

CORPORATIONS ACT

A company limited by guarantee and not having a share capital.

CONSTITUTION OF NEW MARDI GRAS LIMITED

ACN 102 451 785

CHAPTER I

INTERPRETATION & ALTERATION

1.1 In these articles the following terms have the following meaning unless the context otherwise requires.

“New Mardi Gras” means New Mardi Gras Limited ACN: 102 451 785.

“Company” means New Mardi Gras.

“Officer of an organisation” means:-

- (a) a member of the organisation;
- (b) the public officer of the organisation;
- (c) a secretary, executive officer or employee of the organisation.

“Organisation” means a society, club, association (whether incorporated or unincorporated), collective, body corporate or similar body including a company incorporated pursuant to the Companies Act but does not include a natural person.

"Cultural" means the set of shared attitudes, values, goals and practices, including artistic, that characterises a community or group of people.

"Artistic" means the encouragement of activities of an artist(s) primarily based on painting, sculptural, performance, dance, musical expression, musical performance, art, photography and literature.

1.2 In this Constitution, unless it is inconsistent with the context:

- (a) The singular includes the plural and vice versa.
- (b) Words referring to any gender include all other genders.
- (c) Any reference to a statute or statutory provision includes any statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision or which has been amended, extended, consolidated or replaced by the statute or statutory provision and any orders, regulations, instruments or other subordinate legislation made under the statute or statutory provision.
- (d) All references to articles, clauses, schedules, annexures and explanatory notes are to articles and clauses of and schedules, annexures and explanatory notes to this Constitution.
- (e) Where any time period is required to be calculated from a specified date, that date will be excluded from the calculation.
- (f) Unless the context otherwise requires, words given a certain meaning in the Corporations Act 2001 or in the Acts Interpretation Act 1901 (Cwlth) will have that meaning in this Constitution.
- (g) Any requirement of this Constitution that refers to a sexuality or gender of any person or group of persons will mean the sexuality or gender with which that person or group identifies.

[Notation: For the purposes of determining gender and sexuality the Constitution adopts a self identification test.]

- 1.3 Any reference in this Constitution to a provision of the Corporations Act 2001, must be read, to the extent practicable, to that provision of the Corporations Act or the Act as amended, replaced or re-enacted.
- 1.4 Where in this Constitution a body (such as a constituted group) consisting of more than 1 person is given any power, or is required to exercise any discretion, or form any view, it will be taken to have done so by passing an ordinary resolution to that effect, unless the contrary is indicated.
- 1.5 If any document or thing is required by this Constitution to be lodged with the Secretary, the requirement may be satisfied only by posting the document to New Mardi Gras' postal address by pre-paid post, or by delivering the document to New Mardi Gras' principal place of business during New Mardi Gras' ordinary business hours, unless an additional method is prescribed in a particular case or cases.
- 1.6 Unless this Constitution states to the contrary any 1 or more of the provisions of this Constitution may be:
 - (a) altered;
 - (b) rescinded;
 - (c) replaced; or
 - (d) may be added to,but only by special resolution.

[Notation: A special resolution is defined by the Corporations Act as a resolution passed by at least 75% of the votes cast by voters. An ordinary resolution is a resolution passed by at least 50% of the votes cast by voters entitled to vote]

- 1.7 The provisions of this Constitution replace the current and any future replaceable rule or rules to the extent permitted by the Corporations Act.

CHAPTER II

OBJECTS

- 2.1 The objectives of New Mardi Gras shall be to organise and co-ordinate events of celebration, commemoration and protest and engage in other activities as part of the gay, lesbian, transgender, bisexual and queer community. This includes:
 - (a) Sustaining and strengthening the gay, lesbian, transgender, bisexual and queer community by:
 - (i) providing opportunities for interaction and association between individuals, groups and organisations;
 - (ii) contributing to its social, economic, cultural and political development;
 - (iii) enabling the full expression of its culture, history, traditions and aspirations; and
 - (iv) providing opportunities for other organisations to promote their services, fundraise and advance their objectives;
 - (b) Acknowledging the diversity of the gay, lesbian, transgender, bisexual and queer community.

- (c) Advancing the goals of this community, including:
 - (i) full acceptance of and equal rights within Australia and internationally;
 - (ii) promoting visibility of its people within the Australian community and internationally;
 - (iii) recognition within society of the right to sexual self-determination of all people.
- (d) Advancing the interests and general well-being of gay, lesbian, transgender, bisexual and queer people including:
 - (i) affirmation of gay, lesbian, transgender, bisexual and queer love and life;
 - (ii) creating opportunities for people to express themselves artistically and politically and develop their artistic and political skills; and
 - (iii) by creating a forum in which sexuality and gender diversity are explored and celebrated.
- (e) Building strong, positive and beneficial relationships between the gay, lesbian, transgender, bisexual and queer community and the wider community.

2.2 The assets and income of the organisation shall be applied solely in furtherance of the objectives outlined in Article 2.1.

CHAPTER III MEMBERSHIP

- 3.1 The members of New Mardi Gras are persons or organisations who apply for and are admitted to membership in accordance with this Constitution.
- 3.2 There shall be no age restriction on who may be a member of New Mardi Gras.
- 3.3 The Board may resolve that there shall be Associate members. In this event:
 - (a) the Board shall also determine what rights and obligations Associate members will have pursuant to this Constitution; and
 - (b) the rights of any other class of membership shall not diminish the rights of ordinary members who have been admitted to membership in accordance with this Constitution.
- 3.4 The members in general meeting by ordinary resolution may resolve that a person be granted life membership in the Company. Upon the general meeting making such a resolution that person shall be entered on the Register as a life member and shall not be required to pay membership fees in accordance with this Constitution.
- 3.5 A member that is an organisation can only be an Associate member.
- 3.6 Any member who is an Associate member shall not have any right to participate in general meetings or to vote on any resolution or participate in any election for an officer of the company.

