

The Corporations Act 2001

**Constitution of the
COLLECTIONS COUNCIL OF AUSTRALIA LIMITED
(ACN 111 135 123)**

**A company limited by guarantee
incorporated in the Australian Capital Territory**

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1. Constitution and Replaceable Rules

Constitution

- 1.1. This document, as amended from time to time in accordance with the *Corporations Act 2001* (the Act), will be the Constitution of the Company.

Application of Replaceable Rules

- 1.2. Subject to **Rule 1.3**, the Replaceable Rules set out in the Act apply to the Company to the extent that they apply to companies limited by guarantee and are not inconsistent with this Constitution.
- 1.3. The Replaceable Rules set out in sections 201G (Company may appoint a Director), 201H (Directors may appoint other Directors), 201K (Alternate Directors), 202A (Remuneration of Directors), 248E (Chairing Directors' Meetings), 248F (Quorum at Directors' Meeting), and 198C, 201J, and 203F (Managing Director) of the Act do not apply to the Company.

2. Objects and Powers of the Company

- 2.1. The Company's Objects are to:
- a. advance the stability and sustainability of the collections sector, through communication, consultation and resolution of common issues;
 - b. promote understanding among the community, government, other funding bodies, and the media, of the nature of the sector and the issues it faces, as well as the contribution made by the sector to the areas of economic and social development;
 - c. sponsor such programs deemed necessary and desirable to further industry development;
 - d. promote high standards of performance and efficiency throughout the sector, through education, training and development;
 - e. promote benchmarks and standards for the care and management of collections;
 - f. promote access to and participation in Australian cultural heritage collections;
 - g. act as a source of consolidated advice for governments on issues facing the collections sector; and
 - h. investigate sources of independent funding for the sector, and encouraging private-sector support.
- 2.2. The Company has the powers set out in the Act but only to do all things that are necessary, convenient or incidental to carry out, or conducive to the attainment of, the Objects set out in **Rule 2.1**.

3. Company Limited by Guarantee

- 3.1. The Company is a company limited by guarantee and the liability of Members is limited as provided in this Constitution.

Member's liability limited

- 3.2. The liability of Members is limited and each Member undertakes to contribute to the Company's property if the Company is wound up while he or she is a Member or within one year after he or she ceases to be a Member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amounts as may be required, not exceeding fifty dollars (\$50.00).

Restriction on application of profits

- 3.3. Subject to **Rule 3.4**, all profits (if any) and other income and property of the Company must be applied in promoting the Objects and no part of them may be paid, directly or indirectly, by way of dividend, bonus, fee or otherwise, to Members or Directors.

Certain payments allowed

- 3.4. **Rule 3.3** does not prevent the payment in good faith of:
- a. reasonable remuneration, including travelling expenses and sitting fees, of any officers or servants of the Company, or to the Company, in performing duties or services for or to the Company;
 - b. reasonable and proper payments to a Director or a Member in return for goods and services supplied to the Company by that Director, other than in his or her capacity as a Director, or by that Member;
 - c. principal and interest at a rate not exceeding the rate for the time being charged by Australian banks for overdrawn accounts, upon money lent by any Member or Director to the Company;
 - d. reasonable and proper rent for premises let by any Member or Director to the Company;
 - e. any moneys by the Company to the Commonwealth under the terms of any relevant funding agreement or any other contractual arrangements; or
 - f. reasonable and proper out-of-pocket expenses.
- 3.5. Payments under **Rule 3.4** must be approved by the Directors.

Surplus Assets on Winding Up of the Company

- 3.6. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property, other than unexpended Commonwealth grant funds, this property must only be given or transferred to a body with objects similar to the Objects of the Company, and whose constitution shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Company by this Constitution. Unexpended Commonwealth grants shall be paid or transferred to the Commonwealth.
- 3.7. The identity of the transferee referred to in **Rule 3.6** will be determined by the Members by ordinary resolution at or before the time of the winding up or dissolution of the Company, and if the Members cannot decide, by a court of competent jurisdiction.

