A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

AUSTRALIAN STRINGS ASSOCIATION LIMITED

(amended 26 November 2026)

TABLE OF CONTENTS

Heading	*Article No.*	*Page No.*
Exclusion of Replaceable Rules	1	4
Definitions and Interpretation	2	4
Objects	3	5
Application of Income and Property	4	6
Liability of Members	5	6
Contribution of Members on Winding Up	6	6
Distribution of Property on Winding Up	7	7
Eligibility, Application and Admission	8 – 11	7
Register of Members	12 – 13	8
Structure of the Company and State Chapter Sub-Committee	14	8
Discipline of Members	15 – 17	8
Cessation of Membership	18 – 21	8
Annual General Meeting and Conference	22	9
Convening General Meeting	23	9
Notice of General Meeting	24 – 27	10
Chairperson of General Meetings	28	11
Quorum for General Meeting	29	11
Adjournment of General Meetings	30 – 31	11
Voting at General Meetings	32 – 39	12
Proxies	40 – 44	13
Appointment and Removal of Directors	45 – 54	14
Defects in Appointments of Directors	55	16
Rotation of Directors	56	16

Remuneration of Directors	57	17
Powers and Duties of Directors	58 – 60	17
Meetings of Directors	61	18
Convening Meetings of Directors	62	18
Quorum for Directors' Meetings	63	18
Appointment of President and Office Bearers	64	19
Voting at Directors' Meetings	65	19
Alternate Directors	66	19
Delegation of Powers and National Consultancy Committee	67	20
Electronic Meetings of Directors	68	21
Circulating Resolutions	69	21
Directors' Conflicts of Interest	70	22
Chief Executive Officer	71 – 72	22
Minutes	73 – 75	23
Accounts	76	23
Audit	77	23
Inspection of Records	78	24
Dividends and Reserves	79	24
Execution of Documents	80	24
By Laws	81	25
Alteration of Constitution	82	25
Notices	83	25
Officers: Indemnities and Insurance	84 – 86	25
Winding Up	87 – 88	26

CORPORATIONS LAW
A COMPANY LIMITED BY GUARANTEE

CONSTITUTION OF

AUSTRALIAN STRINGS ASSOCIATION LIMITED

PRELIMINARY

EXCLUSION OF REPLACEABLE RULES

1. The replaceable rules contained in the Law do not apply to the Company.

DEFINITIONS AND INTERPRETATION

2. In this Constitution -

(i) “Board” means the National Executive Committee which is the Board of Directors of the Company.

(ii) “the Company” means Australian Strings Association Limited.

(iii) “Directors” means Executive Committee Members who are the directors of the Company.

(iv) "Editorial Team" means a team that may consist of a Journal Editor and an Editorial Chair and any other person required to be appointed to that team in accordance with Article 45(ii).

(v) “Law” means the Corporations Act 2001 or any statutory modification or re-enactment of that Law.

(vi) "Member" means any person or corporation admitted to membership of the Company in accordance with Article 8.

(vii) "National Consultancy Committee" means the committee established by the Directors as set out in Article 67(ii).

(viii) "National Executive Committee" means the Board of Directors of the Company.

(ix) "National Executive Committee Member" means a director of the Company.

(x) "Office Bearers" means the Secretary and Treasurer and any other Director appointed to an office in accordance with Article 64(iv).

(xi) “Seal” means the common seal of the Company (if any).

(xii) “Secretary” means the secretary of the Company, and if there are joint secretaries, any one or more of such joint secretaries.

(xiii) "State Chapter Sub-Committee" means the State Chapter Sub-Committee as set out in Article 14(b).

(xiv) Unless otherwise stated, provisions in this Constitution have the same meaning as identical provisions in the Law.

(xv) Words importing any one gender shall include all genders and the singular shall include the plural and the plural the singular unless otherwise stated.

