

**Constitution  
of  
Venue Management Association  
(Asia and Pacific) Limited**

Australian Company Number (ACN) 056 680 123  
Australian Business Number (ABN) 51 056 680 123

A company limited by guarantee

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## Preliminary

### 1. Name of the company

The name of the **company** is Venue Management Association (Asia and Pacific) Limited (the **company**).

### 2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee.

### 3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

### 4. The guarantee

Each member must contribute an amount not more than \$50 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

### 5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 68 and 70.

## Purposes and powers

### 6. Object

The **company's** object is to pursue the following purpose(s):

- (a) To promote cooperation and mutual assistance between persons and organisations associated with public venue management.
- (b) To provide education and training and to assist in the establishment of educational programmes and courses for persons involved in public venue management.
- (c) To arrange meetings, conferences, conventions and trade exhibitions for the benefit of persons involved in public venue management and to publish and distribute material related to all its aspects.
- (d) To foster the use of public venues for the recreation and entertainment of the public and to encourage recognition by governments and the public that the use and development of public venues contributes economic and cultural benefits to the community.
- (e) To assist in developing the profession of public venue management at its highest level and in particular to develop a code of professional behaviour for all persons involved in public venue management.
- (f) To meet and liaise with national and international associations of persons involved in public venue management and other allied organisations associated with the industry generally.

### 7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

### 8. Not-for-profit

8.1 The **company** is not carried on for profit and must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2.

8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
- (b) bestowing prizes, scholarships, trophies and similar awards to members in furtherance of the objects of the **company**.

## 9. Amending the constitution

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a **special resolution**.
- 9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a non-profit company.

## Members

### 10. Membership and register of members

- 10.1 The members of the **company** are:
- (a) The members at the date of adoption of this constitution, and
  - (b) any other person that the directors allow to be a member, in accordance with this constitution.
- 10.2 Membership of the **company** shall be divided into classes as follows:
- (a) **Active member - Active members** shall be persons who can demonstrate to the satisfaction of the **board** a significant involvement in public venue management through the practise or provision of services in at least one of the following areas:
    - i. Venue Development and Investment – development of venues, venue procurement and disposal, venue construction and renovation;
    - ii. Venue Operations – employed at any level in the day to day operation of venues;
    - iii. Venue Administration – management or development of venue resources in the areas of: business operations, human resources management, information technology, financial administration, sales and marketing, legal, training or risk management; or
    - iv. Teaching or research in the area of venue management.
  - (b) **Allied member - Allied members** shall be persons who wish to be allied to the public venue industry for professional reasons who do not fulfil the requirements for Active or Student membership.
  - (c) **Young professional member - Young professional members** shall be persons who qualify for active membership or allied membership and are less than 30 years of age at the date of first becoming a member or renewing their membership (as the case may be). Such members shall not be elected to the **board** and do not hold any rights to the voting of motions, elections or nominations at any AGM or emergency/special general meeting. However they may hold positions (excluding chair) on committees or sub-committees.
  - (d) **Fellow – Fellows** shall be persons who have maintained a continuous financial membership of the VMA, at the active or allied level, for at least 15 years. Additionally, any person who is a financial member of the VMA and has rendered special services either to the VMA or to the venue management profession may at the **board's** discretion be eligible for fellowship.
  - (e) **Student member - Student members** shall be persons who are currently studying a venue or associated industry course at a recognised education institution, but are not actively working in a full time position within the **active member** or **allied member** classifications. Such members shall not be elected to the **board** or hold any position on committees or sub-committees and do not hold any rights to the voting of motions, elections or nominations at any AGM or emergency/ special **general meeting**. The purpose of this membership classification is to foster association membership with the **company** to those students who are looking toward the public venue management or allied industries as a career.
  - (f) **Honorary member** - The **board** may admit honorary members or any other classification of membership on such terms and conditions as it deems appropriate and such other membership may be at a cost to the member. Such membership shall not be eligible for election to the **board** and do not hold any rights to the voting of motions, elections, nominations of any AGM or Emergency/Special General meeting, unless specified elsewhere.
- 10.3 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
    - i. name
    - ii. address
    - iii. any alternative address nominated by the member for the service of notices, and
    - iv. date the member was entered on to the register.