CHAPTER IV MEMBERSHIP OF NEW MARDI GRAS: ADMISSION, FEES AND OTHER MATTERS

Division 1

- 4.1 The following procedure shall be followed in respect of the admission of any person or organisation (in this Chapter referred to as the "Applicant") to membership of New Mardi Gras, namely:

- (a) The Applicant must complete and sign an application (in this Chapter referred to as the "Application") in the form prescribed from time to time by the Board;
 - (b) The Applicant must agree to support the aims and the objectives of New Mardi Gras as set out in this Constitution. It shall be sufficient compliance for the purposes of this article if the Applicant signs a statement acknowledging their support of the objectives in such manner as the Board may from time to time determine.
- 4.2 Each Application for membership shall be placed before the Board as soon possible and be determined by the Board in accordance with the immediately succeeding article within 45 days.
- 4.3 The Board may in respect to the Application for membership:
- (a) accept the Application; or
 - (b) reject the Application where two thirds of the Board currently in office so determine; or
 - (c) refer the Application to the Applicant for further explanation or clarification but not so as to exceed the 45 day period prescribed in the immediately preceding article.
- 4.4 In the event the Board fails to accept or reject the Application for membership within 45 days of the Application being placed before the Board, the Application shall be deemed to have been rejected.
- 4.5 No Application may be considered by the Board during the period from where:
- (a) the Board itself has requisitioned or has been notified that members or directors have requisitioned a general meeting; or
 - (b) within 14 days of the date fixed for the convening of an Annual General Meeting, until after the conclusion of that general meeting.
- [New membership is suspended whenever general meetings of the Members are to be convened.]*
- 4.6 During the period or periods referred to in the immediately preceding article the 45 days by which the Board must make a determination about an Application for membership shall be suspended and those periods shall not be counted as part of the 45 day period.
- 4.7 Upon the acceptance of an Application by the Board the Applicant will become a member of New Mardi Gras upon the Applicant's name being entered in the Register of Members.
- 4.8 Upon the rejection of an Application by the Board the Board must as soon as is possible:
- (a) cause the Applicant to be notified in writing, advising of the Board's decision to reject the Application; and
 - (b) inform the Applicant of the right of appeal under Chapter 20.
- [Notation: The Board is not required to give reasons to the Applicant for its decision to reject the Application.]*
- 4.9 The Board may from time to time fix any fee to be paid by Applicants for membership ("the Entrance Fee").
- 4.10 The Board may from time to time fix any fee by way of any annual membership fee the payment of which may be a condition for ongoing membership in the Company.
- 4.11 The Board has the power to waive entirely or fix fees at concession rates in respect to Applicants for Membership and members of the Company as the Board determines.

Division 2

- 4.12: The period of membership shall be determined as follows:-
- (a) each Membership will, subject to earlier termination under the provisions of this Constitution, expire on 31st October in each year but may be renewed in accordance with this Constitution;
 - (b) the Board may resolve to extend the period of Membership of any member beyond 31st October (“the extended Membership”) provided that such Extended Membership shall expire on 31st October of the last year of the Extended Membership.
 - (c) The Board may from time to time fix any fee or grant any concession by way of Extended Membership fee as a condition for Extended Membership
- 4.13 The renewal of Membership:-
- (a) in the case of annual Membership – on or before 1st September in each year New Mardi Gras must cause to be sent to each member a notice of renewal in a form prescribed by the Board from time to time (“a Renewal Form”), setting out:-
 - (i) the annual membership fee for the next – following year or the Extended Membership fee (as applicable);
 - (ii) the method of renewal.
 - (b) in the case of Extended Membership – on or before 1st September in the last year of the Extended Membership New Mardi Grad must cause to be sent to each Extended Member a notice of renewal in the form prescribed by the Board from time to time (“a Renewal Form”), setting out:-
 - (i) the annual membership fee for the next – following year and/or the Extended Membership fee (as applicable); and
 - (ii) the method of renewal.
- 4.14 Membership of New Mardi Gras may be renewed by the member:-
- (a) complying with the method of renewal prescribed by the Board; and
 - (b) providing the annual membership fee or the Extended Membership fee prescribed in the Renewal Form In cleared funds in accordance with the date and method of payment specified on the form.
- 4.15 A person ceases to be a member of New Mardi Gras:-
- (a) if written notice of the person’s resignation from membership has been lodged with the secretary;
 - (b) if that person has not effected membership renewal by 31st October of the relevant year as applicable to an Annual Membership or an Extended Membership (or by any extension of that date resolved by the Board);
 - (c) if that person is expelled from Membership; or
 - (d) if that person dies.
- [Notation: Where a person ceases to be a member that person cannot be a director or exercise voting rights at general meetings.]

CHAPTER V
THE REGISTER

- 5.1 The Secretary must:
- (a) establish; and
 - (b) maintain,
- a register (the "Register") of the members of New Mardi Gras accurately reflecting who is a member.
- 5.2 The Register must contain the following information about each member:
- (a) the member's name and address; and
 - (b) the date on which the entry of the member's name in the Register was made.
- 5.3 Where an organisation is a member:
- (a) an officer of the organisation shall be registered as the member;
 - (b) the Register must contain:
 - (i) the organisation's name and address; and
 - (ii) the name and address of the officer of the organisation.
- 5.4 The Register may, if the Board so decides, record particulars of former members separately from the rest of the Register.
- 5.5 The Register must be kept at New Mardi Gras' principal place of business.
- 5.6 The Secretary must ensure that only those particulars required by the Corporations Act relating to a member are:
- (a) available for inspection in accordance with the Corporations Act; and
 - (b) given only to a person with the right to have such information in accordance with the Corporations Act.
- Nothing in this article prevents the Board providing particulars of an individual member's name and address where the individual member has so consented and the Board has complied with any law relevant to the collection and keeping of confidential information.
- 5.7 A member may at any time by notice in writing lodged with the Secretary inform the Company of any change in the member's name or address. The Company may require reasonable verification of the change.

CHAPTER VI
GENERAL MEETINGS

Division 1

- 6.1 New Mardi Gras must hold general meetings in accordance with the Corporations Act.
- 6.2 An Annual General Meeting means an Annual General Meeting of the Company that section 250N of the Corporations Act requires to be held. In this Constitution general meetings are either Annual General Meetings or general meetings.