OBJECTS

3. The objects for which the Company is established are:

(i) To promote and foster the highest standards at all levels of playing and teaching of bow-string instruments throughout Australia;

(ii) To promote communications, interactions and exchange of information between all persons connected with the playing and teaching of bow-string instruments;

(iii) To promote the awareness of the teaching of bow-string instruments within the general education system and to seek to have the study of instrumental music an integral part of school;

(iv) To promote the improvement of the standard of teaching, playing, conducting, production and repair of bow-string instruments of all types;

(v) To promote the writing of music for bow-string instruments;

(vi) To promote performances by bow-string instruments;

(vii) To promote the establishing of bow-string instrument instruction courses in the curriculum of teacher training institutions;

(viii) To promote the improvement of the standard of bow-string instruments available for use in teaching;

(ix) To enter into any form of amalgamation, affiliation, alliance or union with, or co-operate, combine or join with, either in whole or in part, any club, association, or organisational body having objects altogether or in part similar to any of those of this Company, or to make any arrangement therefor either generally or for any particular occasion, purpose or event;

(x) To do any other lawful thing which may be in any way incidental to and not inconsistent with these objects;

(xi) To serve as a national co-ordinating body for local and regional bodies with similar or related aims;

(xii) To hold national and state level workshops and conferences;

(xiii) To publish the journal "Stringendo" or any other publication that promotes the objects of the Company;

(xiv) To use the media in **carry** out the objects of the Company;

(xv) To liase with any other body in the world that is similar to the Company.

APPLICATION OF INCOME AND PROPERTY

4. (i) The income and property of the Company however derived will be applied solely towards the promotion of the objects of the Company as set out in this Constitution, and no portion of the income or the property of the Company will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members of the Company.

(ii) No Member of the governing body of the Company will be appointed to any salaried office of the Company or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth will be paid or given by the Company to any Member of such governing body except repayment of out-of-pocket expenses and payment of interest (at a rate not exceeding the 180 day bank bill rate) on money lent or reasonable and proper rent for premises leased to the Company. Notwithstanding this, nothing in this Constitution shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any Member of the Company in return for any services actually rendered to the Company nor for goods supplied in the ordinary course of business, nor prevent the payment of interest aforesaid on money borrowed from any Member of the Company or reasonable and proper rent for premises leased by any Member to the Company.

(iii) Nothing in this Article will prevent the provision of any benefit in good faith to a Member of the Company for the purposes of the Company as set out in the previous Article.

LIABILITY OF MEMBERS

5. The liability of the Members is limited.

CONTRIBUTION OF MEMBERS ON WINDING UP

6. Every Member of the Company undertakes to contribute an amount not exceeding twenty dollars ($20.00) to the assets of the Company in the event of the Company being wound up while he or she is a Member, or within one year of ceasing to be a Member. This contribution is for the payment of the debts and liabilities of the Company contracted whilst the Member or past Member was a Member of the Company, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors or Members amongst themselves.

DISTRIBUTION OF PROPERTY ON WINDING UP

7. Where on the winding up of the Company or dissolution of the Company, there is a surplus of assets after satisfying all the Company's liabilities and expenses, the surplus will not be paid or distributed to the Members of the Company but will be given or transferred to such other institution or company having similar objects to those of the Company as described in this Constitution, and is an institution or body and which prohibits the distribution of income, profit or assets to its Members. Such institution or company will be determined by the Members of the Company on or before the time of such winding up or dissolution, failing such determination the institution or company shall be determined by application to the Supreme Court in the State of incorporation.

MEMBERSHIP

ELIGIBILITY, APPLICATION AND ADMISSION

8. Any person or corporation (incorporated or otherwise) committed to the objects of the Company and who plays, teaches, repairs or otherwise has an interest in bowed string instruments may be a Member of the Company, provided:

   (i) Application for membership is made on the prescribed Application Form and the determined fee has been paid. For the purposes of this clause the determined fee and the annual subscription fee shall be the amount determined by the National Executive Committee from time to time,

   (ii) The person or corporation agrees in writing to pay the annual subscription fee determined by the National Executive Committee from time to time;

   (iii) The person or corporation agrees in writing to provide a guarantee of not less than twenty dollars ($20.00) to defray such liabilities and expenses of the Company upon its winding up or dissolution;

   (iv) The Application for Membership has been accepted by the Board and such acceptance may be determined by the Board using any criteria as the Board alone may determine; and

   (v) The name of the Member has been entered in the Register of Members.

9. The Board may decline any application for membership and is not bound to give reasons why the application was not accepted.

10. The first Members of the Company shall be the subscribers to this Constitution and they shall not be required to apply for membership.

11. The minimum number of Members shall be twenty (20).

REGISTER OF MEMBERS

12. (i) The Company Secretary will maintain a Register of Members of the Company at the Company's registered office.

(ii) When an applicant has been accepted for membership the Secretary will cause the Member's name to be entered in the Register of Members and will send to the Member written notice of the acceptance.

13. The address of a Member in that Register will be the address of the Member for the purpose of service of any notices to Members. The rights of any Member will not be transferable.