- (b) for each person who stopped being a member in the last 7 years:
  - i. name
  - ii. address
  - iii. any alternative address nominated by the member for the service of notices, and
  - iv. dates the membership started and ended.

10.4 The **company** must give current members access to the register of members.

10.5 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

10.6 The joining fee and annual subscription payment for **active members, allied members, young professional members** and **fellows** may only be increased by an ordinary resolution of members. The **board** may in its discretion discount the joining fee and annual subscription payment for members. There shall be no joining fee for **student members** and the **board** may in its discretion determine the annual subscription fee (if any) for **student members**. No fees are payable by honorary members.

#### 11. Who can be a member

A person who meets the criteria for at least one of the classes of membership set under clause 10.2 is eligible to apply to be a member of the company under clause 12.

#### 12. How to apply to become a member

A person may apply to become a member of the **company** by writing to the **company** stating that they:

- (a) want to become a member and nominate the class of membership being sought;
- (b) satisfy the **company** that they meet the criteria for one or more of the membership classes set out in clause 10.2, and
- (c) agree to comply with the **company's** constitution.

#### 13. Directors decide whether to approve membership

13.1 The directors must consider an application for membership within a reasonable time after the **company** receives the application.

13.2 If the directors approve an application, subject to receipt by the **company** from the applicant of the prescribed joining fee and annual subscription payment for the current year, the **company** must as soon as possible:

- (a) enter the new member on the register of members, and
- (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).

13.3 If the directors reject an application, the **company** must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

13.4 The **company** may delegate any of the functions under this clause 13 to the chief executive or other executive officer of the **company**.

#### 14. When a person becomes a member

An applicant will become a member when they are entered on the register of members.

#### 15. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) resign, by writing to the **company**
- (c) are expelled under clause 17, or
- (d) after receiving notice from the **company**, fail to pay the membership subscription within a period of three calendar months after it has become due.

## Dispute resolution and disciplinary procedures

### 16. Dispute resolution

- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
  - (b) one or more directors, or
  - (c) the **company**.
- 16.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
  - (b) agree or request that a mediator be appointed, and
  - (c) attempt in good faith to settle the dispute by mediation.
- 16.5 The mediator must:
- (a) be chosen by agreement of those involved, or
  - (b) where those involved do not agree:
    - i. for disputes between members, a person chosen by the directors, or
    - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 16.6 A mediator chosen by the directors under clause 16.5(b)(i):
- (a) may be a member or former member of the **company**
  - (b) must not have a personal interest in the dispute, and
  - (c) must not be biased towards or against anyone involved in the dispute.
- 16.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
  - (b) allow those involved a reasonable chance to review any written statements
  - (c) ensure that those involved are given natural justice, and
  - (d) not make a decision on the dispute.

### 17. Disciplining members

- 17.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
- (a) the member has breached this constitution, or
  - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.
- 17.2 At least 14 days before the directors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member
  - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
  - (c) what the member is said to have done or not done
  - (d) the nature of the resolution that has been proposed, and
  - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 17.3 Before the directors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
  - (b) speaking at the meeting.
- 17.4 After considering any explanation under clause 17.3, the directors may:
- (a) take no further action
  - (b) warn the member
  - (c) suspend the member's rights as a member for a period of no more than 12 months
  - (d) expel the member

- (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
  - (f) require the matter to be determined at a **general meeting**.
- 17.5 The directors cannot fine a member.
- 17.6 The secretary must give written notice to the member of the decision under clause 17.4 as soon as possible.
- 17.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## General meetings of members

### 18. General meetings called by directors

- 18.1 The directors may call a **general meeting**.
- 18.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
  - (b) hold the **general meeting** within 2 months of the members' request.
- 18.3 The percentage of votes that members have (in clause 18.2) is to be calculated as at midnight before the members request the meeting.
- 18.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
  - (b) sign the request, and
  - (c) give the request to the **company**.
- 18.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