- 6.3 A general meeting must be convened by the Directors where:
- (a) members representing at least 5% of the members entitled to vote at a general meeting so request; or
 - (b) at least 2 Directors so request; or
 - (c) the Board so requests.
- (d) In the following circumstances where the Secretary so requests:-*
- (i) there has been a complaint, grievance or dispute (“the Complaint”) regarding the acts or omissions of a director and the Complaint has been made by another director, office bearer, Member (including any member of a Working Group) or employee of New Mardi Gras;
 - (ii) if an internal complaint, grievance or dispute procedure is in place – the Secretary is satisfied that the procedures have been exhausted;
 - (iii) the Complaint remains unresolved; and
 - (iv) the Secretary is satisfied that should the Complaint be left unresolved the operations of the Board may be impeded.
- 6.4 Any requisition for a general meeting must:
- (a) be in writing;
 - (b) state any resolution to be proposed at the meeting;
 - (c) be signed by the members making the request; and
 - (d) be given to the Secretary.
- 6.5 Separate copies of a document setting out the request for a general meeting may be used for signing by members if the wording of the request is identical in each copy.
- 6.6 Upon the receipt of a request for a general meeting the Secretary must convene a general meeting to take place not less than 35 days nor more than 48 days from the date of the receipt by the Company of that requisition.
- 6.7 Notice of general meeting must be given:
- (a) not less than 21 days before the general meeting concerned;
 - (b) in writing to:
 - (i) each member at the address then current for that member on the Register; and
 - (ii) Mardi Gras' auditor at the time of the notice.
- 6.8 In addition to the mode of notice described in the immediately preceding article, the Secretary shall, not less than 21 days before the general meeting cause:
- (a) a notice to be placed in a public area of New Mardi Gras' principal place of business;
 - (b) a notice to be placed on any website conducted by New Mardi Gras such that the notice is accessible from the website's home page; and
 - (c) a notice, by paid advertisement, to be published in an edition of The Sydney Star Observer or such similar publication that circulates within the gay, lesbian, transgender, bisexual and queer communities of Sydney that enters circulation not later than 21 days before the general meeting concerned.

- 6.9 The notice of the general meeting must in each case specify:
- (a) the date, time and place of the meeting;
 - (b) whether the meeting is an Annual General Meeting or a general meeting;
 - (c) the nature of any business to be transacted and the text, proposer and seconder of any resolutions to be put to the meeting;
 - (d) if it is a general meeting, the manner in which it has been required to be convened;
 - (e) if it is an Annual General Meeting, the matters required to be transacted or other information that must be given to members in accordance with this Chapter; and
 - (f) if there are any resolutions to be put, a form of proxy (but this form need not be published in the Sydney Star Observer or other publication).

Division II

- 6.10 Any 2 members may, at any time, by notice (the "Notice of Business") in writing lodged with the Secretary, require that:
- (a) the business; or
 - (b) any resolutions,
- specified in the Notice of Business be included in the next -issued notice calling a general meeting.
- 6.11 Where an Annual General Meeting is to be convened, the Secretary, at least 42 days before the date appointed for the holding of that Annual General Meeting, must give notice to members of the last day by which members may:
- (a) lodge a Notice of Business so that the matters specified in the Notice of Business can be dealt with at that Annual General Meeting; and
 - (b) (if an election of directors or other office bearers is to take place) - nominate as Candidates for the election of directors or office bearers to be conducted at that Annual General Meeting.
- 6.12 The Notice referred to in the immediately preceding article need not be given in writing to each member but must be advertised by:
- (a) a notice to be placed in a public area of New Mardi Gras' principal place of business;
 - (b) a notice to be placed on any website conducted by New Mardi Gras such that the notice is accessible from the website's home page; and
 - (c) a notice, by paid advertisement, to be published in an edition of The Sydney Star Observer or such similar publication that circulates within the gay, lesbian, transgender, bisexual and queer communities of Sydney and enters circulation not later than 42 days before the Annual General Meeting concerned.
- 6.13 The Secretary must include in the Notice calling the general meeting those matters contained in the Notice of Business unless to do so would be impracticable because of any time requirement in respect to the notification of general meetings.
- 6.14 Except for a resolution proposed by the Board every resolution to be put to a general meeting, whether ordinary or special, must have a proposer and a seconder.

6.15 If a Notice of Business includes any resolutions, and no proposer and seconder of the resolution are nominated, the 2 members (taken in the order in which their names appear on the Notice of Business) lodging the Notice of Business will be taken to be the proposer and seconder respectively of the resolution.

6.16 Where a resolution is put to a general meeting that is proposed:

(a) by members:

- (i) A memorandum explaining the purpose and effect of the resolution (the “Explanatory Memorandum”) prepared by those members proposing the resolution may be enclosed with the notice calling the general meeting or circulated with other correspondence which the Company may forward to members.
- (ii) The cost of reproducing the Explanatory Memorandum and the cost of postage incurred for circulating the Explanatory Memorandum shall be borne by the Company unless the Secretary is of the view that the costs of reproduction and postage are so excessive that the Company ought not bear them.
- (iii) The Secretary may refuse to circulate the Explanatory Memorandum if the Secretary is of the view it contains subject matter that is scandalous, defamatory or irrelevant for the purposes of the resolution.
- (iv) Should the Board oppose the adoption of the resolution, the Board may circulate among members a memorandum explaining the position of the Board but such memorandum must also set out, in the view of the Board, the case for and against the adoption of the resolution.

(b) by the Board:

- (i) The notice given to members of the resolution must clearly state that the resolution is proposed by the Board.
- (ii) An Explanatory Memorandum explaining the purpose and effect of the resolution may be enclosed with the notice calling the general meeting or circulated with other correspondence which the Company may forward to members.
- (iii) An Explanatory Memorandum prepared by the Board must set out, in the view of the Board, the case for and against the adoption of the resolution.

Division III

6.17 The business that may be transacted at an Annual General Meeting or a general meeting is:

- (a) the consideration of the accounts and balance sheet;
- (b) the report of the Directors;
- (c) the report of the auditors;
- (d) the election of Directors or other office bearers;
- (e) if required at that particular meeting by the Corporations Act, the appointment of auditors and the fixing of their remuneration; and
- (f) all items of business submitted by the Board or the members in accordance with this Chapter.

CHAPTER VII
PROCEEDINGS AT GENERAL MEETINGS

Division I

- 7.1 No business may be transacted at a general meeting unless a quorum is present when the meeting proceeds to business. A quorum is the lesser of:
- (a) 10% of the number of members eligible to vote at the meeting; or
 - (b) 50 such members, present in person or by proxy.
- 7.2 If half an hour after the time appointed for a general meeting to commence a quorum is not present, the meeting:
- (a) if convened as a general meeting will be dissolved; or
 - (b) the Annual General Meeting, will be adjourned:
 - (i) to the same day in the next week at the same time and place; or
 - (ii) at such time and place as the Chair may determine and communicate promptly to the members present.
- 7.3 If at any adjourned meeting a quorum is not present half an hour after the time appointed for the meeting to commence, a quorum is 3 members eligible to vote at the meeting.

Division II

- 7.4 At the commencement of each general meeting a Member nominated by the Board shall take the Chair.
- 7.5 No member who is the proposer or seconder of any resolution that is to be put at the general meeting and no Director (or member standing for election at that general meeting) may be appointed Chair of the meeting.
- 7.6 The Chair:
- (a) may, with the consent of the meeting; and
 - (b) must, if so directed by the meeting adjourn any general meeting, but
 - (c) not for more than 30 days;
 - (d) no business may be transacted at the meeting as adjourned other than business left unfinished at the time of the adjournment; and
 - (e) no notice of the adjournment need be given.

