Corporations Law

A Company Limited by Guarantee

CONSTITUTION

of

ABORIGINAL AND
TORRES STRAIT ISLANDER
MATHEMATICS ALLIANCE LIMITED

As amended on 15 November 2019

NAME

1 The name of the Company is Aboriginal and Torres Strait Islander Mathematics Alliance Limited.

OBJECTS

2.1 The charitable purpose of the Company is to provide for the benevolent relief of poverty, distress or disadvantage suffered by persons who identify as Aboriginal and/or Torres Strait Islanders.

2.2 The Company will pursue the principle purpose set out in clause 2.1 through identified priority areas which aim to improve mathematics learning outcomes, leading to increased participation rates in higher education and greater employment opportunities specifically for people who identify as Aboriginal and/or Torres Strait Islanders, including:

(a) to drive and influence the development of culture, identity and confidence in Aboriginal and Torres Strait Islander students in and through mathematics, using and promoting a cultural perspective of mathematics in the development of pedagogy, curriculum and assessment;

(b) to maintain, develop and promote networks, collaboration and connections between education, business sectors and Communities in the development of leadership capacity to improve mathematics learning outcomes and life opportunities for Aboriginal and Torres Strait Islander students through improved understanding, stronger relationships and working towards greater educational and employment outcomes and improved Community economies;

(c) to work with the Company's networks to develop and support strategies for the maths ready transition of Aboriginal and Torres Strait Islander students into education and employment;

(d) in collaboration with the Company's networks, to develop investment strategies by Community, education and business that contribute to improved mathematics outcomes of Aboriginal and Torres Strait Islander learners;

(e) to develop, promote and influence quality teaching that improves mathematics learning outcomes of Aboriginal and Torres Strait Islander students including the development of resources, development and delivery of professional learning programs, development of Community driven project in mathematics education;

(f) increase the number of Aboriginal and Torres Strait Islander teachers of mathematics to provide students with access to skills, knowledge and resources; and

(g) to work with Aboriginal and Torres Strait Islander Communities to co-design education and employment projects.

3 The income and property of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company as set out in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, or by way of dividend, bonus or otherwise, to the members of the Company provided that nothing herein contained shall prevent the payment in good faith of remuneration to any directors, officers or servants of the Company or to any members of the Company in return for any services actually rendered to the Company nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member of the Company.

4 The liability of the members is limited.

5 Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while remaining a member, or within one year after ceasing to be

a member, for payment of the debts and liabilities of the Company contracted before ceasing to be a member, and the costs, charges and expenses of winding up and for adjustment of the rights of contributors among themselves such amount as may be required, not exceeding twenty dollars.

6 If the Company is wound up, dissolved or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall not be paid to or distributed among the members of the company but shall be given or transferred to some institution or organisation, as determined by the members of the Company at or before the time of dissolution or by a judge of the Supreme Court of South Australia that may have jurisdiction in the matter, having objects similar to the objects of the Company, which is charitable at law, whose Constitution shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under the fourth paragraph of this constitution, and to which income tax deductible gifts can be made:

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

7 True accounts shall be kept of money received and expended by the Company and the nature of receipts or expenditures, and of the property, credits and liabilities of the Company and subject to any reasonable restrictions on time and access of the accounts that may be imposed in accordance with the regulations of the Company, the accounts shall be open to the inspection of the members. The accounts of the Company may be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Corporations Law (which requires no audit if the company has revenue less than $250,000 in the year, an unaudited financial review if the company has revenue of more than $250,000 but less than $1 million, and an audit if the revenue is $1 million or more, during the relevant financial year).

8 No addition, alteration or amendment shall be made to or in the second paragraph of this Constitution for the time being in force, unless it has been previously submitted to and approved by the Australian Securities and Investments Commission.

9 The third, sixth and eighth paragraphs of this Constitution contain conditions upon which a Licence is or may be granted by the Australian Securities and Investments Commission to the Company in pursuance of the Corporations Law. For the purpose of preventing any evasion of the provisions of the nominated paragraphs, the Australian Securities and Investments Commission may from time to time on the application of any member of the Company and on giving notice to the Company of its intention so to do and after affording the Company an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Company.

INTERPRETATION

10 In these regulations
10.1 "the Act" means The Corporations Act 2001 (Commonwealth of Australia)
10.2 "activities" or "activity" includes preparation and research of any matters or materials relating to the objects of the company, attending lectures, workshops or seminars conducted or organised by the Company (with or without any other person or organisation), receiving written material (which expression includes pamphlets, brochures, advertisements, books, publications, data, lists, audio recordings, visual recordings, computer generated material and discs) relating to the company its activities or its objects, attending social or recreational functions conducted or

organised by the Company (with or without any other person or organisation), and involvement or participation in any capacity in any sponsoring or promotional work conducted or organised by the Company (with or without any other person or organisation);

10.3 "the Board" means the Board as duly constituted from time to time pursuant to these Constitution;

10.4 "the Company" means Aboriginal and Torres Strait Islander Mathematics Alliance Limited (being a company limited by guarantee incorporated under the Act) and, unless the context otherwise requires, includes Members of the Company;

10.5 "participation" and "participate" includes attending, having the right to receive and having the right to vote;

10.6 "the seal" means the common seal of the Company;

10.7 "Company secretary/public officer" means any person appointed to perform the duties of a company secretary/public officer of the Company and includes an honorary company secretary/public officer;

10.8 "State" means the State of South Australia;

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

10.10 Words or expressions contained in these regulations shall be interpreted in accordance with the provision of the Acts Interpretation Act 1958 and of the Act as in force at the date at which these regulations become binding on the Company.

11 The Company is established for the purposes set out in the Constitution.

MEMBERSHIP

12 Notwithstanding any other provisions of this Constitution, Membership of Company shall be only open to public and private organisations, partnerships, institutes, individuals, and advisory groups involved in, or having a vested interest in, Aboriginal and Torres Strait Islander education and/or mathematics education.

13 There are two classifications for membership:

1. Ordinary Member (with voting rights)
2. Associate Member (with no voting rights)

14 The members of the Company shall be the Foundation Members, those who qualify for membership and who apply for membership to, and whose application is accepted by, the Board. A register of members shall be kept by the Company secretary/public officer in accordance with the Corporations Law.

15 Ordinary Members shall be entitled to nominate Directors to the Board, to a maximum of eight Directors.

FEES AND CHARGES

16 Any membership fees payable by a Member of the Company are in addition to and not in substitution for any fees, levies or other charges which the Board resolves to impose on a Member for use by the Member of specific facilities of the Company or participation by the Member in any specific activities of the Company.

CESSATION OF MEMBERSHIP

17 A Member shall cease to be a Member of the Company if it resigns, is expelled or fails to renew its membership.

18 Any Member of the Company may resign its membership by written notice to the Company secretary/public officer and the Member's resignation shall be deemed to take effect from the date of serving of the notice on the Company secretary/public officer. Any Member who resigns shall not be entitled to any refund of membership or enrolment fees already paid.

19 The Board may temporarily suspend Members in a class for omitting to carry out their obligations in that class or for misconduct in relation to that class. Such temporary suspension shall apply until the Member in question has fulfilled his or her obligations or has satisfied the Board's requirements with regards to rectifying his or her breaches of conduct and the revocation of suspension shall have retrospective effect if necessary.

20 The Board may with the approval of the Company in General Meeting expel any Member of the Company for failing to fulfil his or her obligations or for serious misconduct, reasons of which must be given to the Member in the expulsion notice. No expulsion shall take effect until the Member in question has first been given the opportunity to explain to the Company in General Meeting the reasons for his failure or misconduct.

21 Any Member expelled from the Company shall have the right to request reinstatement. Such request shall be considered by the Board and if the Board agrees that there are good grounds for reinstatement the issue of reinstatement shall be put to the vote at a General Meeting of the Company to be called in accordance with the procedures set out in this Constitution.

GENERAL MEETINGS

22 The first General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Company, and at a place that the Board may determine.

23 An Annual General Meeting of the Company shall be held in accordance with the provision of the Act but not later than the 30th of June of each year. All General Meetings, other than the Annual General Meetings, shall be called extraordinary General Meetings.

24 A majority of Directors of the Board may whenever they think fit requisition an extraordinary General Meeting, and an extraordinary General Meeting shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.

25 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served), but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

26 All business shall be special that is transacted at an extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration or accounts, balance-sheets, the report of the Board and Auditors, the appointment and fixing of the remuneration of the Auditors, the election of officers and other Members of the Board.

27 The following business shall be transacted at an Annual General Meeting of the Company:

27.1 Confirmation of the minutes of the last Annual General Meeting and any General Meeting since the last Annual General Meeting.

27.2 Chairman's report of the Company's activities.

27.3 Company secretary/public officer's report.

27.4 Financial report.

27.5 Election of new Directors to the Board.
27.6 Election of a new Executive Committee by the Board.
27.7 Any other business on the agenda for the Annual General Meeting.

28 The agenda of a General Meeting shall be sent out with the Notice for that General Meeting.

29 Any Member who wishes to bring any business before a General Meeting must give notice in writing of that business to the Chairman not less than one (1) week prior to the date of that meeting.

30 The constitution may be modified by passing a special resolution. A special resolution requires at least 21 days' notice and the agreement of a 75% majority of votes cast.

31 The Company may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

MEETING QUORUM

32 (a) Unless otherwise prescribed in this constitution, four Members present by their representative, in person, shall be a quorum.
(b) No business shall be transacted at any General meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

PROCEEDINGS AT GENERAL MEETINGS

33 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in a fortnight's time at the same time and place, or to such other day and at such other time and place as the Board may determine. No quorum shall be required for an adjourned General Meeting.

34 The Chairman shall preside as Chairman at every General Meeting of the Company, or if there is no Chairman, or he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairman shall be the Chairman or if the Vice-Chairman is neither present or is unwilling to act then the Members present shall elect one of their number to be Chairman of the meeting.

35 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. With this exception, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

36 Only ordinary Members who have paid their annual membership fee (if applicable) prior to the General Meeting and who have been registered as ordinary Members of the Company for a period of at least three months may vote at a General Meeting (other than the first General Meeting).

37 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence

of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

38 In the case of an equality of votes the Chairman of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.

39 A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote.

40 Ordinary Members and any representative present at a General Meeting may hold any number of proxy votes.

41 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may note by proxy or attorney.

42 The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Company.

43 Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

ABORIGINAL AND TORRES STRAIT ISLANDER MATHEMATICS ALLIANCE LIMITED

I, of

being a Member of Aboriginal and Torres Strait Islander Mathematics Alliance Ltd, hereby appoint
of

as my proxy to vote for me on my behalf at the (annual, ordinary or extraordinary, as the case may be) General Meeting of the Company, to be held on day of two thousand and , and at any adjournment thereof.

Signed this day of 20 .

This form is to be used: <u>in favour of</u>
against

the following resolutions . Strike out whichever is not desired (unless otherwise instructed, the proxy may vote as he/she thinks fit).

44 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

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

BOARD AND OFFICERS

46 The number of Directors of the Company shall not be less than 3 or more than 8. An Executive Committee comprising a Chairman, Vice-Chairman and Company Secretary/Public Officer shall be elected by the Directors from among their number. The initial Directors shall be made up of representatives of the Foundation Members.

(i) The initial Directors shall hold office until the first Annual General Meeting. The subsequent Directors shall be appointed in accordance with the nomination of Ordinary Members.

(ii) If the office of a Director becomes vacant, the Ordinary Members of the Company have the right to nominate another Director to the Board.

46 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Law, the office of a Director shall become vacant if the Director:

46.1 becomes an insolvent under administration

46.2 dies

46.3 resigns his or her office by notice in writing to the Company secretary/public officer

46.4 by the operation of Article 60.

47 The business of the Company shall be managed by the Board which shall exercise all the powers of the Company subject to the provision of the Act, and no such regulations as may be prescribed by the Company in General Meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

48 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

49 Subject to these regulations questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Members of the Board shall for all purposes be deemed a determination of a Board. In case of an equality of votes the Chairman of the meeting shall have a second, or casting, vote.

50 A member of the Board shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

51 A quorum necessary for the transaction of the business of the Board shall be four. No business shall be transacted unless a quorum is present and if, within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the following week. No quorum shall be required for any adjourned meeting.

52 The Chairman shall preside as Chairman at every meeting of the Board, or if there is no Chairman or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-Chairman shall be Chairman or if the Vice-Chairman is not present at the meeting, then the members may choose one of their number to be Chairman of the meeting.

53 The Board may delegate any of its powers to a sub-committee, or sub-committees, consisting of such member or members of the Board as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board, including the power to co-opt other than members of the Board, such other members not to have voting rights.

54 A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

55 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of any equality of votes the Chairman shall have a second or casting vote.

56 All acts done by any meeting of the Board or of a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect or disqualification in the appointment of any member of the Board or of a sub-committee be as valid as if every such person had been duly appointed and was qualified to be a member of the said Board or sub-committee.

57 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

58 Minutes shall be taken of all business transacted at each meeting of the Board. The minutes will be presented for approval at the next Board Meeting and signed by the Chairman if accepted as true and correct record.

59 The Board shall meet at least 4 times a year. A Board may be convened at the request of the Chairman or at the request of a majority of Directors of the Board.

60 Any Director who is absent from three consecutive meetings of the Board, without a valid excuse acceptable to the Chairman, shall be deemed to have resigned his or her position as a Director of the Board and his or her position shall become vacant.

SEAL

61 The Board shall provide for the safe custody of a Company seal, which shall contain information required by law. The seal (including representation affixed by ink or similar substance, electronically, or adhesive copy) shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be counter-signed by the Company secretary/public officer or by a second member of the Board or by some other person appointed by the Board for that purpose.

CUSTODY OF BOOKS

62 Except as otherwise provided in the Act or these Articles, the Company secretary/public officer shall keep in his or her custody or under his or her control all books, documents and securities of the Company.

REGISTER OF MEMBERS

63 The Company secretary/public officer shall keep and maintain current a register of all Members of the Company. The register shall contain the full name, address, class of membership and date of entry of each Member. Upon application to the Company secretary/public officer, Members of the Company may obtain details of the name, classification and date of entry of any Member of the company but the Company secretary/public officer shall not disclose details of any Member's address without the prior consent of that Member.

ACCOUNTS

64 The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report (if required by the Act), provided however that the Board shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to a date not more than three months before the date of the meeting.

65 For the purposes of Clause 3 of the Constitution, the rate of interest shall not exceed the lowest rate paid for the time being by the Commonwealth Bank of Australia in respect of term deposits.

66 The accounts and books of the Company shall be available for inspection by Members during normal business hours upon 24 hours prior notice to the Company secretary/public officer.

67 If the Company revenue for the upcoming year is expected to reach exceed $1 million, a properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the Act.

NOTICES

68 A notice may be given by the Company to any Member either personally or by sending it by email, facsimile or post to his registered address. Where a notice is sent by email, facsimile or post, service of the notice shall be deemed to be effected by addressing and transmitting the notice correctly.

69 Notice of every General Meeting shall be given in the manner authorised to:

69.1 Every Ordinary Member; and

69.2 If relevant, the Auditor or Auditors for the time being of the Company.

69.3 No other person shall be entitled to receive notices of General Meeting.

INDEMNITY, CHEQUES, BILLS ETC

70 Every person who is or has been an officer of the Company is indemnified (to the maximum extent permitted by law) out of the property of the Company against:

70.1 all liability 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;

70.2 all liability (including liability for costs and expenses) incurred by the person:

70.2.1 in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or

70.2.2 in connection with an application in relation to such proceedings in which the court grants relief to the person under the Act.

70.3 The Company may pay any premium in respect of a contract insuring any person who is or has been an officer of the Company against any liability incurred by the person as an officer provided that the liability does not arise out of conduct involving:

70.3.1 a wilful breach of duty in relation to the company; or

70.3.2 a contravention of Section 232(5) or Section 232(6) of the Act.

70.4 Notwithstanding Article 70.3 the Company may pay any premium in respect of a contract insuring any person who is or has been an officer of the Company against liability for costs and expenses incurred by that person in defending any proceedings, whether civil or criminal and whatever the outcome.

70.5 For the purposes of this Article, "officer" means an officer as defined in the Act.

71 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by at least two persons authorised by the Board for this purpose.