4. Rules Relating to Members

Identification of Members

- 4.1. The Members of the Company shall be the Directors.

Cessation of Membership

- 4.2. A Member automatically ceases to be a Member of the Company on the date that the Member:
- a. dies;
 - b. in the case of an individual, becomes bankrupt or enters into any arrangement with creditors under Parts IX or X of the *Bankruptcy Act 1996*;
 - c. in the case of a representative of a Body, the Body comes under one of the forms of external administration referred to in chapter 5 of the Act, or an order has been made for the purpose of placing the Body under external administration;
 - d. becomes of unsound mind or a person whose person or estate becomes liable to be dealt with in any way under the law relating to mental health;
 - e. resigns by giving written notice to the Company;
 - f. ceases to be a Director; or
 - g. defaults in the observance or performance of any obligation contained in this Constitution or under the Act.

5. Annual General Meeting

- 5.1. The Company shall hold an Annual General Meeting (AGM) in accordance with the provisions of the Act.
- 5.2. The first AGM shall be held not later than 12 months after the date of incorporation of the Company.

6. Meetings of Members

General Meetings

- 6.1. A majority of members of the Board whenever they think fit may convene a general meeting and such meeting shall be convened on such requisition or, in default, may be convened by such requisitions as is provided by the Act.

Notice of General Meetings

- 6.2. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, at least 21 clear days' notice specifying the place day and hour of meeting shall be given to the Members and to such other persons as are entitled to receive such notices from the Company by notice sent by post or otherwise served as hereinafter provided.

Business of the AGM and General Meetings

- 6.3. The business of an AGM may include any of the following, even if not referred to in the notice of meeting:

- a. the consideration of the annual financial report, Directors' report and Auditor's report;
 - b. the election of Directors;
 - c. the appointment of the Auditor;
 - d. the fixing of the Auditor's remuneration.
- 6.4. Subject to the Act, for all other business transacted at the AGM and all business transacted at any other general meeting, the notice of meeting in **Rule 6.2** shall specify the general nature of such business.

Chairing Meetings of Members

- 6.5. The Chairman will chair general meetings of the Company.
- 6.6. If:
- a. there is no Chairman;
 - b. the Chairman is not present at the meeting within 10 minutes of the time appointed for the commencement of the meeting; or
 - c. the Chairman is not willing to act as Chairman of the meeting.
- 6.7. the Directors present at the meeting can elect one of their number to be the Chairman of the meeting.

Quorum

- 6.8. The quorum for a meeting of the Members of the Company shall be two-thirds of the total number of Members at the time of the meeting, in person or by proxy, with two-thirds of the Members to be calculated by rounding to the nearest whole number. The quorum must be present at all times during the meeting.

7. Composition of the Inaugural Board

Chairman and Directors

- 7.1. The Chairman of the inaugural Board shall be Dr Edward Tweddell.
- 7.2. The persons named in the following table shall be the inaugural Directors of the Company:

<u>Ex-officio Board Members</u>	<u>Collection Sector</u>
Ms Anne-Marie Schwirtlich	Council of Australian State Libraries (CASL)
Mr Ross Gibbs	Council of Australasian Archives and Record Authorities (CAARA)
Major General Steve Gower	Council of Australian Museum Directors (CAMD)
Dr Gerard Vaughan	Council of Australian Art Museum Directors (CAAMD)

<u>Other Directors</u>	
Ms Kylie Winkworth	
Professor Larissa Behrendt	
Mr Robert Sharman	
Dr Barbara Piscitelli	
Ms Kathy Williams	
Ms Sue Nattrass	
Mr Paul Ah Chee Ngala	

7.3. Mr Paul McInnes shall be the inaugural Secretary of the Company.

8. Rules Relating to Directors

Appointment of Directors

8.1. Following the appointment of the inaugural Board, the Board shall continue to comprise a maximum of twelve (12) Directors appointed as follows:

- a. Chairman, appointed by the Members on the recommendation of the Directors in consultation with the Cultural Ministers Council;
- b. Deputy Chairman, appointed by the Members on the recommendation of the Directors;
- c. Four (4) Ex-Officio Directors filled by the person who occupies, from time to time, the following positions:
 - i. Chairman of National & State Libraries Australasia;
 - ii. Chairman of the Council of Australasian Museum Directors;
 - iii. Chairman of the Council of Australian Art Museum Directors; and
 - iv. Chairman of the Council of Australasian Archives and Record Authorities;
- d. Up to four (4) Industry Experts appointed in accordance with **Rule 8.2**; and
- e. Up to three (3) Special Interest Representatives appointed in accordance with **Rule 8.2**.

8.2. Industry Expert Directors and Special Interest Representative Directors shall be appointed by the Chairman, on the recommendation of the other Directors, in consultation with the Cultural Ministers Council. The Directors shall seek and consider nominations for appointment to the Board from a range of industry groups, including professional associations and community organisations

Removal of Directors

8.3. The position of a Director becomes vacant if the Director:

- a. dies;

- b. becomes bankrupt or enters into any arrangement with creditors under Parts IX or X of the *Bankruptcy Act 1996*;
 - c. becomes of unsound mind or a person whose person or estate becomes liable to be dealt with in any way under the law relating to mental health;
 - d. resigns by giving written notice to the Company;
 - e. comes to the end of the term of his or her appointment as Director and is not reappointed; or
 - f. ceases to be a member of the Board by operation of law.
- 8.4. All Directors may be removed by a resolution of the Members in accordance with the Act, whether or not the Director's appointment was expressed to be for a specified period.

Term of Appointment

- 8.5. Subject to the provisions of this Constitution, and except in relation to any Ex-Officio Director, the term of appointment of the Directors of the inaugural Board shall be as follows:
- a. the term of the Chairman shall be for a period of three (3) years;
 - b. the term of other Directors shall be as follows:
 - A. four (4) shall be appointed for a period of three (3) years; and
 - B. three (3) shall be appointed for a period of two (2) years; and
- 8.6. Following his or her first term of appointment each Director, excluding Ex-Officio Directors, shall be eligible for reappointment for further periods of up to three (3) years in duration, except that no Director shall serve for a continuous period of more than six (6) years. Once a Director has served for a continuous term of six (6) years the Director shall retire and shall not be eligible for re-appointment pursuant to **Rule 8.1** until a period of three (3) years has elapsed following their retirement. Thereafter such Director if re-appointed shall again be subject to the provisions of this **Rule 8.6** and 'first term of appointment shall be read as if it meant "first term of reappointment).
- 8.7. Ex-Officio Directors are appointed Directors of the Company for so long as they occupy the designated position to which the Ex-Officio position relates, subject always to the right of the Members to vary the term, appointment or position, applicable to any Ex-Officio Director position.
- 8.8. Directors shall be appointed on a part-time basis.

Vacation of Position

- 8.9. In addition to the situations set out in the Act and this Constitution, the position of a Director will become vacant if the Director:
- a. is absent without the consent of the Directors from meetings of the Directors held during a period of 6 months; or
 - b. is directly or indirectly interested in any proposed contract with the Company and fails to declare the nature of that interest at a meeting of the Directors as soon as practicable after the relevant facts have come to the Director's notice.

- 8.10. In **Rule 8.9.b**, a reference to a contract or proposed contract with the Company includes, but is not limited to, a grant of financial assistance or proposed grant of financial assistance by the Company.