STRUCTURE OF THE COMPANY AND STATE CHAPTER SUB-COMMITTEE

14. (a) The Members of the Company shall be divided into geographic divisions delineated by the State and Territory boundaries and called State Chapters. Unless otherwise determined by the National Executive Committee, the test as to which Chapter a Member shall belong is domicile.

(b) Each State Chapter shall have a sub-committee consisting of at least five persons including the Chairperson. Each State Chapter Sub-Committee shall be answerable to the National Executive Committee and shall be governed in accordance with Article 45(iii), 58 (iii) - (vi) and 61.

DISCIPLINE OF MEMBERS

15. The Board may by a two-thirds majority vote expel, or by a majority vote suspend, or otherwise discipline any Member of the Company for conduct inconsistent with this Constitution or which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company, provided that the Member receives 14 days written notice of any proposal to discipline and reasonable opportunity is given for the Member to be heard in relation to the proposal for discipline.

16. Any Member excluded from the Company may at any time apply to the Board to be readmitted as a Member.

17. No person may be a Director of the Company following expulsion or during suspension as a Member unless such a person is subsequently readmitted as a Member.

CESSATION OF MEMBERSHIP

18. Membership of the Company will terminate upon:

(i) The Company Secretary receiving from a Member a letter of resignation;

(ii) A Member being expelled or suspended in accordance with this Constitution;

(iii) If the annual subscription fee of the member remains unpaid for a period of three months after it becomes due providing the provisions of Article 15 have first been complied with; and

(iv) The death of a Member.

19. A Member whose membership of the Company is terminated will be liable for all moneys due by that Member to the Company in addition to any sum not exceeding twenty dollars ($20.00) for which the Member is liable under Article 6 of this Constitution.

20. A Member whose membership is terminated will not make any claim, monetary or otherwise, on the Company, its funds or property except as a creditor thereof.

21. Any person or corporation who for any reason ceases to be a Member shall no longer represent themselves in any manner as being a Member.

MEETINGS OF MEMBERS

ANNUAL GENERAL MEETING AND CONFERENCE

22. (i) Subject to the Law, a general meeting shall be held at least once in every calendar year and within the period of five (5) months after the end of the financial year at such time and place as may be determined by the Directors. The abovementioned general meeting shall be called the "Annual General Meeting" and all other meetings of the Company shall be called "general meetings".

(ii) The business of the Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:

(a) the consideration of the Annual Financial Report, Directors' Report and Auditors' Report;

(b) the election of Directors;

(c) the appointment of the auditor;

(d) the fixing of the auditor's remuneration.

(iii) The Members of the Company shall meet in Conference at least once in every three years **in conjunction with the Annual General Meeting of that year.** All articles in relation to General Meetings shall also apply in the same manner to the Conference.

CONVENING GENERAL MEETINGS

23. (i) Any Director may whenever he or she thinks fit convene a meeting of the Company's Members.

(ii) In accordance with section 249D of the Law, the Directors must convene a meeting of the Company's Members on the request of:

(a) Members with at least 5% of the votes that may be cast at the meeting; or

(b) at least 100 Members who are entitled to vote at the meeting.

The request must be in writing, state any resolution to be proposed at the meeting, be signed by the Members making the request and must be given to the Company.

(iii) In accordance with section 249E of the Law:

(a) Members with more than 50% of the votes of all the Members who make a request under Article 23(ii) may call and arrange to hold a meeting of the Company's Members if the Directors do not do so within 21 days after the request is given to the Company; and

(b) The Company must pay the reasonable expenses of the Members incurred because the Directors failed to call and arrange to hold the meeting; and

(c) The Company may recover the amount of the expenses from the Directors. However, a Director is not liable for the amount if they can prove that they took all reasonable steps to cause the Directors to comply with the request.

(iv) In accordance with section 249F of the Law, Members with at least 5% of the votes that may be cast at a meeting may call, and arrange to hold, a meeting of the Company's Members. The Members calling the meeting must pay the expenses of calling and holding the meeting.

NOTICE OF GENERAL MEETINGS

24. A notice of meeting of the Company's Members shall specify:-

(i) the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);

(ii) the general nature of the business to be transacted at the meeting; and

(iii) if a special resolution is to be proposed at the meeting and, if so, shall set out the intention to propose the special resolution and state the resolution; and

(iv) that the member has a right to appoint a proxy and the proxy does not have to be a Member of the Company.

25. The Company may hold a meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

26. Subject to the provisions of the Law relating to agreements for shorter notice, at least 21 days notice must be given of a meeting of the Company's Members.