Division III

- 7.7 Any resolution at a general meeting will be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by:
- (a) the Chair; or
 - (b) at least 3 members present in person or by proxy.

If no poll is demanded, any declaration by the Chair as to the vote (for example, that it was carried, or carried in a particular way, or lost) will be conclusive.

- 7.8 The following applies to any poll:
- (a) The demand for it may be withdrawn.
 - (b) It will be taken as the Chair directs.
 - (c) If it relates to a resolution for the adjournment of the meeting, it must be taken immediately.
- 7.9 A member may vote in person or by proxy. In the case of an equality of votes (whether on the show of hands or on a poll) the question will be answered in the negative.
- 7.10 The following applies to proxies:
- (a) A proxy may only be appointed in writing.
 - (b) A proxy holder need not be a member.
 - (c) A person may hold more than 1 proxy.
 - (d) The form of appointment of a proxy must be in the form of Schedule 1, or in as similar a form to that as the circumstances allow.
 - (e) Unless otherwise instructed on the form of appointment, the proxy holder may vote as the proxy holder wishes.
 - (f) Unless New Mardi Gras has received notice in writing to the contrary prior to the meeting concerned, a vote by a proxy holder is valid despite the prior:
 - (i) death or unsoundness of mind of; or
 - (ii) withdrawal of the appointment by, the member giving the proxy.
 - (g) The form of appointment of a proxy must be lodged with the Secretary no later than the close of business (05:00 pm) 3 business days prior to the appointed date of the general meeting concerned (whether the meeting is an adjourned meeting or has been convened as an Annual General Meeting or general meeting).
- 7.11 In determining whether a resolution is carried as an ordinary or a special resolution the calculation of the total number of members who have voted shall be the total number of valid votes that have been cast in respect to that resolution by members in person or by Proxy. Members who have attended the general meeting and not cast a vote shall not be counted when determining if a resolution has been carried or carried as a special resolution.
[Notation: an abstention is not a vote.]

Division IV

- 7.12 At least once in each calendar year, a general meeting will be convened for the purpose of electing directors or other office bearers. Where at any general meeting the election of directors is to occur the following provisions shall apply:
- (a) The Secretary will appoint a Returning Officer.
 - (b) Where a general meeting at which an election of directors is to occur is an Annual General Meeting, the Secretary must appoint a Returning Officer not later than 30 days before that Annual General Meeting.
 - (c) Any 2 members (the “Nominators”) may nominate another member (the “Candidate”) for election.

(d) A nomination must be in writing signed by:

- (i) the Candidate; and
- (ii) the Nominators,

and must be deposited at New Mardi Gras' principal place of business no later than the close of business (05:00 pm) 28 days before the Annual General Meeting (calculated by reference to the date appointed for that Annual General Meeting) at which the election will occur.

(e) The Returning Officer and Secretary must meet immediately after the closure of nominations.

(f) Notwithstanding any other provision of this Constitution, that meeting will be:

- (i) chaired by the Returning Officer;
- (ii) solely for the purposes of determining the order of candidates to appear on the Ballot Paper; and
- (iii) open to be attended by any Member.

(g) If at the closure of nominations, the number of Candidates is equal to or less than the number of vacancies that will occur at the election, the Returning Officer shall declare those candidates elected, and the remaining paragraphs of this Division will not apply.

(h) If the immediately preceding paragraph does not apply the following paragraphs will apply.

- (i) The Returning Officer must at the meeting cause the order for the ballot paper to be determined by lot.

(i) As soon as is practicable after the order is determined the Returning Officer must cause to be posted prominently at the principal place of business of New Mardi Gras, a document showing the Candidates (and their Nominators) both:

- (i) in the order that will appear on the ballot; and
- (ii) alphabetically by the last name of the Candidates.

(j) Any Candidate for a position on the Board shall be invited to submit written material, not exceeding two hundred (200) words, in support of that Candidate's nomination, which may be distributed with each Postal Ballot Paper or distributed to members separately. The Secretary may exercise an absolute discretion how the written material will be presented and the Secretary may set deadlines for the material to be received at the office of the Company. The Secretary's decision on any aspect relating to the reproduction and circulation of this material shall be final and binding.

(k) Any Candidate may approach the Secretary for access to the Register for the purpose of providing additional material to such members at the Candidate's own expense.

(l) At least 14 days prior to the general meeting, Postal Ballot Papers will be sent by ordinary pre-paid post to members. The Postal Ballot Papers will be required to be returned and received by the Returning Officer no later than the close of business (05:00 pm) 4 business days prior to the appointed date for the general meeting. The Returning Officer will ensure that whilst the vote of each member who casts a ballot by post remains secret the name of that member is to be recorded in a register (the "Postal Ballot Register").

[Notation: It is envisaged that Postal Ballot Papers will be sent to Members with the Notice of Meeting. See article 6.7]

- (m) No member who has cast their ballot by post shall if they attend the general meeting in person or by Proxy be entitled to cast another vote in the election of the Board. The Returning Officer shall be responsible for the issuance of the Ballot Papers to members at the time of the General Meeting and shall ensure by reference to the Postal Ballot Register that no member who has cast a postal vote is issued with a Ballot Paper at the general meeting.
- (n) At the general meeting at which the election will occur every member (with the exception of those members who have cast a postal vote) present in person or by proxy:
 - (i) may vote;
 - (ii) may abstain from voting.
- (o) Voting shall be by secret ballot.
- (p) The ballot and the counting of votes shall be conducted according to the principles of proportional representation as set out in Schedule 2 of this Constitution.
- (q) Each Candidate may appoint 1 scrutineer for the counting of votes.
- (r) After the count of votes is completed, the Returning Officer must declare which of the Candidates have been elected, and must publish:
 - (i) the total number of votes cast by Postal Vote, Proxy and by members in person;
 - (ii) the total number of valid votes cast; and
 - (iii) the records required by Schedule 2 to be published.

Nothing in this paragraph is intended to prevent the Returning Officer declaring the total number of Postal and Proxy Votes received at an earlier time in the general meeting.

- (s) The Secretary must, upon request by a member, send to that member a copy of the information published in accordance with the immediately preceding paragraph. The Secretary may charge the member a fee to cover the reasonable cost of providing the member with the information.
- (t) Where the expression “present in person” is used in this Chapter that expression includes a member’s attorney who is exercising authority as the holder of a Power of Attorney given under the hand of the member provided:
 - (i) the instrument of appointment is lodged with the Returning Officer at least 30 minutes before the commencement time of the general meeting; and
 - (ii) the Returning Officer may, as the Returning Officer thinks fit, require the holder of the power to make a declaration to the effect that the power has not been revoked.