### 19. General meetings called by members

- 19.1 If the directors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 19.2 To call and hold a meeting under clause 19.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
  - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost, and
  - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 19.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

### 20. Annual general meeting

- 20.1 A **general meeting**, called the annual **general meeting**, must be held at least once in every calendar year.
- 20.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **company's** activities
  - (b) a review of the **company's** finances
  - (c) any auditor's report
  - (d) the election of directors, and
  - (e) the appointment and payment of auditors, if any.
- 20.3 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 20.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.



## 21. Notice of general meetings

- 21.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
  - (b) each director, and
  - (c) the auditor (if any).
- 21.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
  - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
  - (b) appoint a director in order to replace a director who was removed, or
  - (c) remove an auditor.
- 21.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
  - (b) the general nature of the meeting's business
  - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
  - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
    - i. the proxy does not need to be a member of the **company**
    - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
    - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 21.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

## 22. Quorum at general meetings

- 22.1 For a **general meeting** to be held, at least 25% of members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. If a quorum is not present, the meeting shall stand adjourned for a period of 15 minutes and if at the adjourned meeting a quorum is still not present, the members present shall constitute a quorum.
- 22.2 During any adjournment period, the members present may be presented with reports of a general nature provided they do not require resolution during that adjournment period.

## 23. Auditor's right to attend meetings

- 23.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 23.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

## 24. Using technology to hold meetings

- 24.1 The **company** 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.
- 24.2 Anyone using this technology is taken to be present in person at the meeting.

## 25. Chairperson for general meetings

- 25.1 The **president** is entitled to chair **general meetings**.
- 25.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
- (a) there is no **president**, or
  - (b) the **president** is not present within 15 minutes after the starting time set for the meeting, or

- (c) the **president** is present but says they do not wish to act as chairperson of the meeting.

## 26. Role of the chairperson

- 26.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 26.2 The chairperson does not have a casting vote.

## 27. Adjournment of meetings

- 27.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 27.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## Member's resolutions and statements

### 28. Members' resolutions and statements

- 28.1 Members may not less than 21 days before a **general meeting** give:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (member's resolution), and/or
  - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 28.2 A notice of a member's resolution must set out the wording of the proposed resolution and be signed by the member proposing the resolution.
- 28.3 A request to distribute a member's statement must set out the statement to be distributed and be signed by the member making the request.
- 28.4 If the **company** has been given notice of a member's resolution under clause 28.1(a), the resolution must be considered at the next **general meeting**.
- 28.5 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

### 29. Company must give notice of proposed resolution or distribute statement

- 29.1 If the **company** has been given a notice or request under clause 28:
- (a) in time to send the notice of proposed member's resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
  - (b) too late to send the notice of proposed member's resolution or a copy of the member's statement to members with a notice of meeting, then the member who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed member's resolution or a copy of the member's statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.
- 29.2 The **company** does not need to send the notice of proposed member's resolution or a copy of the member's statement to members if:
- (a) it is more than 1,000 words long;
  - (b) the directors consider it may be defamatory;
  - (c) clause 29.1(b) applies, and the member who proposed the resolution or made the request has not paid the **company** enough money to cover the cost of sending the notice of the resolution or a copy of the statement to members, or
  - (d) in the case of a proposed member's resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

### 30. Circular resolutions of members

- 30.1 Subject to clause 30.3, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).

- 30.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 30.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
  - (b) for passing a **special resolution**, or
  - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 30.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 30.5 or clause 30.6.
- 30.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 30.6 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## Voting at general meetings

### 31. How many votes a member has

Each member has one vote.

