

**CONSTITUTION OF THE OUTDOOR
MEDIA ASSOCIATION
(INCORPORATED)
ACN 004 233 489**

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CONSTITUTION OF THE OUTDOOR MEDIA ASSOCIATION (INCORPORATED) ACN 004 233 489

Corporations Law

A company limited by guarantee not having a share capital

1. NATURE OF THIS COMPANY

- (a) This company is a company limited by guarantee.
- (b) The name of the company is The Outdoor Media Association (Incorporated).
- (c) All of the replaceable rules set out in the Corporations Law which the company is entitled to displace, are displaced by the rules set out in this Constitution.

2. DEFINITIONS

In this Constitution the following definitions apply, unless the context otherwise requires:

Association means this company, The Outdoor Media Association (Incorporated);

Board of Management means the persons for the time being occupying the position of directors of the Association;

Corporations Law means the *Corporations Act 2001* (Cth);

Executive Officer means the most senior executive of the Association, whatever their title may be;

Honorary Member means an Honorary Life Member or an Honorary Term Member;

Member means a member of any class of membership of the Association;

President means the President of the Association;

Treasurer means the Treasurer of the Association;

State Branch means a branch of the Association set up under this Constitution in respect of a State or Territory of Australia.

Words importing persons include bodies whether or not incorporated.

Singular words include the plural and words of gender include all genders.

Words or expressions defined in the Corporations Law have those meanings in this Constitution.

3. OBJECTS OF THE ASSOCIATION

- (a) The objects for which the Association is established are:
 - (i) to promote and encourage the design, manufacture, construction and use of effective out of home advertising;
 - (ii) to prosecute or defend any suits applications and proceedings before any court or tribunal whatsoever as may be deemed necessary or expedient in the interests of the Association or the Members;
 - (iii) to provide an official voice whereby the Members can cooperatively make known their wishes to associations of advertisers agencies and other advertising organisations;
 - (iv) to promote or oppose legislative and other measures likely to affect the Members;
 - (v) to give service and information to the Members on all matters germane to out of home advertising;
 - (vi) to hold meetings of the Members for the discussion and solution of common problems;
 - (vii) to promote and hold either alone or jointly with any other association, club, society, company or persons, discussions on all matters germane to out of home advertising;
 - (viii) to establish, promote or assist in doing so to subscribe to and become a member of any other society or organisation whose objects are similar or in part similar to the objects of the Association or the establishment or promotion of which may be beneficial to the Association provided that no subscription may be paid to any society or organisation out of the funds of the Association except bona fide in furtherance of the objects of the Association;
 - (ix) to support and subscribe to any charitable or public benevolent institution or society;
 - (x) to do any lawful things as are incidental or conducive to the attainment of any of the above objects.
- (b) The Association has all the powers given to it by the Corporations Law, including all powers necessary to enable it to carry out its objects.
- (c) All the income and property of the Association must be applied solely towards the promotion of the objects of the Association and no portion may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the Members or for payment of any fees to members of the Board of Management provided that this provision does not prevent the payment in good faith of amounts approved by the Board of Management as remuneration to any officer, or employee of the Association or as payments to any Member in return for services actually rendered to the Association nor prevent the payment of interest at commercial rates on money borrowed from any Member.

- (d) If upon a winding-up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property, it must not be paid to or distributed amongst the Members, but must be given or transferred to some institution or institutions having objects which prohibits 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 Association. The institution or institutions will be determined by the Members of the Association at or before the time of dissolution and in default of a determination by the members, then by a judge of the Supreme Court of New South Wales.
- (e) The Association holds a licence under the Corporations Law authorising it to omit the word 'limited' from its name and must comply with the conditions of the Corporations Law in that regard.

4. LIABILITY OF MEMBERS

- (a) The liability of the Members is limited.
- (b) Every Member (other than a Honorary Member) undertakes to contribute to the assets of the Association in the event of it being wound up while they are a Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before they ceased to be a member, and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, any amount as may be required not exceeding \$100 each.

5. QUALIFICATIONS FOR MEMBERSHIP

The classes of Members and the qualifications for membership of each class are as follows:

- (a) **Media Display Members:** being Members primarily engaged in the business of display of, outdoor advertising. Media Display Members are voting Members;
 - (i) outdoor advertising is defined as:

Outdoor advertising is advertisements that are placed on fixed or mobile structure that typically provides public utility that advertise third party products/services using digital technology or traditional methods to broadcast these products/services on signs across a variety of locations and on a variety of formats.
Media Display Members are voting Members;
- (a) **Non Media Display Members:** being Members who are engaged in associated activities in support of, or ancillary to, the activities of Media Display Members, may include installers of out of home advertising equipment and structures, suppliers of goods and services to Members including print and production facilities, and other persons or corporations who support the objects of the Association to an extent determined by the Board of Management. Non Media Display Members do not have any right to vote at meetings of the Association.

- (b) **Asset Holder Members:** being Asset Holders who primarily carry on business as landlords, lessors, contractors and similar activities to facilitate the activities of Media Display Members whether or not their business also includes as a component, the display of out of home advertising. Asset Holder Members do not have any right to vote at meetings of the Association.
- (c) **Honorary Life Member:** being a natural person that has contributed to the objects of the Association to the extent determined by the Board of Management as deserving of appointment as an Honorary Life Member at the AGM. Provided, that no more than two persons may be appointed in any one year. Honorary Life Members do not have any right to vote at meetings of the Association.
- (d) **Honorary Term Members;** being a person that has contributed to the objects of the Association to the extent determined by the Board of Management as deserving of appointment as an Honorary Term Member at the AGM for the term determined by. Provided, that no more than two persons may be appointed in any one year. Honorary Term Members do not have any right to vote at meetings of the Association.

6. APPLICATION FOR MEMBERSHIP

- (a) An applicant for membership of the Association must sign and deliver to the Association an application for admission in the form the Board of Management from time to time requires accompanied by the subscription appropriate to the class in respect of which the applicant desires to become a member of the Association. Applications for membership and renewals of membership require applicants to affirm or reaffirm their commitment to comply with this Constitution and the Association's Code of Ethics.
- (b) No applicant will be admitted as a Member unless they are first approved by a majority of not less than two thirds of the members of the Board of Management present or represented and voting on the resolution for the admission of the person to membership.
- (c) Every Member is entitled (subject to any by-laws for the time being in force made by the Board of Management and to any conditions attached to their membership) to all the rights and be subject to all the duties of a Member. Only Media Display Members have the right to vote at general meetings of the Association and the right, if an individual member, to be elected as an officer or Member of the Board of Management or, if a Member which is a body corporate, to nominate one of its directors or employees for election as a member of the Board of Management.

7. THE PRIVILEGES OF MEMBERSHIP OF THE ASSOCIATION

The privileges of membership of the Association are not transferrable.

8. FUNDING THE ASSOCIATION

- (a) The activities of the Association will be funded by:
- (i) **Annual subscriptions** payable by Members other than Honorary Members, set annually by the Board of Management;
 - (ii) **National levies** which may be from time to time set by the Board of Management, provided that:
 - A. National levies for each Member in any financial year may not exceed the amount of their annual subscription for that year, without approval by the Media Display Members in general meeting of the particular National levy proposed, and
 - B. payment of National levies to be raised in relation to special issues which only affect particular categories of Members may be restricted to those Members, but the levy must be approved either by a majority of the Members who will have the obligation to pay the levy or by a resolution passed at a meeting of those Members;
 - (iii) **State levies** payable by members of State Branches other than Honorary Members, set annually by a resolution of the members of that State Branch together with:
 - A. any additional State levies from time to time approved by resolution of the members of that State Branch; and
 - B. payment of State levies raised in relation to special issues which only affect particular categories of Members may be restricted to those Members, but the levy must be approved by either a majority of the Members who will have the obligation to pay the levy or by a resolution passed at a meeting of those Members;
 - (iv) any dispute in relation to whether or not a Member is affected by a special issue, or as to the basis of calculation of any National or State levy in relation to that special issue, will be conclusively determined by the Board of Management.
- (b) Annual subscriptions may be set at different levels for different classes of Member and for different categories of Member within each class of membership.
- (c) The Board of Management may allocate to State Branches from subscriptions collected by the Association, amounts that are surplus to the national requirements of the Association, at times and on conditions fixed by the Board of Management.
- (d) National levies may be set for expenses incurred or anticipated in relation to activities of the Association on issues of National importance for the Association which have not been budgeted for in setting the annual subscriptions.

- (e) National levies and State levies may be set at different levels for different classes of Members and for different categories of Member within each class of membership and may also be limited to those Members affected by particular issues for which a levy is required.
- (f) Annual subscriptions and National levies become due and payable on dates determined by the Board of Management.
- (g) State levies become due and payable on dates determined by the State Branch.

9. GENERAL MEETINGS

- (a) An Annual General Meeting (**AGM**) must be held at least once in every calendar year and not more than 5 months after the end of each financial year of the Association.
- (b) General Meetings other than the AGM:
 - (i) may be called by the President or by resolution of the Board of Management;
 - (ii) may be called by any member of the Board of Management or any 5 Media Display members, if at any time there is no President or the President is not in Australia and a quorum of the Board of Management determined in accordance with Rule 14(g), cannot be formed;
 - (iii) must be called by the Board of Management and arranged to be held, on the written request of at least 5% of the Media Display Members, or where otherwise required by the Corporations Law; and
 - (iv) may be called when the Corporations Law otherwise authorises that to happen.

10. NOTICE OF GENERAL MEETING

- (a) At least 21 days' notice of a general meeting must be given to all Members entitled to attend general meetings of the Association, setting out:
 - (i) the place, date and time for the meeting;
 - (ii) the general nature of the meeting's business, including any special business; and
 - (iii) if a special resolution is to be proposed at the meeting, the intention to propose the special resolution and stating the special resolution.

However, except where it is not permitted by the Corporations Law to do so:

- (iv) an AGM may be called on shorter notice if all Media Display Members entitled to vote agree beforehand; and
 - (v) any other general meeting may be called on shorter notice if 95% of the Media Display Members entitled to vote agree beforehand.
- (b) All general meetings must be held at a reasonable time and place.
 - (c) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member will not invalidate the proceedings at any meeting.

11. SPECIAL BUSINESS

Special business comprises:

- (a) all business that is transacted at a general meeting other than the AGM, and
- (b) all business that is transacted at the AGM with the exception of the consideration of the annual financial report, the report of the Board of Management and the report of the auditors, the election of the members of the Board of Management, the appointment of the auditor and fixing the remuneration of the auditors.

12. PROCEEDINGS AT GENERAL MEETINGS

- (a) No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. 5 Members present in person or represented by proxy will be a quorum.
- (b) If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members will be dissolved. In any other case it will stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting the Members present will be a quorum.
- (c) The President will preside as chair at every general meeting of the Association.
- (d) If there is no President or if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting or is unwilling to act as chair of the meeting, the Treasurer will be chair and if the Treasurer is not present and willing to act as chair, the Media Display Members present must choose one of their number to be chair.
- (e) The chair may with the consent of any meeting (and must if directed by the meeting) adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more at any one time notice of the adjourned meeting must be given as in the case of an original

meeting, but otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.

- (f) A resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the results of the show of hands) by at least two Media Display Members present in person or by proxy who are entitled to vote. Unless a poll is demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of proceedings of the Association, will be conclusive evidence of those facts without proof of the number or proportion of the votes recorded in favour or against that resolution.
- (g) If a poll is duly demanded it must be taken in the manner that the chair directs and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- (h) In the case of an equality of votes whether on a show of hands or on a poll the chair of the meeting at which the show of hands takes place or at which the poll is demanded will be entitled to a second or casting vote.
- (i) A poll demanded on the election of a chair or on any question of adjournment must be taken immediately. A poll demanded on any other question must be taken at the time and in the manner as the chair of the meeting directs.

13. VOTES OF MEMBERS

- (a) Every Media Display Member will have one vote. Other classes of Member are entitled to notice of and to attend all general meetings of the Association, but are not entitled to vote.
- (b) No Member is entitled to attend or vote at any general meeting unless all money presently payable by the Member to the Association has been paid.
- (c) On a poll votes may be given either personally or by proxy or, in the case of a Member which is a body corporate, by a representative appointed by the Member in accordance with the Corporations Law, who must be a director or employee of the Member.
- (d) The instrument appointing a proxy must be in writing signed by the appointer or the member's attorney duly authorised in writing. A proxy must be a Member of the Association or a director or employee of the appointor Member which is a body corporate or a director or employee of any other Members which is a body corporate.
- (e) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of authority must be received at the registered office of the Association not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy is not valid.

- (f) An instrument appointing a proxy may be in the following form or any other form which the Board of Management approves:

I _____ of _____

being a Member of The Outdoor Media Association (Incorporated) HEREBY

APPOINT

_____ of _____ as my proxy to
vote for me and on my behalf at (*use (a) or (b) as required):

*(a) the general meeting of the Association to be held on the

_____ day of _____ and any
adjournment of it.

*(b) all general meetings of the Association, until this proxy is revoked by notice in writing to the Association.

SIGNED this _____ day of _____

The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.

14. BOARD OF MANAGEMENT AND OFFICERS

- (a) There will be a Board of Management which will consist of not less than 6 but not more than 8 members who will be appointed or elected annually at the AGM and accordance with clause 14(b). The Media Display Members may resolve to increase or reduce the size of the Board of Management.

The Board of Management may from time to time by ordinary resolution appoint and replace an independent person to chair its meetings.

The independent chair will:

- (i) receive such remuneration as the Board of Management decides from time to time;
- (ii) not have any vote at meetings of the Board of Management;
- (iii) act as chair for all meetings of the Board of Management;
- (iv) be entitled to speak to any resolution of the Board of Management;
- (v) not be entitled to appoint an alternate or substitute;
- (vi) be subject to removal by an ordinary resolution of the Board of Management.

- (b) The members of the Board of Management will be appointed as follows:

- (i) each of the two Media Display Members that paid the highest annual subscription in the preceding year, as determined by the

Executive Officer, may each appoint two members of the Board of Management;

- (ii) the Media Display Members who are not entitled to appoint a member of Board of the Management under clause 14(b)(i) may elect up to four members of Board of Management under clause 20.
- (c) A Media Display Member entitled to appoint a member of the Board of Management under clause 14(b)(i) may replace that person as a member of the Board of Management by notice in writing to the Board of Management.
- (d) A member of the Board of Management who is unable to attend any meeting of the Board of Management may appoint an alternate to act in their place by giving notice in writing to the Association. The alternate must be a Member or a director or employee of a Media Display Member which is a body corporate.
- (e) No person may be elected or appointed to the Board of Management, or be appointed as alternate for a member of the Board of Management, if to do so would result in more than half the members of the Board of Management being directors or employees of one Member or of a group of Members who are related corporations under the Corporations Law.
- (f) Subject to Clause (a) The President will be the chair of the Board of Management. The Treasurer will act as chair in the absence of the President at any time.
- (g) The quorum for a meeting of the Board of Management is 4 members.
- (h) Meetings of the Board of Management may be called or held using any technology consented to by all of its members.
- (i) Resolutions of the Board of Management may be passed without a meeting being held, if all the members entitled to vote on the resolution sign a document containing a statement that they are in favor of the resolution set out in the document. Separate copies of the document may be signed by different members. The resolution will be passed when the last member signs or at any other time specified in the document.
- (j) The Treasurer will be appointed by the Board of Management. The Treasurer will be chair of the Finance Committee, whose other members will be the President and the Executive Officer.
- (k) The Board of Management has full power to originate and discuss and decide all questions brought to it on the business of the Association except for anything that is required by this Constitution or by the Corporations Law to be decided by the Members.
- (l) The Board of Management must cause minutes to be made in books provided for the purpose:
 - (i) of all appointments of officers made by the Board of Management;

- (ii) of the names of the members of the Board of Management present at each meeting of the Board and of any committee of the Board;
- (iii) of all resolutions and proceedings at all meetings of the Board of Management.
- (m) The Association's funds are to be controlled by the Board of Management which may from time to time determine the level of funds which can be committed on behalf of the Association without reference to the Board of Management.
- (n) All paid officers of the Association will be appointed by the Board of Management with full power to suspend or remove any person so appointed.
- (o) Paid officers of the Association must not accept payment either in the nature of gratuity honorarium or otherwise for services rendered or for other reasons from any person except with the knowledge and consent of the Board of Management the knowledge and consent must be evidenced by a minute of the Board of Management entered in the Minutes of the Board of Management signed by the President with the authorisation of the Board of Management.
- (p) The salary and conditions of the paid officers will from time to time be fixed by the Board of Management.
- (q) The members of the Board of Management are not entitled to any remuneration for acting as Directors of the Association but that does not prevent the payment by the Association of:
 - (i) any sum to the President, Executive Officer or other person for services rendered or to be rendered to the Association, or
 - (ii) any sum to a member of the Board of Management as a reimbursement of expenses incurred by them as a director in the course of their duties as a director.

All payments must be approved by the Board of Management.

15. POWERS AND DUTIES OF THE BOARD OF MANAGEMENT

- (a) The business of the Association is managed by or under the direction of the Board of Management, which may exercise all the powers of the Association except any powers which this Constitution or the Corporations Law requires the Association exercise in general meeting.
- (b) The exercise of the powers of the Board of Management is also subject to any regulations from time to time made by the Association in general meeting provided that no regulation will invalidate any prior act of the Board of Management which would have been valid if that regulation had not been made.
- (c) The Board of Management has power from time to time to make by-laws, regulations or orders consistent with this Constitution for the proper conduct and management of the Association which will be binding on all

the Members and officers of the Association. In particular the Board of Management may from time to time make by-laws:

- (i) for the management of the Association and the Board of Management;
 - (ii) for defining the duties and powers of any committees which may be appointed;
 - (iii) for the conduct of the proceedings of the Association; and
 - (iv) for defining the duties and powers of the State Branches.
- (d) Except as required by law or with the prior approval of the Board of Management, every member of the Board of Management must maintain strict confidentiality of the proceedings of the Board of Management.

16. DISQUALIFICATION OF MEMBERS OF THE BOARD OF MANAGEMENT

- (a) A member of the Board of Management vacates office if person:
- (i) holds any office of profit under the Association;
 - (ii) becomes bankrupt or insolvent, or if the Member of which the member is a director, or employee becomes bankrupt or insolvent or compounds with creditors or being a body corporate, becomes an externally administered body corporate within the meaning of the Corporations Law except for the purpose of reconstruction or amalgamation;
 - (iii) becomes mentally incapacitated;
 - (iv) resigns by notice in writing to the Association;
 - (v) is directly or indirectly interested, or if the Member of which the member of the Board of Management is a director, or employee is directly or indirectly interested, in any contract or proposed contract with the Association and fails to declare the nature of his/her interest or the nature of the interest of the Member he/she represents before the matter is dealt with by the Board of Management;
 - (vi) has a material personal interest in any matter being considered by the Board of Management and fails to comply with the requirements of the Corporations Law in that situation;
 - (vii) ceases to be a Member, or if the Member of which the member is a director, or employee ceases to be a Member, for any reason;
 - (viii) person was appointed under clause 14(b)(i) and the Member which appointed the person revokes the appointment by notice in writing under clause 14(c); and
 - (ix) the Association in general meeting may remove from office any member of the Board of Management who, without leave of the

Board of Management, fails to attend 3 consecutive meetings of the Board of Management.

17. DIRECTOR'S CONFLICT OF INTEREST

A member of the Board of Management must not vote in respect of any contract or proposed contract in which the director or the member of which the member of the Board of Management is a director or employee, is interested or any matter arising under that contract and if a member of the Board of Management does vote it will not be counted.

18. CODE OF ETHICS

Every Member must subscribe to and adhere to the following Code of Ethics, with any amendments as the Board of Management makes from time to time:

Principles for doing business with advertisers:

- (a) We are committed to providing the best possible out of home advertising sites for our advertisers that are also value-for-money.
- (b) We are committed to maintaining and improving the quality and appearance of site structures and locations to enhance their performance.
- (c) We observe an honest, ethical and professional approach to trading practices, media contracts and proof of performance.
- (d) We put genuine effort into providing research data, strategic planning, creative advice and production guidance to ensure that advertisers get the most out of their out of home advertising campaigns.

Principles of doing business with regulators:

- (a) We support fair and transparent tender processes for the awarding of contracts for out of home advertising sites.
- (b) We actively lobby for the right to develop Out of Home advertising structures that are consistent with regulatory and planning requirements.
- (c) We acquire and negotiate Out of Home advertising sites in a business-like and competitive fashion.
- (d) We support Out of Home advertising as a legitimate business to be practiced in appropriately zoned areas only.
- (e) We actively lobby for regulatory changes that permit the use of new Out of Home advertising technologies to enhance the service that we can offer to our advertisers.

Responsibilities towards the community:

- (a) We are committed to providing an effective form of communication for goods, services and public information of interest and/or benefit to the community.

- (b) We are committed to contributing to the sustainability of the communities in which we operate through initiatives identified in the Association's Environment and Sustainability Statement.
- (c) We actively support community service and charity campaigns.
- (d) We support all decisions made by the Advertising Standards Bureau in regards to complaints about Out of Home advertising.
- (e) We only endorse the display of advertising that adheres to the following advertising industry codes of practice:
 - (i) Australian Association of National Advertisers (AANA) Code of Ethics.
 - (ii) AANA Code for Advertising and Marketing Communications for Children.
 - (iii) AANA Food and Beverages Advertising and Marketing Communications Code.
 - (iv) The Alcohol Beverages Advertising Code (ABAC).
 - (v) The Federal Chamber of Automotive Industries' Voluntary Code for Practice for Motor Vehicle Advertising.
 - (vi) The Therapeutic Goods Advertising Code.
 - (vii) The Weight Management Industry Code of Practice.
- (f) We are committed to the responsible advertising of alcoholic beverages, including limiting their display around schools, as outlined in the Association's Alcohol Advertising Guidelines.
- (g) We endorse and support the display of advertising for alcoholic beverages that has been approved by the Alcohol Advertising Pre-vetting System (AAPS).
- (h) We are committed to working with road authorities to address road safety requirements for Out of Home advertising.

Responsibilities towards the environment:

- (a) We are committed to protecting natural scenic beauty, parks, forests and places of historic value by locating our displays near populous areas as permitted by legislation.
- (b) We are committed to reducing the impact of our business on the built and natural environment through initiatives identified in the Association's *Environment and Sustainability Statement*.
- (c) We are committed to recycling our waste materials where practicable.
- (d) We are committed to excellence in the creative designs that we exhibit because we provide the most public 'art gallery' there is.

19. ROTATION OF BOARD OF MANAGEMENT

At every AGM the members of the Board of Management must retire. Retiring members are eligible for re-election and will act as members of the Board of Management throughout the meeting at which they retire.

20. RETIRING PRESIDENT

A retiring President is eligible for re-election and will act as President and as a member of the Board of Management throughout the AGM at which the President retires.

- (a) The election of the President and the members of the Board of Management elected under clause 14(b)(ii) must take place in the following manner:
 - (i) any 2 Members may nominate any other Member, or a director or employee of a Member which is a body corporate, for election to the Board of Management and also, if desired, election as President;
 - (ii) the name of each candidate and the name of their proposer and seconder must be sent in writing to the Executive Officer at least 28 days before the annual general meeting;
 - (iii) balloting lists will be prepared containing the names of candidates in alphabetical order and the names of the Members of which the candidates are directors or employees and each Media Display Member will be entitled to vote for any number of any candidates not exceeding the number of vacancies.
- (b) At least 14 days prior to the time appointed for the holding of the annual general meeting, a ballot paper containing the names in alphabetical order of the candidates for election to Board of Management will be sent to Media Display Members. The ballot paper will also identify those candidates who are also standing for President.
- (c) Each Media Display Member will, in the manner required by the ballot paper:
 - (i) vote for the candidates to the Board of Management desired by the Member;
 - (ii) also make one vote for the candidate for President desired by the Member; and
 - (iii) then return the ballot paper to the registered office of the Association no later than 72 hours prior to the holding of the annual general meeting of the Association.
- (d) The Executive Officer must produce at the annual general meeting all ballot papers received. The result of the voting must be announced by the chair at the annual general meeting.
- (e) If the number of candidates is no more than the number or vacancies, all the candidates will be elected without the necessity of a ballot.

- (f) If two or more candidates obtain an equal number of votes the Board of Management will elect by lot from those candidates the candidate or candidate who is or are to be elected.
- (g) The Board of Management may at any time appoint any Member, or a director or employee of a Member, to be a member of the Board of Management either to fill a casual vacancy or as an addition to the Board of Management but so that the total number of the Board of Management does not exceed the maximum authorised number. Any member so appointed holds office until the next Annual General Meeting and is eligible for re-election.

21. STATE BRANCHES

To assist in advancing the objects of the Association in individual States, the Board of Management may constitute State Branches of the Association in every State where the Board of Management determines there are sufficient Members interested in actively participating in State Branch activities.

22. CONSTITUTION OF STATE BRANCHES

State Branches will be constituted and operate as follows:

- (a) all Members carrying on business in a State will, subject to fulfilling their subscription obligations, automatically be members of that State Branch. Each Member's class and category of membership of the Association will also apply for the purposes of State Branch activities;
- (b) the affairs of each State Branch will be conducted by the full Media Display Members of the State Branch;
- (c) the State Branches operate as an integral part of the Association and are subject to the overriding control of the Board of Management. Each State Branch has delegated authority from the Board of Management to manage and conduct the affairs of the Association in their State subject to:
 - (i) the provisions of any resolutions of the Board of Management from time to time made in relation to the activities of State Branches;
 - (ii) the power of the Board of Management to determine at any time that an issue or matter is of national significance for the Association and to require that the matter be dealt with either by the Board of Management or in conjunction with the State Branch as the Board of Management determines;
- (iii) the Media Display Members of each State Branch must ensure that accounts and records of the State Branch's activities are properly maintained, in the manner that the Board of Management from time to time requires and those accounts and records must be made available to the Board of Management or any Media Display Member of it at any time; and
- (iv) without the prior approval of the Board of Management, the State Branch must not incur any debts or obligations on behalf of the

Association which it does not have reasonable grounds to believe it will be able to fully discharge from subscriptions allocated to the State Branch and from State levies actually received by the State Branch.

- (d) The State Branch will appoint a chairman of its meetings who will be elected annually at an annual general meeting of the members of the State Branch using the same procedures that apply to the election of the President.
- (e) A State Branch or all State Branches may be disbanded by the Board of Management if at any time the Board of Management determines it is in the interests of the Association to do so.

23. PROCEEDINGS OF STATE BRANCHES

- (a) A member of the State Branch who is unable to attend any meeting of the State Branch may appoint an alternate to act in their place by giving notice in writing to the Association. The alternate must be a Member or a director or employee of a Media Display Member which is a body corporate.
- (b) The quorum for a meeting of the State Branch will be set by resolution of the Media Display Members of the State Branch and unless and until that resolution is passed will be one half of the number of Media Display Members of the State branch.
- (c) Meetings of the State Branch may be called or held using any technology consented to by all of its members.
- (d) Resolutions of the State Branch may be passed without a meeting being held, if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of the document may be signed by different members. The resolution will be passed when the last member signs or at such other time specified in the document.
- (e) Subject to Rule 22(c) the Media Display Members of the State Branch have full power to originate and discuss and decide all questions brought to them on the business of the State Branch except for anything which is required by this Constitution to be decided by the Board of Management or the Members.
- (f) State Branch minutes must be kept:
 - (i) of all appointments of chairman and members of committees made by the State Branch;
 - (ii) of the names of the members of the State Branch present at each meeting of the State Branch and of any of its committees; and
 - (iii) of all resolutions and proceedings at all meetings of the State Branch.
- (g) In addition to a chairman, each State Branch must appoint a person (who need not be a Member) to attend to the secretarial and administrative

requirements of the State Branch. The terms and conditions of the appointment of that person will from time to time be fixed by the State Branch and must be approved by the Board of Management.

- (h) The members of the State Branch are not entitled to any remuneration for acting as chairman or on any committee of the State branch but that does not prevent the payment by the State Branch of:
 - (i) any sum for services rendered or to be rendered to the State Branch; or
 - (ii) any sum to a member of the State Branch as a reimbursement of expenses incurred by the member of the State Branch in the course of their duties on behalf of the State Branch.

All payments must be approved by the State Branch and the Board of Management.

- (i) A member of the State Branch must not vote in respect of any contract or proposed contract in which that member, or the Member of which the member is a director or employee, is interested or any matter arising under that contract and if a member of the State Branch does vote it will not be counted.

24. ASSOCIATION ACCOUNTS

- (a) The Board of Management must place before the Members at the AGM the financial and other reports required by the Corporations Law.
- (b) Cheques and other negotiable instruments must be drawn made signed or endorsed in the manner as the Board of Management from time to time resolves.

25. AUDIT

Auditors must be appointed and their duties regulated in accordance with the Corporations Law.

26. NOTICES

Notice may be given by the Association to any Member:

- (a) personally;
- (b) by sending it by post to the address of the Member registered in the books of the Association, which will be deemed to be given 3 days after it is posted; or
- (c) by sending it to the fax number or electronic mail (if any) nominated by the Member which is taken to be given on the business day after it is sent.

27. WINDING UP

The Association will be wound up voluntarily when a special resolution is passed requiring the Association to be so wound up.

28. INDEMNITY

- (a) Every member of the Board of Management or its committees, State Branch chairmen, every member of the State Branch committees, the Executive Officer, or other officer of the Association (in this rule called indemnified persons) will be indemnified out of funds of the Association against all liability incurred to another person (other than the Association) unless the liability arises out of conduct involving a lack of good faith.
- (b) A liability in Rule 28(a) (a) includes, but is not limited to, any loss cost or expense suffered or incurred by an indemnified person:
 - (i) in defending any proceeding whether civil or criminal in which judgment is given in their favour or in which they are acquitted; or
 - (ii) in connection with any application in relation to those proceedings in which relief is granted to the person by the Court under the Corporations Law.
- (c) The Association may pay the premiums on any policy of insurance in relation to any liability of an indemnified person, to the fullest extent permitted by law.

29. CONFIDENTIALITY

It is an express condition of membership of the Association that all information provided by a Member relating to their business, which is not in the public domain (**confidential member information**), is received by the Association subject to an obligation of strict confidence and must not be disclosed by the Association, any member of the Board of Management, the Executive Officer or any Member without the prior written consent of the Member who provided the information or as required by law.

30. CONFIDENTIAL MEMBER INFORMATION

Confidential member information may only be used for the purposes of the Association as disclosed to Members at the time it is collected and the Board of Management may in appropriate cases arrange that confidential Member information relating to individual Members will only be available to the Executive Director and specified employees of the Association and not be available to the Board of Management or any Member of it, and the provisions of this rule continue to bind Members after their membership of the Association ceases.

31. RESIGNATION AND DISQUALIFICATION OF MEMBERS

- (a) Any Member wishing to resign membership of the Association must give notice in writing of their resignation at the registered office of the

Association. Full Members must give not less than 12 months' notice of intention to resign.

- (b) If any member:
- (i) wilfully refuses or neglects to comply with the provisions of this Constitution or any By-laws of the Association;
 - (ii) breaches any condition of membership or the Association; or
 - (iii) in the opinion of the Board of Management, has been guilty of any conduct detrimental to the interests of the Association or the Out of Home advertising industry or which is likely to prejudice the Association in the eyes of the Members of the general public or which in the opinion of the Board of Management renders it desirable that the Member should cease to be a Member,

then the Member will be liable to expulsion by a resolution of the Board of Management provided:

- (i) that at least 14 days before the meeting at which the resolution is passed, the Member has been given written notice of the intended resolution for their expulsion and of the date, time and place of the meeting of the Board of Management at which the resolution is to be considered; and
 - (ii) that the Member will at the meeting and before the passing of the resolution, have had an opportunity of giving orally or in writing any explanation or defence the Member may think fit.
- (c) If a Member becomes bankrupt or makes any assignment or arrangement with their creditors or if being a Company becomes an externally administered body corporate within the meaning of the Corporations Law other than for the purpose of reconstruction or amalgamation, the Member will automatically cease to be a Member of the Association.
- (d) Any Member whose annual subscription or any levy is unpaid after one month of receiving final request for payment from the Executive Officer will automatically cease to be a Member of the Association but may be reinstated at the discretion of the Board of Management on payment of all arrears.
- (e) Any Member, who resigns, is expelled or ceases for any other reason to be a member, will forfeit all right in and claim upon the Association and its property but will nevertheless remain liable for and must pay to the Association all money due to the Association at the time of cessation of their membership.

This Constitution was adopted in place of the previous Constitution of the Association, by circular resolution passed by the Members on Tuesday 21 May 2019.