CHAPTER VIII

DIRECTORS AND OFFICE-HOLDERS

- 8.1 Only persons who are members of the Company may be appointed directors.
- 8.2 The directors of New Mardi Gras are those persons elected or appointed as directors in accordance with the provisions of this Constitution.
- 8.3 The number of directors of New Mardi Gras will be determined as follows:
 - (a) At the Annual General Meeting of the Company for 2003 the Board will number 10.

- (b) The members by ordinary resolution in general meeting may vary the number of Directors provided that the number shall not be less than 8 and not more than 16.
- (c) Any resolution that may be carried at a general meeting pursuant to the immediately preceding paragraph will only take effect at the next general meeting at which the election of the Board is undertaken.

8.4 At each Annual General Meeting the directors shall retire. A retiring director may stand for re-election to the Board.

8.5 The members may by ordinary resolution at a general meeting:

- (a) remove any director from office; and
- (b) appoint another member of New Mardi Gras to serve the balance of the term of the removed director.

[Notation: The Corporations Act proscribes mandatory requirements that must be followed to remove a director from office. These requirements include a special notice period in respect to a resolution to remove a director and the director's right to put a case to members. See section 203D of the Corporations Act.]

8.6 Where a resolution is put to a meeting for the removal of a director the following provisions shall apply:

- (a) 20 minutes is deemed a sufficient period of time in which the director may put their case to the Members in general meeting
- (b) 10 minutes is deemed to be a sufficient period of time in which the proposer and/or seconder of the resolution for the removal of the director may put their reply;
- (c) immediately following the case being put in reply, the Chair of the meeting shall be entitled to put the resolution to vote by the members in general meeting;
- (d) in the event that the resolution is carried, the director ceases to be a director of New Mardi Gras and if the director has been appointed to a position in any working group or other committee by reason of their being a director, that position shall be terminated;
- (e) in the event that the resolution is passed by the members in an Extraordinary general meeting then at the next Annual General Meeting the report of the directors to the members may refer to the name of the former director and the date of their removal but no further details about their removal need be reported;
- (f) nothing in this paragraph is intended to derogate from the provisions contained in section 203D of the Corporations Act or to in any way limit the right of any meeting of Members to control the conduct of their meeting.

[NOTATION: As a general rule, members in general meeting are entitled to move from 'the floor' for further time to be given to any speaker to present their case.]

8.7 Where members in general meeting pass an ordinary resolution removing directors from office and that resolution has (or will have) the effect of:-

- (a) removing the entire Board from office;
- (b) reducing the number of the directors to less than the prescribed number pursuant to the Corporations Act [currently 3] then the following provisions shall apply:-
 - (i) the Secretary may appoint himself or herself and such other members as the Secretary nominates to increase the number of directors to the prescribed minimum provided by the Corporations Act and those persons so appointed (including the secretary) shall act as caretakers ("the interim Board") for the purpose of convening another meeting of the members for the purpose of electing a new Board (and the procedures provided by Chapter VII Division IV will apply to that election);

(ii) as caretakers, the interim Board will carry out the functions of the Board but not undertake any new policies;

(iii) the interim Board shall have all the powers provided to a receiver pursuant to Section 420 of The Corporations Act and shall be indemnified out of the assets of the company in relation to their exercise of any of their powers and duties as caretakers and Directors where such acts or omissions are made in good faith or where the interim Board has received advice from an advisor whose opinion it was reasonable for the interim Board to act upon.

8.8 The directors may at any time appoint any member to be a director to fill a vacancy on the Board. Any director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election.

8.9 Where a vacancy on the Board is to be filled by the Board the following provisions apply:
(a) The Secretary will invite members to submit their expressions of interest to be appointed a director by placing:

- (i) a notice in a public area of New Mardi Gras' principal place of business; and
- (ii) a notice on any website conducted by New Mardi Gras such that the notice is accessible from the website's home page; and
- (iii) by paid advertisement in the Sydney Star Observer or such similar publication that circulates within the gay, lesbian, transgender, bisexual and queer communities of Sydney.

(b) The Secretary shall place before the Board the names of all members who have submitted their expression of interest together with any supporting material the Secretary may have received with the expressions of interest.

(c) The Board may:

- (i) fill a vacancy on the Board from among those members who have submitted expressions of interest;
- (ii) resolve to defer making any appointment until further advertising or inquiries have been undertaken; or
- (iii) make no appointment.

(d) A member may, upon request to the Secretary, obtain the names of those members who submitted expressions of interest in filling a vacancy on the Board.

8.10 A director ceases to be a director if the director:

- (a) ceases to be a member of the Company;
- (b) holds any office of profit under New Mardi Gras such as being appointed a member of staff;
- (c) is absent without permission of the Board from more than 3 consecutive meetings of directors;
- (d) ceases to be (or to be eligible to be) a director by reason of the Corporations Act or an action taken under the Corporations Act;
- (e) becomes of unsound mind, or becomes a person whose person or estate is liable to be dealt with in any way under any statutory provision relating to mental health; or
- (f) has voted on a matter in which the director has a material personal interest contrary to Chapter X (and the Corporations Act) without having first disclosed that interest, and the other directors, being satisfied of that failure, resolve that the director cease to be a director.

[Notation: The Corporations Act describes what a director must do if they have a material personal interest. See section 180, sections 190-196 of the Corporations Act. The Act does not define a material personal interest.]

(g) has been removed from office by resolution of the members in general meeting.

CHAPTER IX

DIRECTORS: POWERS & DUTIES

- 9.1 Subject to the Corporations Act and to this Constitution, the business of New Mardi Gras will be managed by the Board.
- 9.2 Without limiting the generality of the immediately preceding article, the Board may exercise all the powers of New Mardi Gras, that are not required by the Corporations Act or by this Constitution to be exercised by New Mardi Gras in general meeting, which include, without limitation, the power to:
- (a) borrow money; and
 - (b) mortgage or charge any property, for any debt, liability or obligation of New Mardi Gras.
- 9.3 Any:
- (a) cheque or other negotiable or similar instrument; or
 - (b) receipt for money paid to New Mardi Gras
must be signed or executed in the manner determined by the Board (but in the absence of any determination, by 2 directors).
- 9.4 The Board must cause minutes to be made of:
- (a) appointments of officers and employees;
 - (b) the names of directors (or other persons) present at meetings of the Board; and
 - (c) all proceedings of the Board and of general meetings.
- 9.5 Minutes made under the immediately preceding article must be signed by the Chair of:
- (a) the meeting concerned; or
 - (b) the next -following such meeting.
- 9.6 No resolution of New Mardi Gras in general meeting will of itself invalidate any prior act of the Board.