### 32. Challenge to member's right to vote

- 32.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 32.2 If a challenge is made under clause 32.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### 33. How voting is carried out

- 33.1 Voting must be conducted and decided by:
- (a) a show of hands
  - (b) a vote in writing, or
  - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 33.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 33.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 33.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

### 34. When and how a vote in writing must be held

- 34.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least ten **members present**
  - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
  - (c) the chairperson.
- 34.2 A vote in writing must be taken when and how the chairperson directs, unless clause 34.3 applies.
- 34.3 A vote in writing must be held immediately if it is demanded under clause 34.1:
- (a) for the election of a chairperson under clause 25.2, or
  - (b) to decide whether to adjourn the meeting.
- 34.4 A demand for a vote in writing may be withdrawn.

### 35. Appointment of proxy

- 35.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 35.2 A proxy does not need to be a member.

- 35.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- speak at the meeting
  - vote in a vote in writing (but only to the extent allowed by the appointment), and
  - join in to demand a vote in writing under clause 34.1.
- 35.4 An appointment of proxy (proxy form) may be in the common or usual form and must be signed by the member appointing the proxy and contain:
- the member's name and address
  - the **company's** name
  - the proxy's name or the name of the office held by the proxy, and
  - the meeting(s) at which the appointment may be used.
- 35.5 A proxy appointment may be standing (ongoing).
- 35.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 21.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 35.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 35.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- dies
  - is mentally incapacitated
  - revokes the proxy's appointment, or
  - revokes the authority of a representative or agent who appointed the proxy.
- 35.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

### 36. Voting by proxy

- 36.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 36.2 When a vote in writing is held, a proxy:
- does not need to vote, unless the proxy appointment specifies the way they must vote
  - if the way they must vote is specified on the proxy form, must vote that way, and
  - if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

## Directors

### 37. Number of directors

The **company** must have at least three and no more than twelve directors comprising not more than ten **active members** and not more than two **allied members**. In addition, if the immediate past **president** is not a member of the **board**, the immediate past **president** shall for a period of 12 months following retirement as **president** be entitled to receive notice of and attend **board** meetings in an ex-officio capacity with no voting rights.

### 38. Election and appointment of directors

- 38.1 Apart from directors appointed under clauses 38.3 or 38.4, the election of directors shall take place in the following manner:
- Twenty-one days before the closing date for nominations for the election of directors, the secretary shall send a notice to all members of the **company** requesting nominations from suitable candidates, both **active members** and **allied members**, with details of the number of vacancies available in each class.
  - This notice will also contain the names of any members of the **board** who are retiring and from which class (active or allied), together with nomination forms and other instructions.
  - The nomination forms will state the specified closing date for receipt at the offices of the **company**
  - At the close of business on the specified closing date for the receipt of nominations, the secretary will validate all nomination forms for compliance and eligibility for nomination as a director in accordance with clause 38.2.

- (e) If at this time, the number of nominations received is equal to or less than the number of vacant positions in each class no further election process will take place.
- (f) If there are more nominations received than vacant positions in each class, no later than seven days from the date of receipt of nominations, the secretary shall issue a notice containing a list of candidates and their particulars; instructions on completing an enclosed ballot paper together with the returning address and deadline.
- (g) Within seven days from the date of the notice issued by the secretary to members, all completed ballot papers must be received at the address provided on the ballot form or notice of election.
- (h) Within seven days of the date for receipt of ballot papers, the results of the election of directors will be announced by mail or email to all financial members.

38.2 A person is eligible for election as a director of the **company** if they:

- (a) are a member of the **company**;
- (b) are nominated by two members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting);
- (c) in the case of an **active member** the person has been an **active member** for at least two years in the past five years and meets at least two of the following criteria:
  - i. completed the Venue Management School or equivalent qualification;
  - ii. served on any VMA committee in any capacity;
  - iii. attended at least two VMA annual congresses in the past five years;
  - iv. attended any VMA training, professional development, educational or other seminar;
  - v. been a venue manager or held a senior position in the venue industry for a minimum of four years;
  - or
  - vi. been a CEO, MD or GM of a major venue for at least two years;
- (d) in the case of an **allied member** the person has been an **allied member** for at least two years in the past five years and has been engaged in providing goods or services to the venue industry for a minimum of three years;
- (e) give the **company** their signed consent to act as a director of the **company**; and
- (f) are not ineligible to be a director under the **Corporations Act**.

