunteers;
- (c) the governance and management of AMSA;
- (d) any other matter not being inconsistent with this Constitution or the Corporations Act which relates to the operations or conduct of AMSA.

14.2 Variation of By-Law

The Board may, by resolution, repeal, revoke, alter, amend or otherwise modify any By-Law or part of a By-Law.

15. Board Committees

15.1 Establishment

There are to be established and maintained Board Committees as determined by the Board from time to time.

15.2 Terms of reference

Subject to this Constitution, each Board Committee will have terms of reference specified by the Board.

15.3 Membership

- (a) The membership of each Board Committee will be determined by the Board.
- (b) At least two (2) members of a Board Committee must be Directors, with one (1) Director being the chairperson of the Board Committee.

16. Honorary positions

16.1 Patrons

The Board may appoint and remove any person as a patron or any other honorary title-holder of AMSA on terms determined by the Board.

16.2 Life Membership

The Directors may bestow honorary membership upon any individual for life to honour them for their services to AMSA or the Men's Shed Movement on such criteria and other terms and conditions as the Board may determine from time to time.

17. Chief Executive Officer

17.1 Appointment

- (a) The Board may appoint a person to be the Chief Executive Officer on such terms, conditions and remuneration as the Board determines.
- (b) The Chief Executive Officer is, subject to the directions of the Board, responsible for the operations of AMSA and reports to the Board.
- (c) The Board shall have the power to suspend or remove the Chief Executive Officer from office, subject to the relevant contractual terms.

17.2 Delegations to the Chief Executive Officer

The Board may from time to time delegate to the Chief Executive Officer such of the powers exercisable under this Constitution by the Board as it sees fit (other than the powers of delegation), and may confer such powers for such objects and purposes, and

upon such terms and conditions, and with such restrictions, as the Board thinks expedient, but not to the exclusion of, or in substitution for, all or any of the powers of the Board. The Board may at any time alter, revoke, withdraw or vary all or any of such delegations.

18. Secretary

18.1 Appointment of Secretary

AMSA must have at least one Secretary who is to be appointed or engaged by the Directors on the terms and conditions determined by the Board.

18.2 Attendance at meetings

The Secretary is entitled to attend and be heard on any matter at all Board meetings and meetings of Members.

18.3 Termination of office

The Board of Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

19. Execution of documents

19.1 Execution of documents without using a Seal

AMSA may execute any document (including a deed or a negotiable instrument) without using a Seal if the document is signed by:

- (a) two (2) Directors; or
- (b) a Director and the Secretary.

19.2 Execution of documents using a Seal

AMSA may execute any document (including a deed or negotiable instrument) by using a Seal if the Seal is fixed to the document and the fixing of the Seal is witnessed by:

- (a) two (2) Directors; or
- (b) a Director and the Secretary.

19.3 Safe custody

The Secretary must provide for the safe custody of the Seal.

20. Amendment to the Constitution

Any amendments to this Constitution must be approved by Special Resolution of the Members. The Members must not pass a Special Resolution to alter this Constitution if, as a result, AMSA will cease to be entitled to charitable registration and/or endorsement as a deductible gift recipient.

21. Winding up and revocation of deductible gift recipient status

21.1 Contribution by Members

In the event AMSA is wound up whilst a Member is a Member or within 12 months of a Member ceasing to be a Member, each Member undertakes to pay all amounts due and payable with respect to their membership and contribute to the property of AMSA for the payment of debts and liabilities of AMSA and payment of costs, charges and expenses of winding up such amount as may be required, not exceeding \$10.00.

21.2 Distribution of assets

Subject to clause 21.3, upon the winding up of AMSA, any surplus remaining after the satisfaction of all its debts and liabilities shall be dealt with as follows:

- (a) where the surplus comprises of Grants (including any interest accrued in respect of Grants), such surplus is to be given, transferred or otherwise applied in accordance with the conditions attaching to the Grant; and
- (b) in any other case, the surplus must be given or transferred to an institution, body, entity or organisation:
 - (i) that is charitable at law;
 - (ii) whose governing documents prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on AMSA under this Constitution; and
 - (iii) which has similar objects to AMSA,

such institution, body, entity or organisation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of New South Wales for determination.

21.3 Revocation of deductible gift recipient status

Upon the winding up of AMSA, or the revocation of the endorsement of AMSA as a deductible gift recipient, any surplus comprising of DGR Contributions must be transferred to an institution, body, entity or organisation;

- (a) that is charitable at law;
- (b) whose governing documents prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution;
- (c) to which income tax deductible gifts can be made ,and
- (d) which has similar objects to AMSA,

such institution, body, entity or organisation to be determined by the Members at or before the winding up or the revocation of the endorsement of the Company as a deductible gift recipient and in default, by application to the Supreme Court of New South Wales for determination.

21.4 Distribution to a Member permitted

Nothing in clause 4.2, restricts a distribution to a Member of:

- (a) any surplus remaining after the satisfaction of all of the Company's debts and liabilities pursuant to clause 21.2; or
- (b) any surplus comprising of DGR Contributions pursuant to clause 21.3,

provided the Member is an organisation of a nature described in the relevant clause at the time of the distribution.

22. Indemnity

22.1 Indemnity for liability

To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, AMSA indemnifies every person who is or has been an officer of AMSA against any liability (other than for legal costs) incurred by that person as such an officer of AMSA (including liabilities incurred by the officer as a director of a subsidiary of AMSA where AMSA requested the officer to accept appointment as director).