CHAPTER X

DIRECTORS: PROCEEDINGS

- 10.1 At the first Board meeting held after an election of directors at a general meeting the Secretary will be Chair of that meeting and (in addition to any other business) the Board shall at that meeting:
- (a) Determine whether the Board shall have office bearers and if so, the name, style and responsibilities of office bearers. Without limiting the generality of the forgoing the Board may determine to appoint one or more of their number to be President, Co Chair, Vice President, Treasurer, Spokesperson or any other title, office or position as the Board thinks fit (and may not appoint any of these officers).
 - (b) Appoint such office bearers as may be determined by the Board,
 - (c) Determine which member or members of the Board shall have specific responsibility for the financial administration of the Company;

(d) Determine whether:-

- (i) one member of the Board shall chair all meetings of the Board; or
- (ii) the chairing of Board meetings shall rotate among members of the Board;

(e) Determine whether, in the event of an equality of votes on any question before the Board:

- (i) the Chair shall have a casting vote; or
- (ii) the question shall be decided in the negative.

10.2 The Board must meet at least 6 times between each Annual General Meeting.

10.3 Any director may at any time require the Secretary to call a meeting of the Board within a specified time (reasonable in the circumstances of the request), and the Secretary must do so.

10.4 A question arising at any meeting of the directors will be decided (subject to this Constitution) by a majority of votes of directors present and voting. Any such decision is for all purposes deemed a decision of the Board.

10.5 Subject to the provisions of the Corporations Act a director must not vote or be present at any meeting of the Board while that meeting is considering any:

- (a) contract; or
- (b) proposed contract, or
- (c) any other matter;

in respect to which the director has a material personal interest and if the Director does so vote that Director's vote will not be counted.

[Notation: The Corporations Act proscribes the circumstances where a director cannot attend a Board meeting or vote on any matter in which the director has a material personal interest. The Corporations Act also proscribes the situations in which a director may be relieved from this requirement. See section 195 of the Corporations Act.]

10.6 A director may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or otherwise in connection with the business of the company.

10.7 The quorum necessary for the transaction of the business of the Board is:

- (a) one-half of the number of directors (rounded up to the next whole number) determined by the general meeting of members in accordance with Chapter VIII; or
- (b) a greater number fixed by the Board.

10.8 Where:

- (a) the number of directors is less than the minimum number of directors fixed by Chapter VIII; and
- (b) the Board has attempted to fill vacancies pursuant to the procedure set out in Chapter VIII; and
- (c) the number of Board members is not less than 4

the Board may continue in office notwithstanding any other provision of this Constitution and the quorum shall be one half of the number of directors then in office (rounded up to the next whole number).

[Notation: The number of directors may be less than the minimum number of directors fixed at a general meeting. For example insufficient candidates may nominate for election to the Board. A Board may continue in office with a minimum of 4 directors provided that the Board has attempted to fill vacant positions in accordance with the provisions of this Constitution.]

- 10.9 If there is an insufficient number of directors to constitute a quorum in accordance with this chapter then the remaining directors may act only to appoint further directors so that there are enough directors to constitute a quorum.
- 10.10 A resolution in writing signed by all the directors present in Australia at the time of the resolution will be valid as if it had been passed at a meeting of Directors, and may consist of several documents in similar form, each signed by 1 or more Directors.
- 10.11 Without limiting the manner in which directors may meet, a meeting of directors shall for the purposes of this Constitution include the directors meeting with each other by any technological means by which they are able to participate in the discussion notwithstanding the director (or one or more of them) are not physically present in the same place and a director so participating in such a meeting is deemed to be present (including for the purposes of constituting a quorum) and entitled to vote at the meeting.
- 10.12 The directors may at any time move of motion of reportable censure against a director. For any such motion:
- a) Notice of the motion must be given at least 48 hours prior to the meeting that the motion is to be put;
 - b) The motion can only be passed by a simple majority vote of those directors present;
 - c) A vote in favour of the motion must be reported in the following annual report of directors at the following annual general meeting;
- 10.13 The directors may at any time move of motion of stand down against a director. For any such motion:
- a) Notice of the motion must be given at least 48 hours prior to the meeting that the motion is to be put;
 - b) The motion can only be passed by a two-thirds majority vote of those directors present;
 - c) For the succeeding 28 days following a successful motion against a director, the director will be relinquished of any duties and responsibilities given to it by the Board;
 - d) A vote in favour of the motion must be reported in the following annual report of directors at the following annual general meeting;

CHAPTER XI

SECRETARY

- 11.1 The Board shall appoint a person to act as the Company's Secretary:
- (a) for the purposes of the Corporations Act; and
 - (b) to carry out the responsibilities ascribed to the Secretary in this Constitution.
- 11.2 The person appointed in accordance with this Chapter:
- (a) shall not be a director of New Mardi Gras; and
 - (b) may be paid such remuneration as the Board may from time to time determine.

- 11.3 A person appointed as Secretary shall cease to be Secretary:
- (a) if that person resigns from the position of Secretary by giving notice to the Board in writing;
 - (b) dies;
 - (c) where the Board resolves to terminate the appointment.

CHAPTER XII

DELEGATION OF BOARD'S POWERS

- 12.1 The Board may delegate any of its:
- (a) powers; or
 - (b) functions to:
 - (c) a Committee of directors,
 - (d) a director or directors;
 - (e) an employee or officer of the Company; or
 - (f) any other person or persons (whether acting individually or as a constituted group), but no delegation:
 - (g) will be valid if it tries to delegate any duty specifically imposed on the directors by the Corporations Act or the general law; or
 - (h) is exclusive of the powers or functions of the Board.
- 12.2 Any delegation by the Board of its powers or functions must be recorded in the minutes of the Board.
- 12.3 The Board may, in relation to the delegation of its powers and authorities, impose whatever restrictions, limitations and conditions it thinks fit in respect to that delegation. Without limiting the generality of the forgoing the Board may:
- (a) stipulate the conduct and procedure by which any constituted group may operate;
 - (b) determine how or when the constituted group is to report to the Board; and
 - (c) how any constituted group is to proceed with its business including how members of that constituted group shall be chosen.
- 12.4 Each delegate must in the exercise of any powers or functions delegated to a delegate or delegates by the Board conform to any directions or limitations (whether general or particular) imposed on them by the Board and the powers of the Board in respect to that delegate shall be and remain paramount.

