

Australian Dancing Society Ltd.

A.C.N. 005 166 950



Constitution and By-Laws
26 JULY 2019

CORPORATIONS LAW
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A CAPITAL DIVIDED
INTO SHARES

CONSTITUTION

OF

AUSTRALIAN DANCING SOCIETY LTD.
ACN 005 166 950

INTERPRETATION

1. IN this Constitution unless there is something in the subject or context inconsistent therewith:

“Accreditation Examinations” means those examinations set by the Society from time to time for its accredited courses leading to diplomas.

“Accreditation Examiners” means those Members accredited by the Company from time to time to conduct diploma examinations.

"Accreditation Examiners Interview" means the personal interviews conducted by the State Branch Committees of the Society for candidates for the position of examiner who are technically accredited by the Society.

“Adjudicator” means a person who is an accredited DanceSport Australia adjudicator engaged to judge at a DanceSport registered event or Championship or other event conducted by the Society."

"ADS", "the Company" and "the Society" means Australian Dancing Society Limited (ACN 005 166 950) and its successors and assigns.

"ADS Accreditation" shall mean a technical qualification issued or recognised by the Society.

"Alternate Director" means a person appointed as an alternate director by a director of the Society.

“Associate” means a person recognized by the Company as a General Member as provided hereunder.

“The Australian”, “Australian DanceSport Championship” and “the Championship” means the dance event conducted annually by the Society.

“Board” and “Board of Directors” shall mean the Board of Directors of the Society as elected or appointed at the Annual General Meeting.

“Board of Examiners” means the Board of Examiners appointed by the Board from time to time.

“Board of Examiners Co-Ordinator” means the co-ordinator of the Board of Examiners appointed by a State Branch from time to time.

“Branch” and “State Branch” means a branch of the Society established hereunder.

“Branch Executive Committee” means the committee elected for the time being by a State or Territory Branch of the Society.

“By-Laws” means any By-Laws made by the Society hereunder as amended from time to time.

“Chairman” shall mean the Chairman of an AGM appointed by the members in accordance with this Constitution.

“Chief Executive Officer” means the Chief Executive Officer appointed by the Board of Directors from time to time or any one of such officers in the event of there being more than one.

“Chief Finance Officer” means the Chief Finance Officer appointed by the Society from time to time or any one of such officers in the event of there being more than one.

“Committee of Examiners” means the examiners appointed by a State Executive Committee from time to time.

“Constitution” means this Constitution as amended from time to time.

“Corporations Act 2001”, “Corporations Law” and “the Act” means the Corporations Act 2001 and any statutory modification or re-enactment thereof for the time being in force.

"DanceSport Australia Ltd." or "DSA" means DanceSport Australia Ltd. ACN 72 085 929 835 and its successors and assigns.

"Director" or "Directors" means any one or more of the directors of the Society elected or appointed hereunder from time to time.

"Examiner" means a person qualified and approved by the Society to conduct examinations in accordance with this Constitution.

"Accredited Member" means a member of the Society who has satisfactorily completed the necessary technical qualifications in accordance with the Society's Technical Syllabi.

"General Member" means a financial member of the Society who does not hold an Accreditation.

"Junior Member" means a member of the Society who is under 16 years of age and will not hold voting rights.

"Life Member" shall mean any member appointed by the Society as a life member in accordance with this Constitution.

"Managing Director" means the Managing Director appointed by the Board of Directors from time to time or any one of such officers in the event of there being more than one.

"Member or members" means a member or members of the Society as provided for hereunder and may include competitors, coaches, general, accredited or life members, examiners and other interested parties.

"Month" means calendar month.

"National Chairman of Committee Of Examiners" and "National Chairman of COE" shall mean the person appointed to that position from time to time by the Board.

"National Committee of Examiners" shall mean the body comprising the Chairman of Examiners of each State Branch as appointed hereunder from time to time.

"National Registration Officer" means the person appointed by the Directors to maintain and administer the Register of Members of the

Society.

“Ordinary Member” or “Ordinary Members” means a member or members of the Society who has been accepted as and is/are are a General, Accredited or Life Member(s) of the Society as defined herein.

"Organizer" means the organizer of the Australian DanceSport Championship as appointed hereunder.

“President” means the member of the Board appointed as President of the Society from time to time under Clause 41 hereof.

“Register of Members” shall mean the Register of Members kept by the Society from time to time.

"State Branch" means any group of members established by or officially recognized by the Society in States and/or Territories of the Commonwealth of Australia in accordance with this Constitution and the By-Laws of the Society.

“State Branch Executive” means the members of the State Executive Committee of a State Branch of the Society.

“State Executive Committee” means the members elected to form a committee of the members of a State Branch.

"Technical Syllabi" shall mean the Society's accepted accreditation framework.

“In writing” and “written” includes printing, lithography and typewriting, and all other modes of representing or reproducing words in visible form.

Words importing the singular number include the plural and vice versa; words importing the masculine gender shall include the feminine gender and vice versa;

Save as aforesaid and where not otherwise inconsistent words and expressions defined in this Constitution have the same meaning as those defined in the Corporations Law.

The Society is established for the purposes expressed in Clause 3 hereof.