22.2 Indemnity for reasonable legal costs

To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, AMSA indemnifies every person who is or has been an officer of AMSA against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of AMSA (including such legal costs incurred by the officer as a director of a subsidiary of AMSA where AMSA requested the officer to accept appointment as director).

22.3 Indemnity in respect for premiums

To the extent permitted by law and subject to the restrictions in section 199B of the Corporations Act, AMSA may at any time pay premiums in respect of a contract insuring a person (whether with others or not) who is an officer of a related body corporate. The liability insured against may not include that which the Corporations Act prohibits. Any such premium in relation to a Director is not included as remuneration of the Director.

22.4 GST

The amount of any indemnity payable under clauses 22.1 or 22.2 will include an additional amount (**GST amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing AMSA with a GST tax invoice for the GST amount.

22.5 Interpretation

For the purposes of this clause 22, “officer” means:

- (a) a Director;
- (b) a Secretary; and
- (c) an executive officer of AMSA as defined by the Corporations Act.

23. Interpretation

23.1 Definitions

In this Constitution unless the contrary intention appears:

ACNC means the Australian Charities and Not-for-profits Commission;

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to AMSA;

AMSA means Australian Men's Shed Association ACN 144 866 277;

AMSA Membership Conditions By-Law means the document under this name adopted by the Board from time to time containing the eligibility requirements for membership to AMSA;

Appointed Directors means the Directors appointed to the Board in accordance with clause 9.3(a);

AMSA Men's Shed Member means a Men's Shed that has been accepted to membership of AMSA by the Board in accordance with clause 5;

AMSA State Association Member means a State Association that has been accepted to membership of AMSA by the Board in accordance with clause 5;

Board means the Board of Directors of AMSA;

By-Law means a by-law of AMSA made in accordance with clause 14;

Chairman means the person presiding as Chairman of a Members' meeting in accordance with clause 8.3;

Chairman of the Board means the Director elected to that office in accordance with clause 11.1;

Chief Executive Officer means the person appointed as the chief executive officer of AMSA for the time being in accordance with clause 17.1;

Constitution means the constitution of AMSA as amended from time to time;

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to AMSA;

Deputy Chairman of the Board means the Director elected to that office in accordance with clause 11.1;

DGR Contributions means any:

- (a) gifts of money or property for the principal purpose of AMSA;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of AMSA, and
- (c) money received by AMSA because of such gifts and contributions;

Director means a person occupying a position on the Board, and **Directors** means all or some of the Directors acting as the Board;

Elected Directors means the Directors elected to the Board in accordance with clause 9.3(a);

Government Agency means any government or any governmental, semi-governmental or administrative department, entity, agency, authority, commission, corporation or body (including those constituted or formed under any statute) where the department, entity, agency, authority, commission, corporation or body is subject to the control or direction of the Commonwealth of Australia or a State or Territory of Australia;

Grant means a financial assistance arrangement or contribution, whether as capital or otherwise, provided by a State, the Commonwealth, a Government Agency, a private corporation or others, for a specific purpose and period, either by a progress payment or lump sum;

GST has the meaning given to that term in the *A New Tax System (Goods and Services Tax) Act 1999* as modified or amended from time to time;

Regions means the following six (6) geographical regions of Australia:

- (a) Australian Capital Territory and New South Wales;
- (b) South Australia and Northern Territory;
- (c) Queensland;
- (d) Tasmania;
- (e) Western Australia; and
- (f) Victoria.

Men's Shed means an incorporated entity which operates a men's shed which meets the criteria determined by the Board from time to time and set out in the AMSA Membership Conditions By-Law, and which as at the date of adoption of this Constitution means any community-based, non-profit, non-commercial organisation recognised by the Board that is accessible to all men and whose primary activity is to advance the health and wellbeing of their male members through the provision of a safe and friendly environment where men are able to work on meaningful projects at their own pace in their own time in the company of other men;

Men's Shed Movement means the advancement of health and welfare of all men in Australia through the promotion, establishment and management of Men's Sheds and other related or ancillary activities;

Member means any person who is a member of AMSA in accordance with clause 5;

remuneration includes, without limitation, salaries, wages, commissions, fees, rewards, allowances, bonuses, incentive schemes or profit sharing schemes;

Replaceable Rules means the provisions referred to in section 141 of the Corporations Act;

registered entity has the meaning given in the ACNC Act;

Representative means the individual appointed by a Member to represent the Member in any or all of its dealings with the Company and to exercise all or any of the powers the Member may exercise in accordance with section 250D of the Corporations Act;

responsible entity has the meaning given in the ACNC Act;

Seal means the common seal of AMSA;

Secretary means any person appointed by the Board to perform any of the duties of a company secretary of AMSA;

Shedder means an individual who is a current member of an AMSA Men's Shed Member;

Special Resolution means a resolution approved by at least 75% of votes cast by Members present (by proxy, attorney or Representative) and entitled to vote at a meeting of Members;

State Association means an incorporated body which, to the satisfaction of the Board, represents the Men's Shed Movement in its respective State or Territory; and

Subscription Fees means any fees for membership with AMSA determined by the Board in accordance with clause 6 from time to time.

23.2 Interpretation

- (a) In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.
- (b) In this Constitution, except where the context otherwise requires:
- (i) the singular includes the plural and vice versa, and a gender includes other genders;
 - (ii) another grammatical form of a defined word or expression has a corresponding meaning;
 - (iii) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
 - (iv) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
 - (v) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
 - (vi) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.