27. (i) Notice of every meeting of the Company's Members shall be given in the manner authorised by Article 83 to -

(a) every Member and to every Director; and

(b) the auditor for the time being of the Company.

(ii) No other person is entitled to receive notices of meetings of the Company's Members.

CHAIRPERSON OF GENERAL MEETINGS

28. (i) The Chairperson of the Board, as determined by Article 64(i), shall preside as Chairperson at every General Meeting.

(ii) If there is no Chairperson or the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the **Deputy Chairperson** will be the Chairperson.

(iii) If the Deputy Chairperson is not present or is present but is unwilling to act for all or part of the meeting, the Members present shall elect one of their number to be Chairperson of the meeting (or part of it).

QUORUM FOR GENERAL MEETINGS

29. (i) No business shall be transacted at any meeting of the Company's Members unless a quorum of Members is present at the time when the meeting proceeds to business.

(ii) **A quorum of Members for a meeting is ten (10) Members present in person.**

(iii) For the purpose of determining whether a quorum is present, a person attending as a proxy, or as representing a body corporate that is a Member, shall be deemed to be a Member.

ADJOURNMENT OF GENERAL MEETINGS

30. If a quorum is not present within fifteen (15) minutes from the time appointed for the meeting:-

(i) where the meeting was convened upon the request of Members - the meeting shall be dissolved; or

(ii) in any other case:-

(a) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and

(b) if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, then the meeting shall be dissolved.

31. (i) The Chairperson shall adjourn a meeting of the Company's Members from time to time and from place to place if the Members present with a majority of votes that may be cast at that meeting agree or direct the Chairperson to do so. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(ii) When a meeting of the Company's Members is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iii) Except as provided by the preceding paragraph, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

32. (i) At any meeting of the Company's Members a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before a vote is taken or immediately after the declaration of the result of the show of hands) by a majority of the Members present in person or by proxy.

(ii) Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(iii) The demand for a poll may be withdrawn.

33. (i) If a poll is duly demanded, it shall be taken in such a manner as the Chairperson directs and unless the meeting is adjourned, the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.

(ii) A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately.

34. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting of the Company's Members at which the show of hands takes place or at which the poll is demanded will have a casting vote in addition to any vote the Chairperson may have in the capacity as a Member.

35. Subject to any rights or restrictions for the time being attached to any Member:-

(i) at meetings of the Company's Members or classes of Members each Member entitled to vote may vote in person or by proxy or attorney or representative; and

(ii) on a show of hands every person present who is a Member or a proxy or representative of a Member has one vote, and on a poll every person present in person or by proxy or attorney or representative has one vote.

36. If the membership is held jointly and more than one such joint Member votes, only the vote of the Member whose name appears first in the Register of Members counts.

37. If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his or her committee or trustee or such other person as properly has the management of his or her estate may exercise any rights of the Member in relation to a meeting of the Company's Members as if the committee, trustee or other person where the Member.

38. A Member is not entitled to vote at a meeting of the Company's Members unless all sums and fees presently payable by that Member in respect of the Company have been paid.

39. (i) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected is given or tendered.

(ii) Any such objection shall be referred to the Chairperson of the meeting of the Company's Members, whose decision is final.

(iii) A vote allowed pursuant to such an objection is valid for all purposes.

PROXIES

40. (i) A Member of the Company who is entitled to attend and cast a vote at a meeting of the Company's Members may appoint a person (whether or not a Member of the Company) as the Member's proxy to attend and vote for the Member at the meeting.

(ii) The Articles relating to voting by proxy in this Constitution shall also apply to the meetings of the State Chapter Sub-Committees. Alternate Directors are governed by Article 66.

41. (i) An instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or executed in accordance with the Law or under the hand of an officer or attorney duly authorised.

(ii) An instrument appointing a proxy may specify the manner in which the proxy is to vote on a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.

(iii) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

42. An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:-

(Name of Company)

I/We ..... being a member/ members of the abovenamed Company hereby appoint .....
of ..... or, in his or her absence, ...
of ..... as my/our proxy to vote for me/ us on my/our behalf at the meeting of the Company's members of the Company to be held on the ..... day of ....., 20.. and at any adjournment of that meeting.

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

SIGNED this ..... day of ....., 20..
* Strike out whichever is not desired # To be inserted if desired

43. An instrument appointing a proxy shall not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a copy of that power or authority certified by a solicitor or a notary public, is or are deposited not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, at the registered office of the Company or at such other place in Australia as is specified for that purpose in the notice convening the meeting.

44. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, providing no intimation in writing of the death, unsoundness of mind or revocation was made before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

DIRECTORS

APPOINTMENT AND REMOVAL OF DIRECTORS

45. (i) **The number of the Directors shall be not less than three (3). The Board of Directors shall also be known as the National Executive Committee** and shall consist of:

(a) The President;
(b) The Secretary;
(c) The Treasurer;
(d) One representative from each State or Territory Chapter Sub-Committee;
(e) One or two representatives from the Editorial Team; and
(f) Any other non-office holding Members that are appointed to be a Director of the Company and that may include the immediate past President or the President elect.

(ii) The National Executive Committee may appoint any person to be a member of the Editorial Team for an agreed term and any member of the Editorial Team may be

removed at any time by the National Executive Committee or as otherwise provided in this Constitution.

(iii) **At the first Annual General Meeting of the State Chapter Sub-Committee and at each third Annual General Meeting of the State Chapter Sub-Committee thereafter, the officers, other members and the National Executive Committee representative of the State Chapter Sub-Committee shall be elected from the Members of the State Chapter and such officers, other members and the representative of the National Executive Committee of the State Chapter Sub-Committee shall hold office until the third Annual General Meeting thereafter and shall then retire but shall be eligible for re-election.**

46. The Company may from time to time by resolution passed at a general meeting fix the number of Directors or increase or reduce the number of Directors (but so that the number shall be not less than three) and may also determine in what rotation (if any) the increased or reduced number is to go out of office.

47. The first Directors shall be appointed in writing by the person(s) specified in the application for the Company's registration under the Law as a person who consents to become a Member of the Company.

48. The Company may from time to time by resolution passed at a general meeting appoint a person to be a Director of the Company. The resolution may specify the period during which the Director is to hold office and if it does so specify the Director will cease to hold office at the expiration of that period but will be eligible for reappointment. If the Members' resolution does not specify the term of the Director's appointment, the Director will hold office in accordance with Article 56.

49. A Director of the Board must have the suitable qualifications, skills and experience to discharge the function of a Member of the Board as determined by the Board from time to time.

50. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a meeting of the Company's Members for that purpose.

51. (i) The Directors shall have power at any time and from time to time to:-

(a) appoint a new Director to fill any casual vacancy but, if the vacated office was held by a representative of a State Chapter Sub-Committee then the new Director must be appointed by that State Chapter Sub-Committee; and

(b) appoint additional Directors.

(ii) Any Director so appointed shall hold office only until the next following Annual General Meeting of the Company and shall then be eligible for a further appointment.

52. A Director must be a Member of the Company and shall be entitled to receive notices of and attend and speak at meetings of the Company's Members.

53. **The Company may from time to time by resolution passed at a general meeting remove any Director.**

54. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Law, the office of a Director becomes vacant if the Director:

(i) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(ii) resigns his or her office by notice in writing to the Company;

(iii) is absent without the consent of the Directors from three (3) consecutive meetings of the Board;

(iv) without the consent of the Company in general meeting holds any other office of profit under the Company; or

(v) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his or her interest as required by Article 70;

(vi) is expelled or suspended as a Member in accordance with Article 18.

DEFECTS IN APPOINTMENT OF DIRECTORS

55. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director or the State Chapter Sub-Committee or by any person acting as a meeting of that Committee, are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a Member of the committee, or to act as a Director, or that person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a Member of the committee.

ROTATION OF DIRECTORS

56. **With the exception of the Chief Executive Officer, the following provisions shall apply to all the Directors:-**

(i) The Directors shall be appointed in accordance with Article 48 for between 2 and 6 years as the National Executive Committee shall from time to time decide.

(ii) The Company at any general meeting at which any Directors retire may fill up the vacated office by appointing a like number of persons to be Directors and may fill up any other vacancies however, where a retiring Director was a representative of a State Chapter Sub-Committee then that vacated office must be filled by that State Chapter Sub-Committee.

(iii) If, at any Annual General Meeting at which the places of the retiring Directors are not filled up, the retiring Directors, or such of them as have not had their places filled up, shall (if willing to act) continue in office until the Annual General Meeting

in the next year and so on from year to year until their places are filled up, unless and except insofar as it shall be determined at such meeting to reduce the number of Directors.

(iv) Subject to the provisions of the Law the Company in general meeting may at any time by ordinary resolution remove any appointed or elected Director before the expiration of such Director's period of office and, if so desired, appoint another person in such Director's stead. The person so appointed shall hold office during such time only as the Director in whose place such Director is appointed would have held office if such Director had not been removed.