2. The name of the Company is AUSTRALIAN DANCING SOCIETY LTD.
3. The objects for which the Society is established are as follows:
 - (i) To encourage and promote dance in all its forms including the promotion of and participation in DanceSport.
 - (ii) To promote progressive methods for the teaching of dance including arranging instruction by means of lectures, social gatherings, demonstrations, and all other functions for members of the Society and others and to provide a pathway to self-improvement for participants.
 - (iii) To conduct examinations, tests and any other means of training or assessing applicants for such assessments, and to award accredited qualifications upon the successful completion by examination
 - (iv) To promote and conduct dance festivals and championships, and to provide facilities whereby members may be examined to qualify as accredited adjudicators.
 - (v) To co-operate with, and to seek co-operation from, dance promoters and all organisations relating to the dance industry.
 - (vi) To provide advice to any member in the discharge of his obligations and the conduct of any dance business and related interests.
 - (vii) To subscribe to any local or other charities, to generally assist charitable causes wherever possible, and to make donations for any public purpose.
 - (viii) To print, produce and publish any literature and/or media either by electronic means or by hard copy including Digital Video Disk's or other similar technology tools or any other materials for the promotion of the objects of the Society.
 - (ix) To purchase, take on lease, exchange, hire and otherwise acquire any real and personal property and any rights or privileges and to construct, maintain or alter any buildings or works, which may be necessary or convenient for the purposes of the Society.
 - (x) To let, hire or make available the premises, amenities and property of the Society to any person or persons as the Society may think fit

whether gratuitously or for an award and whether or not such persons are members of the Society.

- (xi) To do all other things as may be incidental or conducive to and solely for the attainment of the above objects or any of them including:
- (a) To take or otherwise acquire and hold shares, debentures, or other securities of any company.
 - (b) To invest and deal with the money of the Society not immediately required in such manner as may from time to time be thought fit.
 - (c) To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any member of the Society or any other person;
 - (d) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit the Society, its officers or members and to grant pensions and allowances;
 - (e) And to make payments towards insurance;
 - (f) And to subscribe or guarantee monies for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.
 - (g) To borrow or raise or secure the payment of money in such manner as the Society may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Society's property (both present and future) and to purchase, redeem, or pay off any such securities
 - (h) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable interests.
 - (i) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise and to exercise,

carry out, and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any Government or authority or any corporation or other public body may be empowered to grant;

- (j) And to pay for, aid in, and contribute towards carrying the same into effect;
- (k) And to appropriate any of the Company's assets to defray the necessary costs, charges, and expenses thereof.
- (l) To apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Society;
- (m) And to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the interests of the Society or members of the Society.
- (n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Society.

PROVIDED THAT the Society shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Society would make it a trade union within the meaning of the Trade Unions Act 1958.

- 4. The income and property of the Society whencesoever derived, shall be applied solely towards the promotion of the objects of the Society set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society. However nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society in return for any services actually rendered to the Society, nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest on money borrowed from any member of the Society or reasonable and proper rent for premises demised or let by any member to the Society.
- 5. The liability of the members of the Society is limited.

6. Each member of the Society undertakes to contribute to the assets of the Society in the event of its being wound-up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and the costs, charges and expenses of winding up and for adjustment of the rights of contributories among themselves, such amount as may be required not exceeding twenty dollars (\$20.00).
7. True accounts shall be kept of the sums of money received and expended by the Society and the matter in respect of which such receipt or expenditure takes place and of the property credits and liabilities of the Society and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, shall be open to the inspection of members. Where the Australian Securities and Investments Commission, under Section 29 of the Australian Securities and Investments Commission Act 2001 authorises, in writing, a person to inspect the books of the Society, the Society shall make the accounts available for inspection by the authorised person. Once at least in any year the accounts of the Society shall be examined by a properly qualified auditor or auditors.

MEMBERSHIP

8. THE number of members with which the Society proposes to be registered is five hundred (500) but the Board may from time to time authorise an increase in numbers.
9.
 - (i) ALL applicants for memberships must complete an application for membership as prescribed by the Board from time to time and must pay any application fee or annual subscription and comply with all other requirements for membership as the Board may determine
 - (ii) Upon an Applicant satisfying the criteria for membership, the National Registration Officer shall ensure that the member's details are recorded in the Register of Members.
 - (iii) Members shall be divided into the following categories – Life Members who shall be known as Life Members; Accredited Members with a technical qualification; General Members without a Technical accreditation; and Junior Members who are under the age of sixteen (16) and will not hold voting rights.
 - (iv) Except as provided herein, all General and Accredited members shall be required to pay an annual membership fee as prescribed by

the Board from time to time. Junior members will pay 50% of the annual membership fee as prescribed by the Board from time to time and will not have voting rights. Life members are not required to pay an annual membership fee.

- (v) The Board may at its discretion grant Life Memberships to members of the Society in recognition of their contribution to DanceSport and to the Company and/or for any other contribution to the Society. Such Life Members as appointed by the Board will have full voting rights and be eligible to stand for election to Branch Executives or the Board either as an ordinary Member or as an office-bearer or Director subject always to the relevant provisions of the Constitution.
 - (vi) General Members shall be eligible to become Accredited Members upon completing the qualification requirements as determined by the Board from time to time and payment of the prescribed fees. Accredited Members must be over the age of sixteen (16) years.
 - (vii) General Members may serve on a State Board only after being a member for two (2) consecutive years and, in the case of a General Member wishing to stand for election as a Director of the Company, a further one (1) year. No more than three (3) General Members may serve on the Board of a State Branch Executive Committee at any one time.
10. THE rights and privileges of membership shall be personal and incapable of transfer.
11. (i) A member may withdraw from the Society by notice in writing to the State Executive Committee.
- (ii) The membership will cease one (1) month from the date of the Notice.
- (iii) If the member is an examiner, their appointment as an examiner ceases immediately. No further examinations shall be conducted by the person and any examinations so conducted and results awarded may be declared by the Board to be null and void.
- (iv) The State Executive Committee shall notify the Managing Director and the Board of Examiners of a person's cessation of membership.

12. ANY person ceasing to be a member shall nevertheless remain liable for, and shall pay to the Society on demand, all monies which, at the time of ceasing to be a member, may be due to the Society.
13. IF any member refuses or neglects to comply with any provision of this Constitution or the By-laws or rules of the Society or shall be guilty of conduct which in the opinion of the Board or of any three (3) members of the Society is, or prior to, or subsequent to his election as a member of the Society, has been unbecoming of a member, or injurious to the character, welfare or interests of the Society, the Board may call upon such member to justify or explain such conduct or action either by letter or by personal attendance at a meeting of the Board (hereinafter called "the Special Meeting") specially summoned to consider the matter.
14. IF after considering the statement or explanation (if any) made by such member an absolute majority of the members of the Board actually present and voting at the Special Meeting is of the opinion that the member has refused or neglected to comply with any such provision or by-law or rules or is guilty of conduct unbecoming of a member or injurious to the character, welfare or interests of the Society, the Board at such special meeting may request the member to resign or may fine, caution, admonish, suspend or expel the member from the Society. No member of the Board shall vote upon any resolution moved pursuant to this Clause unless they are personally present at the Special Meeting.
15. IF the Board at the Special Meeting decides to expel such a member it shall thereupon inform the member in writing of its intention to do so.
16. THE member may by notice in writing given to the Board within fourteen (14) days of such decision appeal to an extraordinary general meeting of the Society in which event an extraordinary general meeting shall be convened to consider such appeal and a majority of the members present at such meeting upon consideration of such appeal may affirm or vary such decision of the Board.
17. A member expelled under this Constitution shall forfeit all rights and privileges in and claims upon the Society and its assets and shall not hold himself out as enjoying or being entitled to enjoy the rights and privileges which would have been his had the expulsion not occurred including any technical qualifications previously awarded by the Society. Upon expulsion any accreditations awarded to the member by the Society will thereupon be rescinded, cancelled and revoked. The Board may require the member expelled under this Constitution to return such accreditations. The expulsion of a member

pursuant to this Constitution shall take effect upon the expiration of fourteen (14) days from the notification by the Society of its intention so do unless within that period the member gives notice of appeal as aforesaid, in which case the expulsion shall not operate until such decision has been affirmed by an extraordinary general meeting of the Society.

STATE BRANCHES

18. The Society shall conduct its business on a national basis from its head office or from such of its State or Territory branches as it shall see fit. State or Territory branches of the Society shall be those established or officially recognized by the Society from time to time.
- (i) On achieving twenty (20) registered members a State or Territory may apply to the Board for recognition and upon acceptance shall be entitled to be represented on the Board by a Director or Directors in accordance with the following provisions.
 - (ii) The Board may reduce the above number in a State or Territory when it considers it is appropriate.
 - (iii) Subject to Clause (i) hereof, the number of Board members to which a State Branch is entitled and the method of their election shall be in accordance with the ratio and the matters set out in Clause 35. The election shall be carried out by the Branch Executive Committee within fourteen (14) days of the Branch Annual General Meeting which shall be held no later than 31 August in each calendar year.
 - (iv) In order to qualify for election to the National Board of Directors, a person shall:
 - (a) be and shall remain at all times a member;
 - (b) be a current state Executive Member;
 - (c) have served on the immediate previous State Executive; and
 - (d) not concurrently hold an executive position with any other dancing society;

PROVIDING THAT a former director wishing to stand for re-election and having served as a Director within the preceding three (3) years and otherwise meeting the requirements of this Constitution and By-Laws, shall not be required to serve a further twelve (12) months on a State Executive before being eligible.

19. EXAMINATIONS AND ACCREDITATIONS

- (i) ANY technical accreditations obtained through the Society will not be recognized by the Society unless the person concerned is at all times a current financial member of the Society.
- (ii) Financial members of the Society who have been members for twelve (12) months minimum period and hold an accreditation issued by the Society may apply to be considered as an Examiner of the Society qualified to examine under the Society's elite award system from time to time.
- (iii) Applications should initially be delivered to the State Branch Secretary and will be considered by the Committee of Examiners appointed by the relevant branch.
- (iv) A member of the Board of Examiners may apply to the Committee of Examiners to be considered as an examiner to conduct technical examinations and must submit to an Accreditation Examiners' Interview which will be conducted by two Accreditation Examiners and will include an assessment of technical knowledge.
- (v) The Board shall appoint a chairman of the National Committee Of Examiners for a period of twelve (12) months who shall convene meetings of the National Committee Of Examiners and shall monitor the conduct of examiners and the examination system.
- (vi) Each State Committee Of Examiners shall, following their State Annual General Meeting, appoint one (1) representative to the National Committee Of Examiners.
- (vii) All Technical Examinations are to be conducted under the supervision and control of the relevant State Branch. Where, in the opinion of the National Committee Of Examiners, the circumstances are appropriate, a member may be granted approval to undergo the technical examination in a State other than their own State.
- (viii) The Application must be lodged in writing with the Secretary of the State Branch who will in turn provide it to the State Facilitator for technical Examinations who will in turn present the request to the State Executive. The decision of the State Executive will be final.

- (ix) Providing they complete an Application and otherwise comply with the Constitution and these By-laws, persons taking an Accreditation who are not members of the Society shall be granted membership of the Society for the remainder of the current financial year and shall not be required to pay any further fee for the balance of the current financial year.

MEMBERSHIP PAYMENT

- 20. THE annual fees to be paid by each member shall be determined by the Board from time to time, and are payable in advance on or before 30 June in each year. In the case of members joining the Society after 31 March in any year, the annual fee will not be payable until 30 June of the following year.
- 21. No member, whether financial or otherwise, shall have any right to or claim upon the assets or funds of the Society, nor shall they be entitled to any dividend out of the Society's funds or operating income or profit.

GENERAL MEETINGS

- 22. NOTICE of any meeting of members is to be sent to each of the members of the Company and its Directors in the manner set out in Sections 249J of the Act.
- 23. (i) MEETINGS of the Society shall be held in accordance with the Corporations Law and at such time and place as the Board shall determine.
 - (ii) Subject to the provisions of the Corporations Act, at least twenty-one (21) clear days' notice of General Meeting shall be given to members entitled to receive notice of the meeting. The contents of the notice must include the following:
 - (a) the place, date and time of the meeting and if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this;
 - (b) the general nature of the business of the meeting;
 - (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution;

- (d) if a member is entitled to appoint a proxy, the following information is to be stated:
 - (i) that the member has a right to appoint a proxy;
 - (ii) whether or not the proxy needs to be a member of the company;
 - (iii) that a member who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
 - (e) how the Notice is to be delivered.
24. (i) The Board may, whenever it thinks fit, and shall upon a requisition made in writing by five per centum (5%) or more of the membership of the Society, convene an Extraordinary General Meeting.
- (ii) A requisition given under paragraph (1) hereof must:
- (a) be in writing; and
 - (b) state any resolution to be proposed at the meeting; and
 - (c) be signed by the members making the request; and
 - (d) be given to the Company.
- (iii) The directors must call the meeting within twenty-one (21) days after the request is given to the Company. The meeting is to be held not later than sixty (60) days after the request is given to the Company.
25. SUBJECT to the provisions of the Corporations Law relating to special resolutions, at least fourteen (14) clear days' notice of a General Meeting, specifying the place, day and hour of meeting and, in case of special business, the general nature of such business, shall be given to the members entitled to receive notices in the manner hereinafter mentioned or in such other manner if any, as may be prescribed by the Society in General Meeting; but the accidental omission to send such notices to or the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

26. AT every General or Special Meeting of the Company, the quorum shall be a minimum of ten (10) members and the chair shall be taken by the President of the Society, or, if the meeting prefers, by a Chairperson nominated by a majority of the members present.
27. The members of the Society shall cause minutes to be made:
- (i) of the names of members of the Society present at all meetings of members; and
 - (ii) of the proceedings and of the resolutions passed at all meetings of members
- within one (1) month of the meeting of members having been held.
28. THE Society may in General Meeting make By-Laws not inconsistent with this Constitution as to the conduct, duties and powers of the Officer bearers and the Branches and as to the liability of members to pay subscriptions and may from time to time amend, add to or delete any such By-Laws.

STATE BRANCH ANNUAL GENERAL MEETING

29. (i) Each State Branch shall hold an Annual General Meeting as directed by the Chief Finance Officer from time to time.
- (ii) State Branch Annual General Meetings shall be held once in each financial year as directed by the Board. Business to be conducted at the State Branch Annual General Meeting shall be:
- (a) Election of State Branch Executive Committee;
 - (b) Presentation of accounts of the Branch;

Any other business of which requisite notice has been given and which has been approved by the Board. In all other respects, the meetings are to be held in as nearly the same manner as possible as the Company AGM.

STATE BRANCH EXECUTIVE COMMITTEE

30. Each State Branch shall elect from its registered members at the Annual General Meeting a State Branch Executive Committee as follows:
- (i) There shall be a minimum of five (5) members and a maximum of nine (9) members on each Branch Executive Committee.

- (ii) To be eligible for election as a Member of the State Branch Executive Committee, the member must have been financial member of that State for a period of twelve (12) months, or such other longer period as the Board may determine, prior to the election; and must reside in the State of the Branch Executive Committee to which they are applying.
- (iii) Each Branch shall elect three (3) officers who shall be respectively Chairperson, Secretary and Treasurer.
- (iv) These officers automatically become members of the Executive upon their election but so that at all times the number of members shall not exceed the maximum set out in (i) above.
- (v) In order to be eligible to hold office as Chairperson, a member must have served on the Branch Executive Committee of the relevant State Branch for a period of at least twelve (12) months immediately preceding their nomination as Chairperson. The Chairperson may only hold office for two (2) consecutive years after which he/she shall be ineligible for election to that position until a further one (1) year has elapsed.
- (vi) Fifty per cent (50%) of the officers and members of the Executive Committee shall hold office only until the Annual General Meeting succeeding their appointment however if eligible for reappointment may stand again for election and the remaining fifty per cent (50%) shall hold office until the second Annual General Meeting succeeding their appointment however if eligible for reappointment may stand again for election.
- (vii) Notwithstanding the requirements of sub-clause (iii) hereof, if it considers it appropriate to do so, a State Branch may nominate a Treasurer for a Branch who is not a member of the Society in order to ensure that a suitably qualified person hold that position. Any appointee not a member of the Society shall have no voting rights.
- (viii) In order to qualify for election to the National Board of Directors a person shall be a member and must be a current State Executive Member and have served on the immediate previous State Executive for a period of two (2) years and may not hold concurrently an executive position with any other dancing society.
- (ix) Notwithstanding the requirements of sub-clause (ix) hereof, a former

Director wishing to stand for re-election and having served as a Director within the preceding three (3) years and otherwise meeting the requirements of this Constitution and By-Laws, shall not be required to serve a further twelve (12) months on a State Executive before being eligible.

ANNUAL GENERAL MEETING OF THE SOCIETY

31. THE Society shall hold an Annual General Meeting of all financial members of the company once in each calendar year and within five (5) months after the end of the financial year of the Company.
- (i) A member who has been a financial member with the society for a period of not less than one (1) year is entitled to attend and vote at a meeting of the company and is entitled to appoint in his or her place no more than one proxy (who must be a current and financial member for a period of not less than one (1) year of the company) to attend and to vote on all matters contained on the agenda distributed prior to the meeting.
 - (ii) A proxy form (in the form of Schedule A) will be sent to the members of the Society with the Notice of the Annual General Meeting. To be effective, proxies must be received by the Company no later than forty-eight (48) hours before the meeting.
 - (iii) Proxies will only be valid and accepted by the Company if they are signed and forwarded to either:
 - (a) the registered office of the company at the address on the face of the proxy form.
 - (b) the electronic address specified for the purpose in the notice of meeting; and
 - (c) if the notice of meeting specifies other electronic means by which a member may give the document - when the document given by those means is received by the Company as prescribed by the regulations to the Act.
 - (d) Not later than forty-eight (48) hours before the scheduled commencement of the meeting.

32. Business to be conducted at the Annual General Meeting shall be:
- (i) Election of Directors every two (2) years
 - (ii) Presentation of the audited accounts of the Society;
 - (iii) Appointment of Auditor (if required by law);
 - (iv) Appointment of legal representative;
 - (v) Any other business of which requisite notice has been given.
33. THE Annual General Meeting of the Board will be the first meeting of the next Board meeting following the Annual General Meeting of the Society.

THE BOARD OF DIRECTORS

34. (i) Subject to the Corporations Law and to any other provision of these regulations, the business of the Society shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the company, and may exercise all such powers of the Society as are not, by the Corporations Law or by these regulations, required to be exercised by the Society in general meetings.
- (ii) Without limiting the generality of sub-regulation (1), the Directors may exercise all the powers of the Society to borrow money, to charge any property or business of the Society and to issue debentures or give any other security for a debt, liability or obligation of the Society or of any other person.
35. Subject to Clauses 18 and 37 hereof, the Board of the Society shall consist of Directors elected by the members at the Company Annual General Meeting but representing State Branches of the Society on the following basis:
- (i) For a Branch achieving twenty (20) members, there shall be one (1) board member;
 - (ii) For a Branch achieving sixty (60) members, there shall be a second Board member;
 - (iii) For a Branch achieving one hundred (100) members, there shall be a third Board member.

No State Branch shall be entitled to appoint more than three (3) Directors.

36. Directors shall be entitled to one (1) vote per person. Voting rights shall not be transferable between Directors. Notwithstanding anything herein contained, a Director representing a State Branch may vote on any issue with the number of votes to which that State is entitled in the absence of any other Director or Directors from that the State but so that the total number of votes cast does not exceed the total number of Directors. Voting rights per State will not diminish because a Director is not able to be present at a meeting of the Board.
37. A director may, in writing, appoint an alternate director and must provide the Society with a copy of the Appointment of the Alternate Director. The Appointment of the Alternate Director may specify whether the Alternate Director has the powers of the Director or limits the powers. The appointment shall be for a specified period. When an Alternate Director exercises the director's powers, the exercise of the power is effective as if the powers were exercised by the Director. The Society must, if the appointer requests the Society to give the Alternate Director notice of directors' meetings, do so.
38. ACCEPTANCE of the nominated alternate Director representing the Branch as proxy for such nominated Director shall be at the sole and unfettered discretion of the Board at all times. The Board may withdraw its support for any such nominated alternate director at any time and thereafter such alternate director shall not be entitled to represent the nominating branch without the consent of the Board and the appointment of a further alternate director shall be upon such terms as the Board shall determine. The Board shall not be obliged to provide reasons for the exercise of its discretion under this Clause.
39. THE Board shall appoint from its membership a President. The President shall have a deliberative vote but shall not have a casting vote.
40. The Board may appoint a Chief Financial Officer. The Chief Financial Officer maybe invited by the Board to attend Board meetings but, if not a Director, may not vote. The Chief Financial Officer shall carry out such duties as are determined by the Board.

THE AUSTRALIAN DANCESPORT CHAMPIONSHIP:

41. (i) The conduct of the Australian DanceSport Championship shall be the responsibility of the Board and the Organizer so appointed annually. Adjudicators are to be selected by the Board.

- (ii) An Organizer's fee will be determined on appointment as will any commission on sponsorship to be paid by the Board. The Organizer is answerable to the Board. Any surplus profit is to be retained by the Board on receipt of the last financial report for the event.
- (iii) Any agreement with DanceSport Australia Ltd. in relation to the Championship will be adhered to by all State Branches.
- (iv) In considering the appointment of an Organizer, proper consideration must be given to the suitability of the appointee and their record of achievement in organising and planning events. Consideration may be given to seeking appropriate appointments from outside the industry.

OTHER BOARD MATTERS:

42. The Board shall determine the following matters:
- (i) Opening of bank accounts;
 - (ii) Committing the Society (or any State Branch) beyond its current approved financial limits;
 - (iii) Investing Society funds;
 - (iv) Changing the venue of the Australian DanceSport Championships;
 - (v) Changing the supplier of Society medals.
43. The Board may override State Branches on all national matters and any other matters which in the opinion of the Board are inconsistent with Board policy and/or the interests of the Society as a whole and all business conducted by State Branches shall at all times be subject to the approval of the Board or its delegates.
44. ANY member desirous of seeking appointment to the Board shall be required to resign forthwith from any executive position with other societies concerned with Standard, Latin, and New Vogue dance styles.

45. IN the case of the President of the Board and subject to Clause 46, a person may only hold the position for two 2-year terms after which he/she shall not be eligible for reappointment to the position until two (2) years has elapsed. If there shall be more than one (1) nominee there shall be a ballot conducted in such a manner as is deemed appropriate by the Board.
46. CASUAL VACANCIES occurring on the Board of Directors during the year may be filled by the Board at any meeting of the Board by a simple majority of those present, and any persons so elected shall hold office only until the next Annual General Meeting, but shall be eligible for reappointment subject always to the provisions of the Act and this Constitution.
47. THE Board must provide for the safe custody of the Seal, and every instrument or document to which the Seal of the Society is affixed shall be signed by two persons authorised by the Board at least one of whom must be a member of the Board.
48. WITHOUT prejudice to the general powers conferred by this Constitution upon the Board, the Board may determine who is entitled to sign on the Society's behalf, Bills, Notes, Receipts, Acceptances, Endorsements, Cheques, Releases, Contracts and Documents, and also from time to time may provide for the management of the business of the Society and of the administration of the Society in such manner as it thinks fit, and in particular may appoint persons to be agents of the Society and may delegate their own powers or some of them to such agents and upon such terms as may be thought expedient, and may appoint, and have discretion to remove or suspend those officers.
49. THE Directors may from time to time:
- (i) delegate any of their powers to a committee or committees of such of their number as they think fit;
 - (ii) constitute such other committees, auxiliaries and bodies from amongst the members of the Society which they deem desirable to carry out any of the objects of the Society;
 - (iii) make By-Laws not inconsistent with this Constitution defining the powers and jurisdiction of any such committees, auxiliaries or other bodies and of the duties, conduct and procedure to be followed by any such committees, auxiliaries or other bodies and may amend, add to or delete any such By-Laws.

49. THE Directors may meet together for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit. Any two (2) members of the Board may at any time and the Managing Director or Chief Executive Officer shall on the requisition of any two (2) members of the Board summon a meeting of the Board.

DUTIES OF DIRECTORS AND OTHER OFFICERS:

50. A director or other officer of the Society must act in accordance with the duties set out in the Act and under the law.
51. NOTWITHSTANDING the provisions of Clause 54, providing requisite notice has been given, it shall not be necessary to personally attend a Board Meeting in any case where it is determined by the Board and a conference telephone link-up or any other technology consented to by all directors or approved by the law shall be deemed to be sufficient to constitute such a meeting. For such a link-up to constitute a formal meeting of Board Members, a quorum must participate. However, for formal conclusion of the meeting, any voting taken on a telephone or other link-up shall be confirmed in writing by the secretary of the meeting to the Managing Director or Chief Executive Officer within fourteen (14) days of the link-up.
52. THE members of the Board shall cause minutes to be made:-
- (i) of all appointments of Directors;
 - (ii) of names of members of the Board present at all meetings of Directors;
 - (iii) of all proceedings at all meetings of Directors of the Board; and
 - (iv) of all resolutions passed by the directors of the Board in accordance with Clause 64, where no meeting of the board has been held within one (1) month of the meeting at which the resolutions were passed.

Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

53. AT every meeting of the Board, the chair shall be taken by the President, or by a chairperson nominated by the members of the Board present, and a quorum shall be five (5) members.

54. EACH member of the Board present at a meeting of the Board in person or by proxy, shall have one vote. Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the chairperson shall have an additional casting vote, and a determination by the majority of the members of the Board shall for all purposes be deemed to be a determination of the Board.
55. Subject to Clause 61 (Removal of Director), a Member of the Board who is absent without the consent of the Board from three (3) or more consecutive meetings of the Board, will be liable to be removed as a director.
56. A resolution in writing, signed by all the members of the Board for the time being, shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.
57. The Board may appoint a Managing Director from the Board of Directors. The Managing Director shall carry out such duties as are determined by the Board.
58. The Board may appoint a Chief Executive Officer. The Chief Executive Officer may be invited by the Board to attend Board meetings but, if not a Director, may not vote. The Chief Executive Officer shall carry out such duties as are determined by the Board.

NOTICES

59. A notice may be served by the Society upon any member either personally or by sending it through electronic means or by post in a prepaid letter addressed to the member at their registered address, (or if the member has no registered address within the State), to the address if any, within the State supplied by the member to the Society for the giving of notices to the member. Any notice served by electronic means is deemed to be received the day following the date of notice, a notice served by post shall be deemed to have been received three (3) days after the date on which it was posted and in proving such service it shall be sufficient to show that the letter containing the notice was properly addressed and put into a Post Office.
60. A Document may be served on the Society as follows:
 - (i) by leaving it at, or posting it to, the company's registered office; or
 - (ii) by delivering a copy of the document personally to a director of the Company who resides in Australia or in an external Territory.

61. The Society may by resolution remove a director. The following procedure must take place in order for the resolution to be valid:
- (i) a notice of intention to move the resolution must be given to the Society at least two (2) months before the meeting is held;
 - (ii) the Society must give the director a copy of the notice as soon as practicable after it is received.
 - (iii) the director is entitled to put his/her case to the members by:
 - (a) giving the Society a written statement to be circulated to the members; and
 - (b) speaking to the motion at the meeting.
 - (iv) the written statement is to be circulated by the Society to the members by sending a copy to everyone who receives notice of the meeting, or if there is insufficient time, circulating it to the members at the meeting and reading it out at the meeting before the resolution is voted on, however, if the director's statement is more than one thousand (1000) words long or is defamatory, the written statement of the director is not required to be circulated to the members.
 - (v) At least twenty-one (21) days' notice of the meeting of members of the Society at which a resolution will be moved to remove a director, must be given.

INTEREST

62. FOR purposes of Clause 4 of this Constitution, the rate of interest to be paid on money borrowed from any member of the Society shall not exceed 4 per cent per annum or such other rate as may be determined by the Board from time to time.

WINDING UP

63. If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to some institution or institutions having objects similar to the objects of the Society and whose Memorandum of Association or constitution shall prohibit the distribution of its or their income and property

amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

64. ANY decision to wind up or dissolve the Society shall not be made unless carried by seventy-five per centum (75%) of the members of the Society by special resolution.

FORM OF PROXY - SCHEDULE A

ACN 005 166 950

(Clause 32(ii) of the Constitution) SCHEDULE A – APPOINTMENT OF PROXY

To: Australian Dancing Society Limited (the “Company”)
ACN 005 166 950
Sports House
375 Albert Road
ALBERT PARK VIC 3206

I
of

being a member of the Company hereby appoint:

	The Chairman of the Meeting	OR	
--	-----------------------------	-----------	--

as my proxy to vote for me on my behalf at the *meeting of the members of the Company/*at the annual general meeting of the Company/*at the meeting of the members of the Company to be held on day of 20 ,and at any adjournment of the meeting.

Any member may specify the way that the proxy is to vote on a particular resolution.

		For	Against	Abstain
Resolution 1				
Resolution 2				
Resolution 3				

SIGNED this day of 20

SIGNATURE OF MEMBER
Signature
Name
(printed):

***Strike out which is not desired.**

BY-LAWS

OF

AUSTRALIAN DANCING SOCIETY LTD.

A.C.N. 005 166 950



A.D.S. BY-LAWS

INTERPRETATION

1. IN these By-Laws unless there is something in the subject or context inconsistent therewith:

"Adjudicator" means a person who is accredited and officiating at a Dancesport event or Championship or other event conducted by the Society."

"ADS", "the Company" and "the Society" means The Australian Dancing Society Limited (ACN 005 166 950) and its successors and assigns.

"The Australian", "Australian DanceSport Championship" and "the Championship" means the dance event conducted annually by the Society

"Board" and "Board of Directors" shall mean the Board of Directors of the Society as elected or appointed from time to time.

"Board of Examiners" means the Board of Examiners appointed by the Board from time to time.

"Board of Examiners Co-Ordinator" means the co-ordinator of the Board of Examiners appointed by a State Branch from time to time.

"Branch" and "State Branch" means a branch of the Society established hereunder.

"Branch Executive Committee" means the committee elected for the time being by a State or Territory Branch of the Society.

"By-Laws" means the By-Laws made by the Society under the Constitution as amended from time to time.

"Chief Executive Officer" means the Chief Executive Officer appointed by the Society from time to time or any one of such officers in the event of there being more than one.

"Chief Finance Officer" means the Chief Finance Officer appointed by the Society from time to time or any one of such officers in the event of there being more than one.

"Committee of Examiners" means the examiners appointed by a State Executive Committee from time to time.

"Constitution" means the Constitution of the Society as amended from time to time.

"Corporations Act 2001", "Corporations Law" and "the Act" means the Corporations Act 2001 and any statutory modification or re-enactment thereof for the time being in force.

"Director" or "Directors" means any one or more of the directors of the Society elected or appointed hereunder from time to time.

"Examiner" means a person qualified and approved by the Society to conduct examinations in accordance with this Constitution.

"Managing Director" means the Managing Director appointed by the Society from time to time or any one of such officers in the event of there being more than one.

"Organizer" means the organizer of The Australian DanceSport Championship as appointed under the Constitution.

"State Branch" means any group of members established by or officially recognized by the Society in States and/or Territories of the Commonwealth of Australia in accordance with the Constitution and the By-Laws of the Society.

"State Branch Board" means the duly elected board of directors of a State Branch from time to time.

"State Branch Executive" means the members of the State Executive Committee.

"State Executive Committee" means the members elected to form a committee of the members of a State Branch.

"in writing" and "written" includes printing, lithography and typewriting, and all other modes of representing or reproducing words in visible form.

Words importing the singular number include the plural and vice versa; words importing the masculine gender shall include the feminine gender and vice versa;

Save as aforesaid and where not otherwise inconsistent words and expressions defined in these By-Laws have the same meaning as those defined in the Corporations Law.

1.1 MEMBERS - ADDITIONAL PROVISIONS

- (i) No member competing at an event is permitted to adjudicate on the same day of an event. Members of a State Executive Branch are not to participate in the selection of panels of adjudicators in events in which they compete.
- (ii) A member of the Board of Examiners must be a financial member of the Society. The qualification of an Examiner will automatically lapse if membership lapses.
- (iii) Access by members to the Board is as follows:
 - Members should make contact in writing with the Secretary of the State Branch who will take the matter to the State Branch Executive. The State Branch Executive shall determine if a matter should be referred to the Board. The State Branch Secretary will notify the Managing Director/CEO of any matter for discussion by the Board."
 - A member may appeal a decision of the State Branch Executive to the Board but must forthwith deliver a copy of any appeal to the State Branch Secretary.

1.2 STATE BRANCH EXECUTIVE COMMITTEE MATTERS

- (i) State Branch Executive Committee Members who miss three (3) consecutive meetings, shall have their position declared vacant automatically. If a State Branch Executive Member is, however, otherwise engaged on Society business, their absence will not be counted for the purposes of this By-Law. Meeting dates are to be set at the first meeting after the AGM and the Managing Director/Chief Executive Officer notified of the Schedule.
- (ii) All State Branch Executives are encouraged to produce a regular Newsletter for their members.
- (iii) The quorum for State Branch Executive Meetings will be 50% of the members of the State Branch Executive Committee.
- (iv) State Branch Executives must appoint a representative to organise contributions to

the Society Newsletter.

- (v) State Branches must forward copies of Professional Accreditations to the Managing Director/Chief Executive Officer. The Managing Director/Chief Executive Officer will then forward a copy of same to the designated officer of the C.O.E. for distribution of the Diploma. Reports are to be forwarded in duplicate.
- (vi) Examiners' fees will be determined by the Board at the first meeting after the company/State Branch AGM. Accreditation forms must be tabled at the first State Branch Executive Meeting after the examination for the approval of the examiner's fee.
- (vii) If at any meeting of a State Branch Executive, the Chairperson is not in attendance then the State Branch Executive is to appoint a Chairperson in his/her absence.
- (viii) All State Branches will appoint a Board of Examiners Co-ordinator who will convene meetings of Board of Examiners members and ensure professional examinations are within the guidelines of the committee of Examiners.
- (ix) Should the Secretary of a State Branch not be a State Branch Board member, the Branch must ask the Chairperson to forward copies of Board Minutes for the State's records. All State Branches must forward a copy of their Branch Minutes to the Chief Executive Officer of the Board.

1.3 EVENTS AND CONFLICT OF SPONSORSHIP

- (i) Each State Branch may conduct its own dance events and State championship and any profit or loss applicable to such events shall be that State Branch's entitlement and/or responsibility. State Branches may elect to pay an organiser's fee based on a percentage of profit or a fixed fee. This should be determined at the time of the appointment of the organiser. Commission on sponsorship may also be paid if the State Branch Executive considers it appropriate.
- (ii) State Branches must ensure that in all events conducted by them, all appropriate documentation for any consultancy or arrangement entered into is completed and that an appropriate register of such arrangements is maintained.
- (iii) Championships, competitions and State Branch events must be conducted under the name or style of "Australian Dancing Society Ltd. presents (championship/event name)..."
- (iv) State Branches must, in addition to complying with By-Law 1.5, prepare a profit and loss statement, containing a record of all income and expenditure, which must be lodged with the State Branch Treasurer within the period determined by the State Branch Executive.
- (v) At all times, the name of the Society shall take precedence over the name of the State Branch which organises the event.
- (vi) All correspondence must be on approved Society letterhead and the Secretary of the State Branch must receive for approval a copy of all literature distributed in the name of the Branch.
- (vii) State Branches must ensure that when obtaining a sponsor for a State Event, they comply with any directive from the Board concerning the inclusion of appropriate disclaimers in all publications and/or advertisements as the Board may determine.
- (viii) State Branches must comply with all directions of the Board of the Company.

- (ix) All publications of the Company including all publications of a State Branch which carry any advertising or other material or reference to goods products or services provided by a sponsor shall be accompanied by a disclaimer in a form to the satisfaction of the Board or the Company's solicitor and shall be approved by the Managing Director/Chief Executive Officer or the Company's solicitor before publication and wherever possible shall be provided to the sponsor before publication.

1.4 ELITE AWARD SYSTEM

- (i) State Branches shall (subject to existing Society guidelines and any subsequent changes made by the Board from time to time) conduct the Society's elite award system using awards supplied by the Society's official supplier.

1.5 STATE BRANCH FINANCES

Branches are to adhere strictly to the reporting guidelines and general instructions produced from time to time by the Board or the Managing Director/Chief Finance Officer.

(i) APPROVAL OF BUDGETS

Each State Branch must submit for approval by the Board a forecast of its anticipated income and expenditure which should include income and expenditure relating to normal operations such as championships and events and any special projects or other significant matters to be submitted by no later than 1 September in each financial year.

(ii) SPECIAL PROJECTS

Any expenditure on special projects over FIVE THOUSAND DOLLARS (\$5,000.00) or such amount as may be fixed by the Board from time to time must have the specific approval of the Board which may require a detailed submission and appropriate financial information in support. The Board may delegate any or all of these functions to the Chief Finance Officer or other officer.

(iii) FINANCIAL REPORTING

(a) Reports are to be completed on the standardized form(s) nominated by the Chief Finance Officer on a monthly basis and to be delivered to the Chief Financial Officer no later than fourteen days after month's end.

(b) State Branch executives must ensure that all sundry and miscellaneous income and expense transactions over \$300.00 each are supported by appropriate detail and documents which are to be made available when required by the Chief Finance Officer.

(c) Income and expenses are to be categorized according to the instructions from time to time of the Chief Finance Officer.

(iv) YEAR END FINANCIAL REPORTING

State Branch Year end Financial Reports are to be prepared and tabled at the Branch AGM, with copies then forwarded to the Society's national Chief Finance Officer and Managing Director/Chief Executive Officer.

(v) MEMBERSHIP FEES

All membership fees are to be retained by the National Registration Officer via the Chief Finance Officer in the first instance or as the Board directs.

- (a) All membership fees are the property of the Society and are to be dealt with as the Board directs.
- (b) The Board may appoint a National Registration Officer to record details of members.
- (c) For a member to be eligible to vote at any State or Company meeting, the member must have been financial member for a period of not less than one (1) year before the date of the meeting.

(vi) SALARIES AND HONORARIUMS

- (a) No honorarium or salary shall be paid to a Secretary or Treasurer of a State Branch unless the State Executive Committee has considered and voted upon the issue.
- (b) The amount payable is to be set at either a fixed fee or a percentage of the annual profit, whichever is the greater. The fixed fee and percentage rate is to be set annually by the Board at the first meeting following the company AGM.
- (c) A State Branch Executive may decide, as a result of its individual circumstances, that this payment will not be made.
- (d) Any fee or salary to be paid to the Managing Director/Chief Executive Officer or Chief Finance Officer of the Society shall be set as part of the general conditions of retainer by the Board or a committee established for that purpose. The amount so fixed shall be reviewed annually and shall be contained in a written agreement setting out the terms and conditions of the retainer.

(vii) BRANCH MATTERS

- (a) Airfares for Board members to attend meetings of the Board shall be available to State Branch Board members on a pro rata basis according to the number of Board members attending such meetings.
- (b) State Branches shall decide whether to meet accommodation or other expenses of national Board members.
- (c) The Board will decide the establishment figure for any new State branches.
- (d) The Board shall have the responsibility for and shall determine the budget to fund the setting up of a new branch.
- (e) The information discussed at and the contents of Board meetings is confidential and, except as required by law, is not to be disclosed by a Director or State Branch Executive member without the authority of the Board and State Branch Executive members will comply with all directives of the Board, the Managing Director/Chief Executive Officer and/or the State Branch Executive in this regard.

2. PROXIES AT STATE BRANCH EXECUTIVE COMMITTEE MEETINGS

- 2.1 Members requiring information on how to complete proxy forms should contact the State Branch Secretary or the State Branch Chairman.
- 2.2 The State Branch Secretary shall forward with each proxy form details of and any available information relating to candidates standing for all positions.
- 2.3 The issuing and handling of proxies at State Branch Executive Committee meetings is to be handled in as nearly the same manner as possible as for the Annual General Meeting of the Society except that the functions and responsibilities of the Managing Director/Chief Executive Officer are to be undertaken by the State Branch Secretary or any Returning Officer appointed for that election.

3. GENERAL

The Executive of a State Branch and the Board of the Company may invite such person or persons as it sees fit to attend Executive or Board meetings for the purpose of providing further expertise or advice to the Board. Such invitees cannot vote on any resolution proposed at such a meeting and are advisory only.