

EXPOSURE DRAFT #5 – 14 June, 2005

CONSTITUTION OF THE AUSTRALIAN KARTING ASSOCIATION LTD (‘AKA’)

VISION MISSION STATEMENT

- AKA will promote the sport of karting by following corporate governance practises, resulting in a safe, well controlled racing environment.
- ~~All office bearers will be required to meet a prescribed level of qualification experience before being appointed to such roles.~~
- AKA will openly engage, manage and be representative of most facets/forms of karting, including the involvement of the karting industry in Australia, inter-action with CAMS, FIA and associated forms of karting.
- AKA will promote karting as a family oriented, fun, relatively inexpensive and safe form of motor sport.
- Encourage international karting competition with an emphasis on becoming the hub for the Asia/Pacific region.

Vision Statement:

“To promote, protect, administer and develop the sport of karting for all participants”.

STATEMENT OF PURPOSES

The objects and purposes of the AKA are:-

- (a) to promote and protect the sport of Kart Racing;
- (b) to promote excellence and just and honourable practices in the sport and to suppress malpractice;
- (c) to do all such acts which, in the opinion of the AKA are for the general benefit of members or of Karting;

- (d) to ensure that all motor sport in Australia is carried out in a manner which secures and enhances the safety of participants, officials, spectators and the public and which allows the sport to be competitive and fair;
- (e) to develop, implement and vigilantly monitor a strategic plan, to ensure the best possible and safe outcome from karting of all stakeholders;
- (f) promote and be engaged in road safety and road education and the value of karting in developing road skills;
- (g) formulate or adopt and implement appropriate policies, including in relation to harassment, equal opportunity, privacy, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in motor sport.

RULES

R1 Name & Incorporation

- 1.1 The name of the incorporated entity is the Australian Karting Association (“the AKA”).
- 1.2 The AKA will be incorporated as a company limited by guarantee pursuant to section 112 of the Corporations Act, 2001. As such, members joining the AKA will be required to provide a guarantee of \$20 and provide such sum as security to the AKA **when they next pay their AKA affiliated club’s membership subscription fee** to be held in a separate guarantee account by the AKA while the member remains a member and subject to rule 5.2 below.

R2 Membership

- 2.1 The membership of the AKA consists of the following classes of members:-
 - (a) ordinary members;
 - (b) provisional members;
 - (c) associate members;
 - (d) life members;
 - (e) honorary members;
 - (f) temporary members.

- 2.2 Ordinary members are all financial members of **clubs affiliated with the associate members affiliated clubs**, be they individuals or corporations. The number of ordinary members is unlimited. Ordinary members have the rights to vote, be given notice of a General Meeting or be heard at a General Meeting. However, in the case of individuals, ordinary members must be at least 16 years of age and be the holders of a senior karting licence in order to vote at a General Meeting.
- 2.3 Provisional members are financial members of affiliated clubs but who do not hold a senior karting licence (including junior licence holders). The number of provisional members is unlimited. Provisional members have no right to vote, but may be given notice of a general meeting or be heard at a general meeting.
- 2.4 Associate members are the state and territory associations who have no voting rights, but must be given notice of a General Meeting and be heard at a General Meeting.
- 2.5 Life members who are appointed by ordinary resolution at an ~~elected under R2A. Life members have no rights to vote, be given notice of a General Meeting or debate or be heard at a General Meeting. The~~ Annual General Meeting on the recommendation of the Board ~~may elect a person who has given~~ in recognition of their long and exceptional service to the AKA ~~as a life member of the AKA. Life members retain the same voting and notice rights as they enjoyed prior to their appointment as Life members, as the case may be.~~
- 2.6 Honorary members are any officers of the AKA, ex officio members such as **the** medical officer and the like who are not otherwise ordinary members. Honorary members have no rights to: vote, be given notice of a General Meeting or debate or be heard at a General Meeting.
- 2.7 Temporary members are any volunteers who ~~to~~ help with AKA events, **or** practise licence holders and the like. Temporary members have no rights to vote, be given notice of a General Meeting ~~or debate~~ or be heard at a General Meeting.
- ~~2.8 The Annual General Meeting on the recommendation of the Board may elect a person who has given long and exceptional service to the AKA as a life member of the AKA.~~

R3 Cessation of Membership

A member ceases to be a member:-

- (a) (i) one month after notification in writing to the Secretary of intention to withdraw from the AKA, unless within that year the notification is withdrawn.
- (ii) one month after notification by the Secretary of the member that there are membership fees owing and that failure to pay within one month will result in cessation of membership, unless within that time the membership fees are paid.
- (b) If they are expelled for misbehaviour or being not of a fit and proper character to remain a member pursuant to the powers set out under rule 6 herein.