REMUNERATION OF DIRECTORS

57. The Directors shall not be paid by way of remuneration for their services provided that:-

(i) reimbursement of out-of-pocket expenses incurred in carrying out the duties of a Director shall be paid where the payment does not exceed the amount previously approved by the Board; or

(ii) payment for any service rendered to the Company in a professional or technical capacity shall be made where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or

(iii) payment is as an employee of the Company where the terms of employment have been approved by resolution of the Board.

POWERS AND DUTIES OF DIRECTORS & STATE CHAPTER SUB-COMMITTEES

58. (i) Subject to the Law and to any other provision of this Constitution, the business of the Company shall be managed by the Directors, who may pay all expenses incurred.

(ii) Without limiting the generality of the preceding paragraph, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or give any other security for a debt, liability or obligation of the Company or of any other person.

(iii) State Chapter Sub-Committees shall have power to manage the day to day affairs of each State Chapter **but shall be subject to the directions of the National Executive Committee on all matters of policy and budgetary commitments**. **The State Chapter Sub-Committees shall have power to raise money and expend that money with the prior approval of the National Executive Committee.**

(iv) State Chapter Sub-Committees shall have power to delegate any of their rights, powers and duties to branches of the State Chapter Sub-Committees. Any such branch shall be answerable to the State Chapter Sub-Committee of which it is a branch.

(v) The State Chapter Sub-Committees shall have power to operate a trading bank account to be called the Australian Strings Association (State) Chapter, but shall not have authority to overdraw the account without the prior written approval of the National Executive Committee.

(vi) The National Executive Committee shall be the only body with the power to bind the Australian Strings Association Limited as regards any third party.

59. (i) The Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

(ii) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

60. All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, executed, as the case may be in such manner as the Directors determine.

MEETINGS OF DIRECTORS

APPLICABILITY

61. (a) In this section consisting of Article 61 to 72, Board of Directors and Meetings of Directors shall be read as either the National Executive Committee or the State Chapter Sub-Committee as is applicable to the Committee under question.

(b) The Board of Directors may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

CONVENING MEETINGS OF DIRECTORS

62. **The Board of Directors may at any time, and a Secretary shall on the requisition of a Director, convene a meeting of the Directors.**

QUORUM FOR DIRECTORS' MEETINGS

63. At a meeting of the Directors, the number of Directors whose presence is necessary to constitute a quorum is such number as is equal to half of the total number of Directors plus one and if that number is not a whole number then the nearest whole number above, provided that each such person is a Director or an alternate Director and is entitled under the law to vote on a motion that may be moved at that meeting.

APPOINTMENT OF PRESIDENT AND OFFICE BEARERS

64. **(i) At the first Annual General Meeting following the retirement of the President, the Members by simple majority shall appoint the new President and will determine the period for which such President is to hold office. The President will be the Chairperson of the Board and shall preside as Chairperson at every General Meeting as set out in Article 28.**

(ii) Where a meeting of the Directors is held and:-

(a) a Chairperson has not been appointed as provided by the preceding paragraph; or

(b) the person so elected is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,

the Directors present shall elect one of their number to be Chairperson of such meeting or part of it.

(iii) Office Bearers of the Company as defined in Article 2 will be elected by the Board by a simple majority for a term to be agreed and otherwise in accordance with Article 56.

(iv) The number and duties of the Office Bearers shall be determined by the Board from time to time and until or if not determined the number shall be as set in Article 2.

(v) An Office Bearer, including the Chairperson, may be elected for more than one successive term.

VOTING AT DIRECTORS' MEETINGS

65. (i) Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.

(ii) In a case of an equality of votes, the Chairperson of the meeting shall not have a casting vote in addition to any vote the Chairperson may have in the capacity as a Director.

ALTERNATE DIRECTORS

66. (i) A Director may, with the approval of the other Directors, appoint a person (who must also be a Member of the Company) to be an alternate Director in his or her or her place during such period as he or she thinks fit.

(ii) An alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his or her stead.

(iii) An alternate Director may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate Director shall be deemed to be the exercise of the power by the appointor.

(iv) An alternate Director is required to have membership qualifications to be an alternate Director.

(v) The appointment of an alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the alternate Director has not expired, and terminates in any event if the appointor ceases to hold office as a Director.

(vi) An appointment, or the termination of an appointment, of an alternate Director shall be effected by a notice in writing served on the Company and signed by the Director who makes or made the appointment.