38.3 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:

- (a) is a member of the **company**;
- (b) meets the criteria set out in clause 38.2(c) or (d), as applicable;
- (c) gives the **company** their signed consent to act as a director of the **company**; and
- (d) is not ineligible to be a director under the **Corporations Act**.

38.4 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

### 39. Election of president and other office bearers

39.1 As soon as practicable after the election of the **board**, the directors (both **active members** and **allied members**) must elect directors to fill the following offices:

- (a) A president who must be an **active member**. The **president** shall hold office for three years during which the **president** will not be required to retire or stand for election as a **board** member. Upon expiry of the **president's** term of office, the **president** shall be required to retire as a **board** member and shall not be eligible for re-election as **president** for the next successive period of three years, but is eligible for election as a **board** member if he or she has served less than nine consecutive years on the **board**.
- (b) A chairperson of the Finance Audit and Risk Committee, who shall also be the treasurer.
- (c) A chairperson of the Membership Committee.
- (d) A chairperson of the Professional Development Committee who shall also be the **board's** representative on the Venue Management School Committee.

(e) A chairperson of the VMA Congress Committee.

39.2 All office bearers, other than the **president**, shall retire annually but shall be eligible for re-election if they remain on the **board**.

39.3 If the **president** retires or otherwise ceases to be **president** during his or her term, the chairman of the Finance Audit and Risk Committee will assume the role of **president** but only up to the time of the next general election or until the **board** has elected a new **president** under clause 39.1.

#### 40. Term of office

40.1 At each annual **general meeting**:

- (a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
- (b) subject to clause 39.1(a), any Director who has served on the Board for a period of at least three years since last being elected must retire.

40.2 Other than a director appointed under clause 38.3, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.

40.3 A director who retires under clause 40.1 may nominate for election or re-election, subject to clause 40.6.

40.4 A director who has held office for a continuous period of nine years or more is not eligible to be appointed as a director for a period of at least 12 months following their retirement.

#### 41. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**
- (b) die
- (c) are removed as a director by a resolution of the members
- (d) cease being a member of the **company**
- (e) are absent for three consecutive directors' meetings without approval from the directors,
- (f) holds any office of profit under the **company**,
- (g) are directly or indirectly interested in any contract or proposed contract with the **company** and fails to declare the nature of interest in the manner required by law; or
- (h) become ineligible to be a director of the **company** under the **Corporations Act** or at law.

### Powers of directors

#### 42. Powers of directors

42.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purposes set out in clause 6.

42.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.

42.3 The directors must decide on the responsible financial management of the **company** including:

- (a) any suitable written delegations of power under clause 43, and
- (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

42.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

42.5 The Directors may appoint the chief executive of the company to hold the office of company secretary.

#### 43. Delegation of directors' powers

43.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.

43.2 The delegation must be recorded in the **company's** minute book.

#### 44. Payments to directors

- 44.1 The **company** must not pay fees to a director for acting as a director.
- 44.2 The **company** may:
- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
  - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 44.3 Any payment made under clause 44.2 must be approved by the directors.
- 44.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

#### 45. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **company**, or
- (b) a director and the secretary.

### Duties of directors

#### 46. Duties of directors

The directors must comply with their duties as directors under legislation and common law (judge-made law), which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the purposes of the **company** set out in clause 6
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 47
- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the **company** to operate while it is insolvent.

#### 47. Conflicts of interest

- 47.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- (a) to the other directors, or
  - (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 47.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 47.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 47.4:
- (a) be present at the meeting while the matter is being discussed, or
  - (b) vote on the matter.
- 47.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of the **company**, and the other members have the same interest
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 64)
- (c) their interest relates to a payment by the **company** under clause 63 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
  - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
  - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

## Directors' meetings

### 48. When the directors meet

The directors may decide how often, where and when they meet.

### 49. Calling directors' meetings

- 49.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 49.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

### 50. Chairperson for directors' meetings

- 50.1 The **president** is entitled to chair directors' meetings.
- 50.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **president** is:
  - (a) not present within 30 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as chairperson of the meeting.

### 51. Quorum at directors' meetings

- 51.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 51.2 A quorum must be present for the whole directors' meeting.

### 52. Using technology to hold directors' meetings

- 52.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 52.2 The directors' agreement may be a standing (ongoing) one.
- 52.3 A director may only withdraw their consent within a reasonable period before the meeting.

### 53. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

### 54. Circular resolutions of directors

- 54.1 The directors may pass a circular resolution without a directors' meeting being held.
- 54.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 54.3 or clause 54.4.
- 54.3 Each director may sign:



- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 54.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 54.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 54.3 or clause 54.4.

## Minutes and records

### 55. Minutes and records

- 55.1 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
  - (b) minutes of circular resolutions of members
  - (c) a copy of a notice of each **general meeting**, and
  - (d) a copy of a members' statement distributed to members under clause 29.
- 55.2 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
  - (b) minutes of circular resolutions of directors.
- 55.3 To allow members to inspect the **company's** records:
- (a) the **company** must give a member access to the records set out in clause 55.1, and
  - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 55.2 and clause 56.1.
- 55.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
  - (b) the chairperson of the next meeting.
- 55.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

### 56. Financial and related records

- 56.1 The **company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 56.2 The **company** must also keep written records that correctly record its operations.
- 56.3 The **company** must retain its records for at least 7 years.
- 56.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

## By-laws

### 57. By-laws

- 57.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 57.2 Members and directors must comply with by-laws as if they were part of this constitution.

## Notice

### 58. What is notice

- 58.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 59 to 61, unless specified otherwise.

### 59. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:

- (a) delivering it to the **company's** registered office
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided
- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **company** to the members as the **company's** fax number.

#### 60. Notice to members

60.1 Written notice or any communication under this constitution may be given to a member:

- (a) in person;
- (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
- (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
- (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

60.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

#### 61. When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and
- (d) given under clause 60.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

## Financial year

#### 62. Company's financial year

The **company's** financial year is from 1 January to 31 December unless the directors pass a resolution to change the financial year.

## Indemnity, insurance and access

#### 63. Indemnity

63.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.

63.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

63.3 In this clause, 'to the relevant extent' means:

- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
- (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

63.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

#### 64. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

#### 65. Directors' access to documents

65.1 A director has a right of access to the financial records of the **company** at all reasonable times.

65.2 If the directors agree, the **company** must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors, and
- (b) any other documents referred to in those documents.

### Winding up

#### 66. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**.

#### 67. Distribution of surplus assets

67.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more entities:

- (a) with purposes similar to, or inclusive of, the purposes in clause 6, and
- (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

67.2 The decision as to the entity or entities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

### Definitions and interpretation

#### 68. Definitions

In this constitution:

**active member** means a member of the **company** who satisfies the criteria set out in clause 10.2(a)

**allied member** means a member of the **company** who satisfies the criteria set out in clause 10.2(b)

**board** means the board of directors of the **company**.

**company** means the **company** referred to in clause 1

**Corporations Act** means the *Corporations Act 2001* (Cth)

**fellow** means a member of the **company** who satisfies the criteria set out in clause 10.2(d);

**general meeting** means a meeting of members and includes the annual **general meeting**, under clause 20.1

**member present** means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

**president** means a person elected by the directors to be the **company's** president under clause 39

**special resolution** means a resolution:

- i. of which notice has been given under clause 21.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

**student member** means a member of the **company** who satisfies the criteria set out in clause 10.2(e);

**surplus assets** means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up;

**young professional member** means a member of the **company** who satisfies the criteria set out in clause 10.2(c).

#### **69. Reading this constitution with the Corporations Act**

- 69.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 69.2 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

#### **70. Interpretation**

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression,
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations);
- (c) where there is reference to a period of days, such period shall exclude gazetted public holidays in the State where the office of the **company** is located.