CHAPTER XIII

CERTAIN ACTS VALID

- 13.1 Each act done by:
- (a) the Board; or
 - (b) any person exercising delegated authority; or
 - (c) any constituted group exercising delegated authority,
- will:

(d) if it is afterwards discovered that there was some defect in the appointment of a director or member of a constituted group; or

(e) if it is afterwards discovered that there was want of authority, be valid as if there were no such defect.

CHAPTER XIV COMMON SEAL

14.1 The Common Seal of New Mardi Gras:

- (a) may only be used by authority of the Board; and
- (b) must be kept in safe custody by the Board.

14.2 If the Common Seal is affixed to a document, that document must be signed by:

- (a) any Director and the Secretary; or
- (b) any two Directors.

CHAPTER XV ACCOUNTS

15.1 The Board must:

- (a) cause correct and proper accounts and other records to be kept; and
- (b) do the following in relation to financial statements:
 - (i) prepare them or cause them to be prepared;
 - (ii) distribute them after the end of the financial year but before the next -following Annual General Meeting;
 - (iii) lay before an Annual General Meeting or a general meeting at least once in each calander year in accordance with the Corporations Act; and
 - (iv) report on the activities of any group constituted by the Board.

15.2 "Financial statement" means:

- (a) a balance sheet;
- (b) a profit and loss account;
- (c) an auditor's report;
- (d) any other such document required by the Corporations Act; and
- (e) any further documents as the Board, taking into account the past practice of New Mardi Gras, thinks fit.

CHAPTER XVI AUDIT

16.1 New Mardi Gras must appoint a registered company auditor in accordance with the Corporations Act.

16.2 The auditor's remuneration and duties will be as required by the Corporations Act.
[Notation: New Mardi Gras as a public company is required by the Corporations Act to have an auditor]

CHAPTER XVII

NOTICE

- 17.1 A notice may be given by New Mardi Gras to any member or other person under this Constitution:
- (a) personally; or
 - (b) by sending it by pre-paid post, to:
 - (i) in the case of a member - the address then current for that member on the Register; or
 - (ii) in any other case - the address given by the person concerned for the purpose concerned; or
 - (c) by sending it to an electronic mail address via the Internet, where the member has nominated that address as the mode for service and provided that the subject matter of the notice can be reasonably forwarded in digital or electronic form.
- 17.2 If a notice is sent by:
- (a) post, it will be deemed to have been received on the day after the day it is posted;
 - (b) by e-mail, it will be deemed to be received on the day after it has been transmitted.

CHAPTER XVIII

INDEMNITY

- 18.1 Subject to the Corporations Act every:
- (a) director;
 - (b) auditor;
 - (c) Secretary;
 - (d) person acting under delegated authority of the Board; and
 - (e) other officer for the time being of New Mardi Gras is, by this Constitution, indemnified out of the assets of New Mardi Gras against:
 - (f) any liability arising out of the exercise of delegated authority or the execution of the duties as an office bearer; or
 - (g) which is incurred by that person in defending any proceedings (whether civil or criminal), in which:
 - (h) judgement is given in that person's favor; or
 - (i) that person is acquitted; or
 - (j) relief is granted to that person by the Court, in respect of any negligence, default, breach of duty or breach of trust.
- 18.2 Nothing in this Chapter is intended to limit the power of the Board to indemnify any person or organisation in other circumstances not referred to in this Chapter provided that indemnity is permitted by the Corporations Act.

CHAPTER XIX

EXPULSION FROM MEMBERSHIP

- 19.1 If the Board is of the view that a member of New Mardi Gras has:

- (a) materially refused or neglected to comply with a provision of this Constitution; or
 - (b) persistently and wilfully acted in a manner prejudicial to the interests of the Company;
or
 - (c) acted in a manner inconsistent with the Objects of the company the Board may by a resolution:
 - (d) agreed to by at least the majority of the directors then in office; and
 - (e) stating the grounds concerned and the reasons for the Board's view, determine that the member should show cause why the member should not be expelled from membership.
- 19.2 As soon as practicable after the Board determines that a member should show cause why the member should not be expelled, the Secretary must:
- (a) so notify the member in writing, providing a copy of the Board's resolution under the immediately preceding article; and
 - (b) inform the member of the member's right to request a hearing before the Board and that the request must be lodged within 7 days.
- 19.3 The right to a hearing before the Board is as follows:
- (a) The member may within 7 days of the member being informed of the member's right to a hearing require the Board to consider the member's submissions as to why the member should not be expelled from membership.
 - (b) The hearing must take place not less than 14 days nor more than 35 days after the member has informed the Secretary that the member wishes the Board to consider submissions from the member.
 - (c) The Board must give the member or the member's representative, or both, a reasonable opportunity to make oral submissions at the hearing.
 - (d) The Board must consider:
 - (i) oral submissions made by the member or the member's representative, or both;
and
 - (ii) written representations lodged by the member with the Secretary prior to the hearing.
 - (e) The deliberations of the Board itself may in the Board's absolute discretion be in private and in the absence of the member and the member's representatives;
 - (f) Where:
 - (i) the member has not requested a hearing within 7 days; or
 - (ii) the member has so requested a hearing and that hearing is completed,
the Board must determine whether the member is to be expelled.
- 19.4 A resolution to expel a member must be carried by at least two-thirds of the directors then in office.
- 19.5 As soon as practicable after the Board determines whether or not the member is to be expelled, the Secretary must notify the member in writing of the Board's determination.
- 19.6 Where the Board has determined to expel the member, the Secretary must inform the member of the right of Appeal under Chapter 20.
- 19.7 Where the Board has resolved to expel a member:
- (a) the expulsion will be suspended until the expiry of the 7 day period after the member has been notified of their appeal right; and
 - (b) where the member lodges an Appeal, until such time as the Appeal Panel decides the outcome of the Appeal.

CHAPTER XX
RIGHT OF APPEAL

20.1 In this Chapter:

- (a) an Applicant whose Application for membership has been rejected under Chapter IV;
or
- (b) a member whom the Board has determined to expel under Chapter XIX;
is referred to as the “Appellant”.

20.2 There shall be an Appeal Panel:

- (a) made up of not less than 3 and not more than 5 members (not being a director) nominated by the Secretary;
- (b) the purpose of which is to hear and determine the Appellant’s appeal under this Chapter.

20.3 The right of appeal is as follows:

- (a) The Appellant may within 7 days of the Appellant being informed of the Appellant’s right to Appeal require the Appeal Panel to reconsider the Board’s decision at a meeting to be held not less than 14 days nor more than 35 days after lodging of an Appeal Notice.
- (b) If an Appeal Notice is lodged in accordance with the preceding paragraph, the Appeal Panel must meet within the time -frame prescribed in that paragraph, having given the Appellant not less than 7 days’ notice of the date, time and place of the meeting.
- (c) The Appeal Panel must give the Appellant or the Appellant’s representative, or both, a reasonable opportunity to make oral submissions at the meeting.
- (d) The Appeal Panel must consider:
 - (i) oral submissions made by the Appellant or the Appellant’s representative, or both, at the meeting;
 - (ii) written representations lodged by the Appellant with the Secretary prior to the meeting; and
 - (iii) any submission lodged by the Board.
- (e) The Appellant is free to make oral and written submissions before the Appeal Panel that were not made by the Appellant at the hearing before the Board that is being appealed from.
- (f) Where the Appeal to the Appeal Panel is by a member against the decision of the Board for the member’s expulsion, the Appeal Panel must by ordinary resolution at that meeting determine whether the grounds for expulsion:
 - (i) have been established; or
 - (ii) have not been established.
- (g) Where the Appeal Panel determines that the grounds for expulsion have been established the Appellant shall be expelled from membership.
- (h) Where the Appeal Panel determines that the grounds for expulsion have not been established the expulsion is rescinded ab initio.

[Notation: ab initio is a legal term for which there is no precise English equivalent. In this context ab initio means as if the expulsion never happened.]

- (i) Where the Appeal to the Appeal Panel is by an Applicant for membership against the decision of the Board refusing that Application, the Appeal Panel must by ordinary resolution at that meeting determine whether the grounds for refusal:

- (i) have been established; or
 - (ii) have not been established.
- (j) Where the Appeal Panel determines that the grounds for rejection have been established the Appellant's Application for membership shall be rejected.
- (k) Where the Appeal Panel determines that the grounds for rejection have not been established and the Appellant lodges with the Secretary, within 30 days of receiving notice of the Appeal Panel's resolution, payment of any Membership Fees, the Appellant's name shall be entered in the Register of Members as a member of New Mardi Gras.
- (l) The Secretary must forthwith notify the Appellant in writing of the determination made by the Appeal Panel.
- (m) All matters concerning the conduct of the meeting, procedural issues and matters concerning the deliberations of the Appeal Panel shall be determined by the Appeal Panel.
- 20.4 Despite anything to the contrary in this Constitution and despite any rule of law or equity to the contrary:
- (a) subject to the next succeeding paragraph, the meeting referred to must be open to members;
 - (b) the Appellant may in the Appellant's Appeal Notice require that the meeting not be open, except to the Appellant (and, if applicable, the Appellant's representative or such person or persons the Appellant nominates), in which case the meeting will be restricted to such persons as the Appellant has nominated;
 - (c) the deliberations of the Appeal Panel itself may in the Appeal Panel's absolute discretion be in private and in the absence of the Appellant and the Appellant's representatives; and
 - (d) at the meeting, if open, all matter published for its purposes will be subject to qualified privilege under the law relating to defamation.

CHAPTER XXI

MEMBERS' CONTRIBUTION

- 21.1 Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he is a member, or within one (1) year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one dollar (\$1.00).

CHAPTER XXII

WINDING UP

- 22.1 If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company being an institution to which approval has been granted pursuant to Section 30-15 of the Income Tax Assessment Act 1997 as amended and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 of this Constitution such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

CHAPTER XXIII
MISCELLANEOUS

A checklist is provided in Schedule 3 setting out the time lines by which various steps must be undertaken in accordance with this Constitution. The check list is for guidance only and does not have effect as a provision of this Constitution.

CHAPTER XXIV
SAVINGS AND TRANSITIONAL PROVISIONS

- 24.1 Notwithstanding anything to the contrary expressed in this Constitution:
- (a) any member of the Company that is not a natural person at the time the foregoing provisions are adopted becomes an Associate Member.
 - (b) any director appointed by members prior to the adoption of the foregoing provisions by general meeting shall remain directors of the company until the end of the 2003 Annual General Meeting.
- 24.2 Forthwith upon the adoption of the foregoing provisions, any director who holds the office of Secretary must resign as Secretary.
- 24.3 Forthwith upon the adoption of the foregoing provisions, the Board shall appoint a Secretary in accordance with this Constitution.
- 24.4 With respect to the Annual General Meeting for 2003 the following provisions shall apply:
- (a) The business of that Annual General Meeting shall be those matters referred to in article 6.17;
 - (b) Notice of the Annual General Meeting must be given in accordance with article 6.7, 6.8 and 6.9.
 - (c) The Notice prescribed by article 6.11 shall not apply.
 - (d) The Notice of the Annual General Meeting must include:
 - (i) a form of proxy; and
 - (ii) notice of the last day by which members may nominate as Candidates for the election of directors to be conducted at that Annual General Meeting.
 - (e) A nomination by a candidate for election to the Board must be in writing signed by the:
 - (i) Candidate; and
 - (ii) Nominators, and must be deposited at New Mardi Gras' principal place of business no later than the close of business (05:00 pm) 5 days before the Annual General Meeting (calculated by reference to the date appointed for that Annual General Meeting) at which the election will occur.
 - (f) With the exception of article 7.12 (d), (k) (l) (m) and (n) the provisions of Article 7.12 shall apply.

SCHEDULE 1
[Form of Proxy]

Date

I

appoint

of

as my/our proxy for the purposes of meetings of New Mardi Gras Limited ACN 102 451 785

(including adjournments of meetings).

(Note. The appointment cannot have effect for more than 1 meeting.)

1* This form authorises the proxy to vote on my behalf on all matters.

OR

2* This form authorises the proxy to vote on my behalf on the following matters only:

[Specify the matters and any limitations on the manner in which you want the proxy to vote.]

Signature of Member

Signature of Proxy

SCHEDULE 2

Conduct of the ballot according to the principles of proportional representation

[See separate document]

SCHEDULE 3

Check List for General Meetings

Event or Notice	Article or paragraph in this Constitution	Number of days required prior to general meeting
Requisition of general meeting	6.6	Not less than 35, not more than 48
Date when notice must be given of last date for: (a) lodgement of Notices of Business; and (b) lodgement of nominations of candidates for the election of directors at Annual General Meeting.	6.11 6.11	42 42
Last date for lodgement of nominations of candidates for the election of directors.	7.12(d)	28
Date of Notice of general meeting	6.7	21
Last date for posting Postal Ballot Papers	7.12(M)	14
Last date Board may consider new applications for Membership prior to Annual General Meeting	4.5	14
Last date for lodgement of Postal Ballot Papers	7.12(M)	3
Last date for lodgement of proxies	7.10(g)	3