DELEGATION OF POWERS AND NATIONAL CONSULTANCY COMMITTEE

67. (i) The Directors may delegate any of their powers to a committee or committees as they think fit.

(ii) The Directors may also consult or request advice from or delegate any of their powers to the National Consultancy Committee that will consist of such members as are appointed by the Directors and that will be governed in accordance with this Article 67.

(iii) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.

(ii) The Members of such a committee may elect one of their number as Chairperson of their meetings.

(iii) Where such a meeting is held and:

(a) a Chairperson has not been elected as provided by the preceding paragraph; or

(b) the person so elected is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,

the Members present shall elect one of their number to be Chairperson of the meeting or part of it.

(iv) A committee may meet and adjourn as it thinks proper.

(v) Questions arising at a meeting of a committee shall be determined by a majority of votes of the Members present and voting.

(vi) In the case of an equality of votes, the Chairperson shall not have a casting vote in addition to any vote the Chairperson may have in the capacity as a committee Member.

ELECTRONIC MEETINGS OF DIRECTORS

68. (i) A meeting of Directors may be called or held using any technology consented to by all the Directors. A consent of a Director for the purposes of this Article may be a standing one. A Director may only withdraw his or her consent within a reasonable time before the meeting of Directors.

(ii) For the purposes of this Constitution, the contemporaneous linking together by an instantaneous communication device of a number of Directors not less than the quorum, whether or not any one or more of the Directors is out of Australia, shall be deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to meetings of the Directors shall apply to any such meeting held by an instantaneous communication device so long as the following conditions are met:

(a) All the Directors for the time being entitled to receive notice of the meeting of Directors (including any alternate for any Director) shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by this Constitution; and

(b) Each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part from the commencement of the meeting.

(iii) A Director may not leave a meeting held by an instantaneous communication device by disconnecting his or her instantaneous communication device unless he or she has previously expressly notified the Chairperson of the meeting of his or her intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his or her leaving the meeting.

(iv) A minute of the proceedings at meetings held by an instantaneous communication device shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

(v) For the purpose of this Article “instantaneous communication device” shall include telephone, television or any other audio and/or visual device which permits instantaneous communication.

CIRCULATING RESOLUTIONS

69. (i) If a majority of the Directors entitled to vote on a resolution have signed a document containing a statement that they are in favour of a resolution of the

Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed. The resolution shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was last signed by a Director.

(ii) For the purposes of the preceding Article, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate document.

DIRECTORS' CONFLICTS OF INTEREST

70. (i) Subject to the Law no Director shall be disqualified by his or her office from contracting or entering into any arrangement with the Company either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or agreement, by reason of such Director holding that office or of the fiduciary relation thereby established, but every Director shall observe the provisions of Section 191 of the Law relating to the disclosure of the interest of Directors which might create duties or interests in conflict with their duties or interests as Directors as if the Company were a proprietary company.

(ii) Subject to the Law, a Director shall not as a Director be present at a meeting of Directors or vote in respect of any contract or arrangement in which such Director has an interest in the manner described in the preceding Article being considered at that meeting.

(iii) A Director who is interested in any contract or arrangement as aforesaid may notwithstanding such interest attest the affixing of the Seal of the Company to any document evidencing or otherwise connected with such contract or arrangement.

CHIEF EXECUTIVE OFFICER

71. The provisions of Article 56 shall not apply to the Chief Executive Officer.

72. (i) The Directors may, upon such terms and conditions and with such restrictions and as they think fit, confer upon the Chief Executive Officer any of the powers exercisable by them.

(ii) Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Directors.

(iii) The Directors may at any time withdraw or vary any of the powers so conferred on the Chief Executive Officer.

ADMINISTRATION

MINUTES

73. The Directors will cause minutes of:-

(i) all proceedings and resolutions of meetings of the Company's Members;

(ii) all proceedings and resolutions of meetings of the Directors, including meetings of a committee of Directors;

(iii) resolutions passed by Members without a meeting;

(iv) resolutions passed by Directors without a meeting,

to be duly entered into the books kept for that purpose in accordance with the Law.

74. A minute recorded and signed in accordance with the Law is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

75. Books containing the minutes of meetings of the Company's Members and resolutions passed by Members without a meeting will be open for inspection by any Member free of charge.

ACCOUNTS

76.

(i) The Directors will cause to be kept proper books of accounts in which will be kept true and complete accounts of the affairs and transactions of the Company. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Company's affairs and explain its transactions.