9. Proceedings at Directors' Meetings

Directors' meetings

- 9.1. The Directors may meet either:
- a. in person;
 - b. by telephone;
 - c. by audio visual link-up; or
 - d. by any other instantaneous communications medium for conferring,
- for the dispatch of business, and adjourn and otherwise regulate their meetings as they think fit.
- 9.2. Notice of every Directors' meeting must be given to each Director then within Australia, but failure to give or receive such notice will not invalidate any meeting.
- 9.3. A Director shall be regarded as present at a meeting where the meeting is conducted by telephone, audio visual link-up, or other instantaneous communications medium for conferring, if the Director is able to hear, and to be heard by, all other Director's attending the meeting.
- 9.4. A meeting conducted by telephone, audio visual link-up, or other instantaneous communications medium for conferring, shall be deemed to be held at the place agreed upon by the Director's attending that meeting, provided that at least one Director present at the meeting was at that place for the duration of the meeting.
- 9.5. A Director shall not vote in respect of any contract or proposed contract with the Company in which he or she is interested in any way, or in respect of any matter arising out of such a contract or proposed contract, and if he or she does vote, his or her vote shall not be counted.
- 9.6. A resolution in writing signed by all the Directors for the time being within Australia and entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

Quorum for Directors' meeting

- 9.7. Unless the Directors determine otherwise, the quorum for a Directors' meeting shall be two-thirds of the total number of Directors holding office at the time of the meeting, with two-thirds of the Directors to be calculated by rounding to the nearest whole number. The quorum must be present at all times during the meeting.

Questions decided by majority

- 9.8. Questions arising at a meeting of Directors are to be decided by a majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Board.

Chairman's casting vote

- 9.9. In the event of an equality of votes, the Chairman has a casting vote.
- 9.10. In the event that the Chairman is not present at the meeting:
- a. the Deputy Chairperson shall have a casting vote; or
 - if the Deputy Chairperson is not present at the meeting, or if no Deputy Chairperson has been appointed,
 - b. the Directors present at the meeting can elect one of their number to be the Chairperson for that Directors' meeting.

Alternate Directors

- 9.11. A Director may not appoint any person to be an alternate director in the Director's place.

10. Powers and Duties of the Directors

Manage Company

- 10.1. The Directors shall be responsible for the management of the business of the Company and may pay all expenses incurred in promoting and registering the Company, and subject to the Act, the Directors shall exercise all powers in respect of the management of the Company.
- 10.2. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
- 10.3. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by any two members of the Board or in such other manner as the Directors from time to time determines.
- 10.4. The Directors may by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions that vest in or are exercisable by the Directors), for such period and subject to such conditions as they think fit.
- 10.5. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors may think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in them.
- 10.6. The Directors may, in addition to the power contained in **Rules 10.4 and 10.5**, appoint any person it considers appropriate to perform on behalf of the Company any act or conduct any business or transaction. Any such appointment shall be on such terms as the Directors determine including as to the period of tenure, grounds for revocation of the appointment and powers, authorities and discretions of the appointee.

Committees

- 10.7. The Board may delegate any of its powers to a committee or committees consisting of such of their number as they think fit.
- 10.8. A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Board and powers so exercised shall be deemed to have been exercised by the Board.
- 10.9. The members of such a committee may elect one of their number as chairman of their meetings. Where such a meeting is held and:
- a. a chairman has not been elected;
 - b. the chairman is not present at the meeting within 10 minutes of the time appointed for the commencement of the meeting; or
 - c. the chairman is not willing to act as chairman of the meeting;
- the members of the committee present may elect one of their number to be chairman of the meeting.
- 10.10. A committee may meet and adjourn as it thinks proper.
- 10.11. Questions arising at a meeting of a committee shall be determined by a majority of votes of the members of the committee present and voting.
- 10.12. In the case of an equality of votes, the chairman, in addition to the chairman's deliberative vote, has a casting vote.

11. Minutes

- 11.1. The Directors shall cause minutes to be made:
- a. of all appointments of Directors and employees;
 - b. of names of members of the Company present at all meetings of the Company and of all Directors present at Directors' meetings; and
 - c. of all proceedings at all Directors' meetings and Members' meetings.
- 11.2. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

12. Validity of Acts of Directors

- 12.1. All acts of the Directors, a committee or a member of a committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated their position.

13. Secretary

- 13.1. Following the appointment of the inaugural Secretary, the Directors shall appoint a Secretary for such term, and may vest in the Secretary such powers, duties and authorities, as it may from time to time determine and the Secretary must exercise all such powers and authorities subject at all times to the control of the Directors.
- 13.2. The Directors may suspend or remove a Secretary from that position.

14. Accounts

- 14.1. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached) accompanied by a copy of the Auditor's report as required by the Act, provided that the Directors shall cause to be made out and laid before the AGM a balance sheet and profit and loss account made up to date not more than five months before the date of the meeting.
- 14.2. Within 1 month after the day on which a company is incorporated, the Directors must appoint, unless the Company at a general meeting has appointed, a person or persons, a firm or firms, or a person or persons and a firm or firms, as Auditor or Auditors of the company.
- 14.3. A person or firm appointed as Auditor of a company under **Rule 14.2** holds office, subject to the Act, until the first AGM of the company.
- 14.4. The duties and obligations of the Auditor relating to the auditing of the accounts of the Company shall be in accordance with the requirements of the Act.

15. Funds

- 15.1. In any financial year where the Company budgets its operation on the basis of funding from the Cultural Ministers Council through the Commonwealth, the Directors shall hold the funds, in total or in part, in the Company's bank account before making or authorising payments from such monies.
- 15.2. Subject to the Act, the Company shall, from time to time, determine at what times and places and under what conditions the accounting and other records of the Company shall be open to the inspection of Members.

16. Annual Report

- 16.1. The Directors shall, as soon as practicable, after the end of each financial year, prepare and forward to the Cultural Ministers Council a report of the operations of the Company during the year, together with the financial statements of the Company and the Auditor's report prepared in accordance with the Act.

17. Indemnity and Insurance

- 17.1. To the extent permitted by the Act, the Company indemnifies every person who is or has been a Director, Secretary, or Chief Executive Officer of the Company, and may indemnify every person who is or has been an auditor of the Company, against:
- a. any liability incurred by that person in his or her capacity as a Director, Secretary, auditor or Chief Executive Officer of the Company other than:
 - A. a liability owed to the Company or a related body corporate; or
 - B. a liability for a pecuniary penalty order under **section 1317G** of the Act or a compensation order under **section 1317H** of the Act; or
 - C. a liability that is owed to someone other than the Company or a related body corporate which did not arise out of conduct in good faith; and
 - b. any liability for legal costs incurred by that person in his or her capacity as a Director, Secretary, auditor or Chief Executive Officer of the Company other than:

- A. in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under **Rule 17.1.a**;
 - B. in defending or resisting criminal proceedings in which the person is found guilty;
 - C. in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (except in relation to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order); or
 - D. in connection with proceedings for relief to the person under the *Act* in which the Court denies the relief.
- 17.2. The Company may, where the Directors consider it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been a Director, Secretary, auditor or Chief Executive Officer of the Company, against:
- a. any liability incurred by that person in his or her capacity as a Director, Secretary, auditor or Chief Executive Officer of the Company other than a liability which arises out of:
 - A. conduct involving a wilful breach of duty in relation to the Company; or
 - B. a contravention of **section 182** (Use of Position) of the Act or **section 183** (Use of Information) of the Act; and
 - b. any liability for legal costs incurred by that person in his or her capacity as a Director, Secretary, auditor or Chief Executive Officer of the Company in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in **Rule 17.2.a.A** and **17.2.a.B** above.

18. Notice

- 18.1. A notice may be given by the Company to any Member either personally or by sending it by post, facsimile or electronic mail to him or her at his or her registered address, facsimile number or electronic mail address, as the case may be, supplied by the Member to the Company for the purpose of the giving of notices to him or her.
- 18.2. Service of the notice shall be deemed to be effected:
- a. where the notice is sent by post, two (2) days after the date of posting; and
 - b. where the notice is sent by facsimile, on production of a transmission report by the sending machine indicating the facsimile was sent in its entirety to the facsimile number of the recipient.
 - c. where the notice is sent by electronic mail, on receipt by the sender of a 'sent' receipt.
- 18.3. Notices of Members' meetings shall be given in accordance with the requirements of the Act.

19. Public Fund

Donations Deposited into the Public Fund

- 19.1. The Company will establish and maintain a public fund listed on the Register of Cultural Organisations ("**Public Fund**"). All donations, whether of monies or property, any proceeds of the sale of any such property, and any investment returns from any such monies or property that continue to be part of the Public Fund (including all interest):
- a. must be deposited into the Public Fund;
 - b. must be kept separate from other monies and property of the Company; and
 - c. must only be used to further the Company's objects.

No other monies or property may be deposited into the Public Fund. Investment of monies in the Public Fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office from time to time.

Administration of the Public Fund

- 19.2. The Public Fund will be administered by the Board or a subcommittee of the Board, provided that a majority of the members of such Board or subcommittee, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Company.

Certain payments allowed

- 19.3. No monies, property, assets, profits or financial surplus of the Public Fund may be distributed to the Members or Directors the Company, except as reimbursement of out of pocket expenses incurred on behalf of the Public Fund or proper remuneration for administrative services.

Surplus Assets on Winding Up of the Public Fund

- 19.4. If, upon the winding up or dissolution of the Public Fund, there remains after satisfaction of all its debts and liabilities, any monies or property, such monies or property shall not be paid to or distributed among the Members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of the Public Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B section 30-100 of the *Income Tax Assessment Act 1997*.

Notification of amendments

- 19.5. Any proposed amendments or alterations to provisions for the Public Fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations, to assess the effect of any amendments on the Public Fund's continuing deductible gift recipient status.

20. Definitions and Interpretation

- 20.1. In this Constitution:

Act	means the <i>Corporations Act 2001</i> ;
Auditor	means the auditor appointed pursuant to Rule 14.2 ;
Board	means the Board of Directors;

Body	means any firm, society, body corporate, an unincorporated association, department of state or state authority;
Chairman	means: a. in relation to the inaugural Board, the Director named at Rule 7.1 ; or b. in relation to any other Board, the person appointed under Rule 8.1 of this Constitution as Chairman of the Board, and includes any deputy or acting Chairman;
Company	means the Collections Council of Australia;
Constitution	means this Constitution as originally adopted or as from time to time altered by special resolution;
Cultural Ministers Council	means the Ministerial forum of Commonwealth, State and Territory Ministers for the exchange of views on issues affecting cultural activities in Australia;
Directors	means: a. the inaugural Directors of the Company named in Rule 7.2 ; or b. the Directors of the Company appointed pursuant to Rule 8.1 , who have not ceased being Directors pursuant to Rule 8.3 ;
Ex-Officio Director	means the Directors of the Company referred to in Rule 8.1.c ;
Industry Expert Director	means a Director with an understanding of special interests in the collections sector that is not already covered in the existing membership of the Board, such as regional, remote, or indigenous collections, or professional interests;
Members	means: a. the Directors; and b. those Members of the Company appointed under Rule 8.1.c who have not ceased being Members pursuant to Rule 4.2 ;
Register of Cultural Organisations	means the register established under Subdivision 30-F of the <i>Income Tax Assessment Act 1997</i> ;
Secretary	means the person appointed by the Directors to perform the duties of a secretary of the Company and includes any deputy or acting secretary;
Special Interest Representative Director	means a Director selected for their understanding of matters outside the collections sector, including, but not limited to, tourism, education or built heritage;
the Objects	means the objects for which the Company is established pursuant to Rule 2.1 .

- 20.2. In this Constitution, unless the context otherwise requires the following rules of interpretation apply:
- a. words importing the singular include the plural and vice versa;
 - b. a gender includes all genders;
 - c. a reference to a person includes a body corporate, an unincorporated body or other legal entity and conversely;
 - d. subject to this Constitution, words and expressions defined in the Act have, unless the contrary intention appears, the same meaning in this Constitution;
 - e. headings are for convenience only and do not affect the interpretation of this Constitution; and
 - f. a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it any legislative provision submitted for it and all regulations and statutory instruments issued under it.