R4 Register of Members

The AKA must keep a Register of Members, the name, contact address, date of joining and affiliated club of each member.

R5 Subscription

- 5.1 annual subscription for the following calendar year is determined at the Annual General Meeting of the AKA. There is no joining fee.
- 5.2 Upon cessation of membership, a members' security for guarantee payment of \$20 paid under rule 1.2 above, will be held by the AKA for a further 12 months and thereafter converted into consolidated revenue by the AKA.

R6 Discipline of Members

- (a) The Board may discipline a member of the AKA by:-
 - (i) expelling the member; or
 - (ii) warning the member that it may be expelled if it continues to act in the specified manner of which it disapproves; and/or
 - (iii) fining the member; and/or
 - (iv) suspending the member.
- (b) If a motion is proposed at a meeting of the Board for the disciplining of a member the President shall first put a motion that the member be called upon to explain its conduct to the Board.

- (c) If that motion is carried by a simple majority of those present and voting, the motion for the disciplining of the member must be adjourned to a meeting not less than fourteen days later.
- (d) The member named in the motion must be given notice by delivering to its contact address in the Register of Members:
 - (i) of the conduct complained of; and
 - (ii) that the member is entitled to present oral or written evidence or arguments to the Board at a meeting on a given date.
- (e) At the later meeting, the Board must:
 - (i) give the member, if requested by one or more of its members, the opportunity to be heard; and
 - (ii) consider any written document presented by it or on its behalf.
- (f) The Board may then, by a ~~n-absolute~~ majority of its members, determine:
 - (i) whether to discipline the member; and
 - (ii) the penalty.
- (g) A decision of the Board in accordance with the procedure set out above to discipline a member and to impose a penalty is final and no appeal to a General Meeting is permitted.
- (h) The disciplinary powers contained in this Rule are separate from any disciplinary powers exercised under the competition rules of the AKA.
- (i) **This Rule does not authorise the Board to fine, suspend or expel an associate member. An associate member may only be fined, suspended or expelled by a vote taken at a general meeting of the AKA.**

R7 The Board

7.1. The AKA is managed by a Board of Directors of a maximum number of 5 elected by the members for the terms provided under Rule 7(b) herein; plus an additional director **nominated by the Karting Industry Association for a period of 12 months; and up to 2 additional Directors appointed by the Board for a period of 36 months. The five elected Board members will be specifically elected to one each of the following positions of responsibility:**

- (i) Finance Director**
- (ii) Administration Director**

- (ii) Competition Director
- (iv) Technical Director
- (v) Promotional and Marketing Director

7.2 Each elected Board member will be elected for a three year term. In order to avoid the entire Board being re-elected at one General Meeting, the initial Directors who become responsible as Administration Director and Promotional and Marketing Director will be elected for an initial term of twelve months only and the Director initially elected to be responsible as Technical Director will be elected for an initial term of two years only. Thereafter, each of those three positions will be elected for three year terms.

7.3 Nominations for the position of Elected Director must be received by the AKA at least 30 days prior to any election.

Nominations must be:

- (i) in writing;
- (ii) signed by a nominator and a seconder, who must each be ordinary Members; and
- (iii) certified by the nominee expressing his willingness to accept the position for which he is nominated.

7.4 Any nominees for the position of an elected Director will be subject to an endorsement process to be conducted by a team of independent **management** professionals.

Nominees must resign any office **which they hold within motorsport** at the club, state or national level, if elected to the position for which they have nominated. Nominees for elected Director positions should **ideally** demonstrate knowledge, skills and commitments in the following areas:-

- (i) **Extensive** knowledge of karting in general.
- (ii) Previous experience in organisational work in either private, business or community activities. Ideally this experience will have been gained as a committee member or Board member.
- (iii) A demonstrated ability to understand a wide scope of community issues, including requirements and objectives of governing not for profits bodies.

(iv) Management or administration skills, including financial management and common law obligations in the areas of corporate governance, Director's duties and responsibilities.

(v) Professional or commercial background, particularly in the specialised area of expertise for which they are being nominated to be elected to oversee on the Board.

(vi) Excellent presentation and communication skills.

(vii) An ability to demonstrate major achievements or contributions in previous roles either within or outside karting.

(viii) An ability to work and communicate effectively within a group and with external parties.

(ix) An understanding of the strategic planning processes and the ability to implement developed procedures.

Nominees for elected Director positions must submit a curriculum vitae outlining their experience and suitability as Directors.

- 7.5 The Board shall at its first meeting held after each election, elect one of its number to be Chairperson for a 12 month period.**
- 7.6 A casual vacancy on the Board will be filled by the Board at its discretion and with reference to any outside consultant involved in the endorsement process for election of Board members. A Director appointed to fill a casual vacancy will be appointed only until the next AGM of the AKA, at which the position will be subject to re-election for the balance of the term then remaining.**
- 7.7 A Board member may be removed**
- (a) pursuant to rule 8.2; or**
 - (b) by resolution of the members in accordance with s203 of the Corporations Act; or**
 - (c) upon the expiry of their term under rules 7(a) and 11(b).**
- 7.8 Each board member by accepting appointment to the Board agrees to resign in the event that a majority of the Board passes a motion of no-confidence in that particular Board member, and the vacancy caused by such resignation will be**

treated as a casual vacancy until the next following General Meeting.

7.9 Where there is either no nomination for any position under clause 7.1 or no nominee satisfies the endorsement process for any position under clause 7.1, then such position will be considered to be a casual vacancy and may be filled pursuant to clause 7.6.

7.10 No elected Board member may occupy a particular directorship for more than two consecutive terms. This rule does not prevent a particular Board member, having served two consecutive terms in one position, from standing for another position in the AKA or occupying a non-board position for more than two non-consecutive terms or standing for the original position after serving a term in another position..

R8 Powers of the Board

8.1 The Board has the entire management and control of the AKA and has power to do anything necessary or convenient to achieve the purposes of the AKA including:

- (a) allocate to the Committees of Management or Associate Members such powers and responsibilities as may from time to time be deemed desirable including those matters set out in rules 8.4 and 9.3 below;
- (b) the arrangement of the National Kart Calendar and the allocation of the Australian Kart Championships;
- (c) the drawing up and amendment from time to time of Kart Formulae;
- (d) the sole and non delegable responsibility for the compilation and amendment from time to time of General Kart Regulations;
- (e) the issue of licences to competitors and drivers in Kart competitions, and of permits to organisers of such competitions in accordance with the General Kart Regulations;
- (f) the imposition of such levies, penalties, fees, fines, contributions and subsidies as may seem to the Board necessary, and the enforcement of collection of such amounts from any, Associate Member, Club, group or individual as permitted by the General Karting Regulations;
- (g) the negotiation of insurance for members, their clubs, drivers, officials and spectators;

- (h) the maintenance of a central registry of Kart licences;
 - (i) the enforcement of any legal instruction relating to Karting issued on behalf of the Federation Internationale de l'Automobile;
 - (j) the consideration and adoption of any suggestion made by Associate Members;
 - (k) the maintenance of due liaison and information regarding Karting matters with the Confederation of Australian Motor Sport;
 - (l) the arbitration of disputes between Associate Members or between clubs in different States;
 - (m) the establishment, coordination and support of specialist committees and the delegation to them;
 - (n) the appointment from time to time of advisory or executive sub-committees to discharge such functions and to hold office for such time as the Board shall deem fit;
 - (o) the reimbursement of any member, servant or agent for any out-of-pocket expenses properly incurred on the Board's behalf and the payment to any such member, servant or agent of such wage, honorarium or return for services rendered as the Board shall think fit.
- 8.2 Board members are required to attend as many Board meetings as possible. If any Board member misses three Board meetings in a row without good explanation, then their position will be treated as a casual vacancy under this Constitution.
- 8.3 The Board may make regulations not inconsistent with these Rules or the International Sporting Code of the Federation Internationale de l'Automobile for the better management of the sport of karting in Australia.
- 8.4 Pursuant to Rule 8.1(a), the AKA **will** allocate to the Associate Members, **certain powers—and** responsibilities in the following areas:-
- (a) distribution of issued permits;
 - (b) distribution of issued licences and upgrades;
 - (c) issuing of race permits, track licences and conducting track inspections;
 - (d) forwarding correspondence as required to all members;
 - (e) remittance of monies collected on behalf of the AKA;
 - (f) training of officials;

- (g) maintaining a list of members from each particular state or territory;
- (h) acting as a conduit between members, clubs and committees of management;
- (i) acting as tribunal registrars;
- (j) archiving of records;
- (k) production of a calendar for each state or territory;
- (l) promotion and marketing of the sport generally within each state or territory;
- (m) issuing of gauges and other technical equipment;
- (n) being a central reference point for all clubs within a particular state or territory.
- (o) obtaining grants and other funds through state governments and other like organisations;
- (p) enforcing the AKA's rule within each state or territory;
- (q) co-ordinating karting within each state or territory on behalf of the AKA;
- (r) any other matter **in the discretion of the AKA board.**

8.5 The Board will require each Associate Member to enter into a contract regulating the relationship between the AKA and the Associate Members, including financial matters **and those matters provided for in clause 8.4 above.**

R9 Committees of Management

9.1 Each elected Board member will be responsible for an area of the AKA designated by its title. Each elected Director will chair a committee devoted to that area of responsibility as follows:-

- (a) Finance and Audit Committee
- (b) Administration Committee
- (c) Competition/Rules and Safety Committee
- (d) Technical Committee
- (e) Promotional and Marketing Committee

9.2 Each committee of management will comprise **no more than** one delegate from each ~~state and territory karting association who are~~ associate member of the AKA. Each ~~state or territory~~ associate member **may will** nominate one or more members for a position on each committee **suitably qualified to the satisfaction of the Board based on criteria the Board will set from time to time.** From those

nominations the board will appoint no more than one member from each ~~associate member state and territory AKA~~ to each committee. The appointee from each ~~associate member state or territory association~~ will be appointed for a term and on conditions laid down in each case by each ~~associate member state or territory association~~ in its own right. The appointee may not be an elected Board member of the AKA.

- 9.3 Each committee of management will be governed by its own set of rules of procedure and a description of responsibilities endorsed by the Board of the AKA from time to time.

R10 **Appointment of Officers**

~~10.1 The elected officers of the AKA are:~~

~~The Board of Directors as referred to previously, and:~~

- 10.1 In addition to the ~~two additional~~ Directors appointed under rule 7.1, the Board will appoint individuals for the following posts:-

Medical Officer

Auditor

Secretary

Any further position deemed necessary by the Board.

- 10.2 Except for ~~those any additional~~ Directors appointed under rule 7.1, any ~~other~~ officer appointed by the Board of Directors is appointed for an indefinite term and may be removed by the Board at any time in its discretion.

R11 **Interim Board**

The AKA is formed pursuant to the migratory provisions under the Associations Incorporation Act (Vic) 1981. Accordingly, if required until such time as the migration process is completed, the affairs of the AKA will be managed by an interim board made up of 5 persons elected by the Associate Members from a list of nominees to which each Associate Member may make one nomination. The interim management will only continue until such time as reasonably required until the inaugural board of the AKA elected under rule 7 herein has assumed authority. The interim board will maintain the business of the AKA but not have authority to bind the Board nor implement any new policy inconsistent with the Board's powers under this Constitution.

R11 ~~Terms of Office~~

- ~~11.1 The officers appointed by the Board under Rule 10.1 take office at the conclusion of the Annual General Meeting and hold office for the period expiring at the conclusion of the next Annual General Meeting.~~
- ~~11.2 All officers who are not Board members are eligible for re-election or reappointment by Board save and except that. No elected Board member may occupy a particular directorship for more than two consecutive terms. This rule does not prevent a particular Board member, having served two consecutive terms in one position, from standing for another position in the AKA or occupying a particular non-board position for more than two non-consecutive terms.~~
- ~~11.3 Any officer who is not a Board member may be removed by a vote of the Board of at least $\frac{3}{4}$ of the total number of Directors.~~

R12 Chief Executive Officer

- 12.1 (a) A Chief Executive Officer may be appointed by the Board on such terms and conditions as are agreed upon.
 - (b) The Chief Executive Officer is an invitee to the Board.
 - (c) The Chief Executive Officer may not be a Director of the AKA nor hold any elected office in the AKA or in any **associate** member.
 - (d) The Board may by resolution delegate any of its powers to the Chief Executive Officer except the power of delegation and the power to make regulations, and may withdraw the delegation at any time.
 - (e) The Chief Executive Officer must defer and refer back any decisions made by the Board that do not comply with the Insurance Company's cover, legal advice, FIA, etc.
 - (f) Where there is no CEO, any reference to the CEO shall mean the person delegated by Board for the purpose.
- 12.2 Where there is no CEO, any reference to the CEO shall mean the person delegated by the Board for the purpose of overseeing executive functions of the AKA.

R13 Conflicts of Interest

A Director or member of any committee or sub-committee of the AKA who has any direct or indirect interest in any present or anticipated contract agreement or arrangement with the AKA must declare that interest at any relevant meeting of the Board or the committee (as the case may be) after he becomes aware of the interest or the

contract agreement or arrangement, and must not vote in respect of the matter.

R14 Quorum at Board Meetings

The quorum at a meeting of the Board is 80%. The Board may permit the use of Alternate Directors and proxies at Board meetings, if required, in accordance with the Corporations Act, 2001.

R15 Number of Board Meetings

The Board must meet at least twice in each year. A meeting of the Board must be called if a majority of Directors so request. A meeting called as the result of such a request must be held within two months of the receipt by the Secretary of the request. If a majority of Directors agrees, any meeting of the Board, other than the meeting held in conjunction with the Annual General Meeting, may be conducted by telephone conference or other "live" in person electronic means.

R16 Notice of Board Meetings

16.1 At least one month's notice must be given of a Board meeting unless a majority of Directors agree that it is necessary to hold the meeting with a shorter period of notice.

16.2 A Board meeting may be called or held by telephone conference or other "live" in person electronic means consented to by all the Directors. The consent may be standing one. A Director shall only withdraw the Director's consent within a reasonable period before the meeting.

R17 Board Meetings Not Public

Meetings of the Board are conducted in private but the Board may determine that part of the meeting be opened to the press or other observers. The Board may permit any person to address it.

R18 Decisions of Board Meetings

18.1 (a) All decisions at Board meetings are made by simple majority of those present and voting. The person presiding does not have a casting vote. A tied vote shall be deemed to be resolved in the negative.

18.2 (b) An Appointed Director shall not be entitled to vote on his re-appointment.

18.3 (c) The Board may pass a resolution without a Board meeting being held if the majority of all the Directors 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.

All Directors must be served with any document to be considered under this clause. Separate documents may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

R19 **General Meetings**

Time for Annual General Meeting

An Annual General Meeting must be held each year in the months of August or September or such other month as the Board determines **subject to the Corporations Act, 2001.**

R20 **Business of the Annual General Meeting**

The business of the Annual General Meeting is to:

- (a) receive the Chairman of the Board's Report
- (b) receive and consider the financial statement
- (c) elect the Board of Directors
- (d) appoint an auditor, and
- (e) consider such other business **as required by the Act or of which at least two month's requisite notice has been given under this constitution or the Act. to the Board and is approved to be included on the agenda by the Board.**

R21 **Special General Meetings**

A general meeting of the AKA may be called only in accordance with the provisions of division 2 of Part 2G.2 of the Corporations Act, 2001, save and except that

- (a) the number of members required to call a meeting for the purposes of section 249D of the Act is 20% of the total number of voting members of the AKA; and,**
- (b) section 249C of the Act does not apply but in its place the Board may resolve to call a general meeting.**

R22 **Period of Notice of General Meetings**

At least one month's notice of every General Meeting, including the Annual General Meeting, must be given by way of e-mail, ordinary mail or other suitable means determined by the Board.

R23 Form of Notice of General Meetings

A notice stating:

- (a) the place, date and time of the General Meeting
- (b) the nature of the business to be considered
- (c) if any special resolution has been proposed, the text of the motion must be delivered to each person or body entitled to receive notice along with a statement that it is intended to propose the motion as a special resolution at the General Meeting. The motion and the notice must be at the address notified in the Register of Members, including an e-mail address, where provided.

R24 A document which is posted and correctly addressed, unless the contrary is proved, is deemed to have been given to the addressee at the time at which the letter would have been delivered in the ordinary course of post.

R25 Quorum at General Meeting

Fifty eligible voters present in person or by proxy constitutes a quorum at a General Meeting. There will be a limit of one proxy per voting member save and except for the chairman at the General Meeting who may hold an unlimited number of proxies.

R26 Proxies at Board Meetings and General Meetings

A proxy must be in writing and submitted to the AKA at least seven days prior to the time set for a General Meeting. A proxy which does not specify who is appointed or how to vote on a particular resolution, will be deemed in favour of the chairman of the General Meeting and operate as a general proxy in favour of the chairman. If a member has been appointed by a proxy fails to attend a General Meeting, then that proxy will be deemed to be held by the chairman of the General Meeting as a special or general proxy as indicated thereon. If a member who has appointed another member to vote as proxy attends the General Meeting then they must withdraw their proxy before the commencement of the General Meeting or they shall not be entitled to vote on any resolution.

R27 Decisions at General Meetings

All decisions at General Meetings other than

- (a) a resolution to alter the name, the Statement of Purposes or the Constitution; or

- (b) any other resolution required by the Corporations Act 2001 to be a special resolution,
 - (c) a-re-submission of any resolution a
- are decided by a simple majority of votes cast.

Any decisions referred to in sub-rules (a), (b) or (c) of this rule must be decided by special resolution.

R28 Special Resolution

As prescribed by the Corporations Act 2001, a special resolution is a resolution agreed to by at least three-quarters of the entitled voters who are present in person or by proxy and who vote on the resolution at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in the manner required by these Rules, at least 21 days prior to the meeting.

R29 Management of Funds

- (a) All moneys received by the AKA must be deposited in a bank account or accounts in the name of the AKA.
- (b) All payments must be made by cheque or electronic funds transfer where permitted by the Board.
- (c) All cheques must be signed by two (2) persons from a number appointed by the Board for that purpose.
- (d) The Board may approve the use by specified persons, of a credit card to draw on an account of the AKA, and must specify the terms under which the card may be used.

R30 Financial Year

The financial year of the AKA ends on the 30th of June.

R31 Derivation of Funds

The funds of the AKA are derived from subscriptions, licence fees, meeting permits, fines and such other sources as the Board agrees to.

R32 Common Seal

- 32.1 The Board will appoint a person to be responsible for the custody of the common seal, which must only be affixed in accordance with a resolution of the Board, and in the presence of two Directors.
- 32.2 A Director shall NOT sign a document to which the seal is fixed where the Director is interested in the contract or arrangement to which the document relates.
- 32.3 A document may be executed without using a common seal if the document is signed by two Directors not interested in the contract or arrangement to which the document relates.

R33 Indemnity

The AKA will indemnify (either directly or through one or more interposed entities) any person who is or has been a Director, Company Secretary or Chief Executive Officer of the AKA and, if so resolved by the Board, the auditor of the AKA, out of the funds of the AKA **against any liability which arises from the performance of their duties for the AKA either -**

- (a) to another person (other than the AKA or a related body corporate) unless **such** liability arises out of conduct involving a lack of good faith or negligence;
- (b) for costs and expenses incurred by that person:-
- (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Act save for any liability that arises from the negligence of that person.

R34 Books and Records

The Board will appoint a person to be responsible for the custody of the books, records and securities of the AKA.

R35 Inspection of Documents

Any books or records of the AKA may be inspected upon reasonable notice **to the Chief Executive Officer** by any member of the Board or by any person authorised in writing by the Board or permitted under the **Corporations** Act to do so.

R36 Alteration of Statement of Purposes or Rules

This Constitution may only be amended by a special resolution passed at a General Meeting of the AKA.

R37 **Operation of Corporations Act, 2001**

37.1 Where there is any conflict between this Constitution and the provisions of the Corporations Act, 2001, provisions of this Constitution will apply as permitted by the Corporations Act 2001. Where there is a matter not governed by the provisions of this Constitution, then the provisions of the Corporations Act, 2001 will apply.

37.2 The AKA at all times must and will –

(a) pursue charitable purposes only consistent with its objects and purposes set out herein;

(b) only apply its income towards promoting those purposes;

(c) prohibit making distributions to its members or paying fees to its board members;

(d) require its directors to approve all other payments the AKA makes to directors.

R38 **In this Constitution:**

38.1 Any reference herein to “the Act” or to “the Corporations Act, 2001” is a reference to the *Corporations Act (C’wth) 2001* as amended from time to time, including any regulations made thereunder, and any superseding legislation.

~~“note” means that the text that follows and that is set in italics is not a part of this Constitution, but is added to assist interpretation or to provide a pointer to relevant provisions of the Corporations Law;~~

~~**Bold** headers do not form part of this Constitution, and are added solely for the purpose of identifying the general content of the following provisions.~~

38.2 The provisions in this Constitution are referred to as a “rule” or “rules”. Provisions sharing the same numerical prefix may be referred to as a “sub-rule”.

38.3 Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

38.4 **Schedules**

Any schedules hereto are part of this Constitution, and their provisions shall prevail if they conflict with any other provision of this Constitution.

END OF CONSTITUTION