(ii) The Financial Year dates will be determined by the Directors.

(iii) The accounts will be held at the registered office or any other place as the Directors think fit.

(iv) The accounts will always be open to inspection by the Directors.

(v) The Directors will arrange for the Income/Expenditure Statement and Balance Sheet, (including every attachment to the financial statements), to be prepared and laid before the Annual General Meeting, together with a copy of the Auditor's Report thereon, where an audit of the financial statements is required by law.

AUDIT

77.

(i) The Directors will arrange for the financial statements of the Company to be reviewed or audited, as required by the Australian Charities and Not-for-profits Commission (ACNC).

(ii) **The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.**

INSPECTION OF RECORDS

78. Subject to the Law, the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in a meeting of the Company's Members.

DIVIDENDS AND RESERVES

79. No payment of dividends or other distributions to Members shall be made.

EXECUTION OF DOCUMENTS

80. (i) The Company may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.

(ii) If the Company has a seal the Directors shall provide for the safe custody of the Seal.

(iii) The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.

(iv) The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:-

(a) two Directors; or

(b) one Director and one Secretary; or

(c) one Director and another person appointed by the Directors for that purpose.

The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

(v) The Company may execute a document without using a seal if the document is signed by:-

(a) two Directors; or

(b) one Director and one Secretary; or

(c) one Director and another person appointed by the Directors for that purpose.

(vi) A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.

BY LAWS

81. The Board has power to make By Laws concerning membership application fees and forms, annual subscription fees and qualification for membership of the Company and any other matter which the Board believes suitable to include in such By Laws.

ALTERATION OF CONSTITUTION

82. The Company may only alter this Constitution by special resolution passed at a general meeting of the Members.

NOTICES

83. (i) A notice may be given by the Company to any Member either:-

(a) by serving it on him or her personally;

(b) by sending it by post to him or her at his or her address, including an email address, as shown in the Register of Members or the address supplied by him or her to the Company for the giving of notices to him or her;

(c) by sending it by facsimile transmission to a facsimile number supplied by the Member to the Company for the giving of notices to the Member.

(ii) Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing prepaying and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

(iii) Where a notice is sent by facsimile, service of the notice shall be deemed to be effected on receipt by the Company of a transmission report confirming successful transmission.

(iv) Where a notice is sent by email, service of the notice shall be deemed to be effected twenty-four (24) hours after the transmission of the email unless the person transmitting the email is notified at any time that the email was undelivered or undeliverable.

(v) A notice may be given by the Company to joint members by giving notice to the joint member first named in the Register of Members.

OFFICERS: INDEMNITIES AND INSURANCE

84. (i) To the extent permitted by the Law:-

(a) the Company indemnifies every person who is or has been an Officer or Director of the Company or of a wholly-owned subsidiary of the Company against any liability for costs and expenses incurred by that person in defending any proceedings in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the Law; and

(b) the Company indemnifies every person who is or has been an Officer of the Company or of a wholly-owned subsidiary of the Company against any liability incurred by that person, as an Officer of the Company or of a wholly-owned subsidiary of the Company, to another person (other than the Company or a related body corporate of the Company) unless the liability arises out of conduct involving a lack of good faith.

85. The Company may pay, or agree to pay, a premium insuring a person who is or has been an Officer or Director of the Company or of a subsidiary of the Company against a liability:-

(i) incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company or in the course of acting in connection with the affairs of the Company or a subsidiary of the Company or otherwise arising out of the Officer's holding such office PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of Sections 182 and 183 of the Law; or

(ii) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

86. In the two preceding Articles:-

(i) the term "proceedings" means any proceedings whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer or in the course of acting in connection with the affairs of the Company or a wholly-owed subsidiary or subsidiary of the Company or otherwise arising out of the Officer's holding such officer (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a wholly-owned subsidiary or subsidiary of the Company); and

(ii) the term "Officer" has the meaning given to that term in Section 9 of the Law.

WINDING UP

87. Subject to Article 7, the Company may be dissolved by a special resolution of Members at a meeting of the Company Members.

88. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the Company being wound up while he or she is a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding twenty dollars ($20.00), for the payment of the debts and liabilities of the Company contracted whilst the Member or past Member as the case may be was a Member of the Company as well as for the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.

We, the persons specified in the application of the Company's registration as persons who consent to become Members of the Company, agree to the terms of the foregoing Constitution.

Full names of Subscribers	Signatures of Subscribers

Dated: