

CONSTITUTION

of

Australasian Dark Sky Alliance Pty Ltd Pty LtdPty Ltd

A.C.N. 632 593 161

A.B.N 89 632 593 161

NAME AND OBJECTIVES

1. Association Name

The name of the company is "Australasian Dark Sky Alliance Pty Ltd" (the ADSA) and shall be referred to as "ADSA" in this document.

2. Trading Name

ADSA shall trade as "Australasian Dark Sky Alliance Pty Ltd".

3. Mission Statement

A world without light pollution

4. Objectives

The objectives of ADSA are:

1. Advocate for the protection and enhancement of the night-time environment
2. Educate the public and policymakers about night sky conservation
3. Promote environmentally responsible outdoor lighting
4. Empower the public with the tools and resources to help bring back the night
5. To adhere, support and assist the global presence of the International Dark Sky Association particularly in the Southern Hemisphere
6. To administrate a grass roots movement through membership growth

MEMBERSHIP

5. Membership Grades

5.1. There are 3 membership categories offered:

1. Night Owl – single person - \$50
2. Fireflies – groups with an ABN - \$250
3. Corporate Sponsorship – Bronze \$1000 / Silver \$2000 / Gold \$5000 / Platinum \$10000 (all with GST added)

VOTING

Board Members, secretariat and ambassadors will have the right to vote only.

6. Discretion of the Board

6.1. The Board may in its absolute discretion determine whether or not to approve each applicant for admission to membership and if so approved into which category of membership such person is admitted.

7. Membership Fees

7.1. The following membership fees apply to the membership program.

1. Night Owl – single person - \$50
2. Fireflies – groups with an ABN - \$250
3. Corporate Sponsorship – Bronze \$1000 / Silver \$2000 / Gold \$5000 / Platinum \$10000 (all with GST added)

BOARD OF DIRECTORS

8. Composition of Board of Directors

8.1. The Board of Directors of ADSA shall comprise a total of no more than nine (9) Directors and one Public Officer.

8.2. All Directors shall be voting members of ADSA.

8.3. All incoming elected and co-opted Board members shall commence duty at the close of the Annual General Meeting following their election.

9. Powers of Board of Directors

The Board of ADSA, subject to this Constitution and to any resolution passed by ADSA in a General Meeting:

- a) Directors shall meet as a Board at least four times between consecutive Annual General Meetings.
- b) Shall control and manage the affairs of ADSA for the benefit of the members as a whole.

- c) May exercise all such functions as may be exercised by ADSA other than those functions that are required by this Constitution to be exercised by a General Meeting of ADSA.
- d) Has powers to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of ADSA.

10. Duty of Directors

- 10.1. Every Director shall act in the interests of ADSA as a whole and of its membership.
- 10.2. It is the duty of a Director to attend all Board Meetings.

11. Elections of Directors

The timing of elections of Directors shall be as detailed in the Bylaws.

12. Term of Office of Directors

Unless disqualified by Bylaws or Clauses elsewhere in this Constitution, each Director is eligible for re-election as a Director.

13. Returning Officer

The Board shall appoint a Returning Officer for the conduct of each of any elections for Board membership and for internal Board elections. The Returning Officer shall have control of these elections.

14. Removal of Directors

- 14.1. ADSA Founding directors will serve until 30 November 2022, with a call for new Directors going to public 15 March 2022.
- 14.2 ADSA by Special Resolution in a General Meeting may remove any Director before the expiration of his or her term of office. The resulting vacancy is considered to be a casual vacancy.
- 14.3. A person is disqualified from becoming or continuing to act as Director of ADSA, fill a casual vacancy in an office or in a Director's position if the occupant:
 - a) Dies.
 - b) Resigns.
 - c) Ceases to be a voting member.
 - d) Is an un-discharged bankrupt.
 - e) Becomes of unsound mind or is a person or estate who is liable to be dealt with in any way under the Law relating to mental health.
 - f) Is absent without the approval of the Board from three meetings of the Board.
 - g) Does not perform in accordance with the requirements
 - h) Has been dismissed by a Special Resolution of members.

15. Casual Vacancies

- 15.1. The Board shall have the power to appoint any eligible voting member to be a Director to fill a casual vacancy providing a majority of technical members is maintained.
- 15.2. The term of the member filling a casual vacancy shall begin upon their being informed of the appointment and end at the close of the Annual General Meeting at which the replaced Director's term would have ended.

16. Quorum

- 16.1. The quorum necessary for the transaction of the business of the Board shall be not less than five Directors and at all meetings technical grade members shall be in the majority.
- 16.2. A Board Meeting held by electronic means of e-mail, fax or telephony, shall require the same quorum as if held in person.

17. Directors' Meetings

The Public Officer shall preside over meetings of the Board but if the Public Officer is unwilling or unable to so preside, the Board may elect a Chairperson of the meeting.

18. Tied Voting

In the event of a tied vote on any matter other than an election before the Board the status quo shall prevail.

19. Committees

The Board may establish and delegate tasks to Committees consisting of such members as they think fit. Any Committee so formed shall conform to any directions imposed on it by the Board.

21. Company Secretary

The Board shall appoint a Company Secretary on the terms and conditions, with no remuneration if any.

22. Staff

The Board may employ, engage or appoint permanent or temporary staff or other resources to assist in the management of ADSA.

OFFICE BEARERS

23. Election of Office Bearers

23.1. Prior to the incoming Board taking office all members of the outgoing Board shall elect the Office Bearer of Public Officer of the Alliance for the following year. If the Public Officer-elect is not an elected Director he/she shall take up a co-opted position for that year of office.

23.2. Subsequently, and prior to the incoming Board taking office, the elected members of the outgoing Board shall elect the remaining Office Bearers of ADSA, being the President Officer and Treasurer.

23.3. If during these elections a tied vote occurs the following procedure shall be used:

- a) Hold the secret ballot again for the election to determine the result, and then if a tied vote remains;
- b) Use any method that is agreed to by a majority of those present and eligible to vote to determine the matter.

24. Term of Office Bearers

Each Office Bearer shall hold office from the close of the Annual General Meeting following their election as an Office Bearer and end at the close of the next Annual General Meeting.

25. Limitation on Term as Public Officer

No person may hold the office of Public Officer for more than three consecutive terms of office excluding any period served in completion of the unfinished annual term of a predecessor.

26. Authority of Office Bearers

The Office Bearers of ADSA, subject to this Constitution and to any resolution passed by ADSA in General Meeting and subject to any resolution of the Board, shall manage the affairs of ADSA between meetings of the Board.

MEETINGS

27. Annual General Meetings

An Annual General Meeting of ADSA shall be held in accordance with the provisions of Australian Law.

28. General Meetings

28.1. Subject to the provisions of Australian Law and in accordance with the By-Laws, General Meetings may be called by the Board or by any member with the written support of ten other technical grade members.

28.2. Only business for which the General Meeting has been called may be conducted at that meeting.

29. Decisions

29.1. In general, decisions at General Meetings are made by majority vote. In the event of a tied vote the Chairman shall have a second or casting vote. Unless specified as part of the motion such decisions come into operation at the end of the meeting at which they are passed.

29.2. Decisions involving:

- a) A resolution to alter the name, the Objectives, the Constitution, or,
- b) Any other resolutions required by Australian Law to be special resolution, shall be made by special resolution

30. Special Resolutions

30.1. As prescribed by Australian Law, a special resolution is one that has been provided to members at least 21 days before the meeting at which the special resolution is to be considered; and specified that the resolution is proposed as a special resolution.

30.2. A decision made by special resolution (other than a decision altering the name or objectives of ADSA) comes into operation at the end of the meeting at which they are passed.

30.3. A change of name or objectives of ADSA must, in addition to the requirements set out above, be approved, after the passing of the resolution, by the Australian Securities and Investments Commission (ASIC).

30.4. A resolution to change the name of ADSA must be:

- a) Made by special resolution.
- b) Lodged with ASIC and comes into effect only when approved by ASIC.

31. Business at General Meetings

31.1. All business shall be special that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, the report of the Directors and auditors, and the appointment and fixing of the remuneration of the auditors.

31.2. It is not necessary for a notice of an Annual General Meeting to state that the business to be transacted at the meeting includes the consideration of accounts and the reports of the Directors and auditors, or the appointment or fixing of the remuneration of the auditors.

32. Notice of General Meetings

Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, twenty-one (21) days notice at the least, specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business shall be given to all such persons as are entitled to receive such notices from ADSA.

33. Quorum at General Meetings

The quorum for a General Meeting of members is twenty six members and the quorum shall be present at all times during the meeting.

34. Chairperson at General Meetings

- 34.1. The Public Officer of ADSA shall preside as Chairperson at every General Meeting of ADSA. If the Public Officer is not present, the members shall elect one of their number to be Chairperson of the meeting.
- 34.2. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

35. Voting at General Meetings

- 35.1. At any General Meeting, each member has one vote.
- 35.2. A resolution put to the vote at a meeting of members shall be decided by a show of hands unless a poll is demanded. Before a vote is taken the Chairperson shall inform the meeting whether any proxy votes have been received and how the proxy votes shall be cast.
- 35.3. On a show of hands, a declaration by the Chairperson is conclusive evidence of the results provided that the declaration reflects the show of hands and the votes of proxies received.

36. Proxies at General Meetings

- 36.1. A member of ADSA who is entitled to attend and cast a vote at a meeting of members may appoint another member as the member's proxy to attend and vote for the member at the meeting.
- 36.2. Where it is decided to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall set out the options.
- 36.3. An instrument appointing a proxy shall be deposited at such a place as specified in the notice, by the start of the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, immediately prior to the time appointed for the taking of the poll.
- 36.4. Unless ADSA has received written notice of the matter before the start or resumption of the meeting at which proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- The appointing member dies; or
 - The member is mentally incapacitated; or
 - The member revokes the proxy's appointment;
 - The member revokes the authority under which the proxy was appointed by a third party.

37. Right to Poll at General Meetings

- 37.1. At an Annual General Meeting, or a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll (before or on the declaration of the show of hands) is demanded by:
- the Chairperson; or
 - by at least three members in person or by proxy;
- 37.2. Unless a poll is so demanded, a declaration by the Chairperson 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 minutes of the proceedings of ADSA shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution. The demand for a poll may be withdrawn.

38. Objections at General Meetings

An objection to the qualification of a member to vote may be raised only at the meeting or adjourned meeting at which that member's vote is given or tendered. Any such objections shall be referred to the Chairperson of the meeting whose decision is final.

39. Adjournment of General Meeting

The Chairperson may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting unless a meeting is adjourned for thirty (30) days or more.

MISCELLANEOUS

40. Inspection of books

The Board of ADSA, by a resolution passed at a meeting of members, may authorise a member to inspect the books of the Alliance.

41. Not-for-profit Company

- 41.1. ADSA is establishing the organisation under Australian Company law as a not-for-profit limited liability company.
- 41.2. The assets and income of ADSA shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of ADSA.

42. Winding up

In the event of ADSA being dissolved, the amount, which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which has rules or by-laws prohibiting the distribution of its assets and income to its members. Dissolution can only follow a Special Resolution to that effect, which shall only be approved subject to support by two-thirds or more of members voting or, by proxy.

43. Liability

The liability of the members is limited. Every member of the Alliance undertakes to contribute to the assets of ADSA, in the event of the same being wound up while he or she is a member, for payment of the debts and liabilities of ADSA (contracted before he or she ceased to be a member) and of the costs, charges and expenses of winding up for the adjustment of the rights of contributors among themselves, such amount as may be required, not exceeding \$20 per member.

44. Amalgamation

Where it furthers the objects of ADSA to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have rules or by-laws prohibiting the distribution of its (their) assets and income to members.

45. Indemnity

Every member of the Board, Board Committees, or any person acting, paid or unpaid, on behalf of ADSA shall be indemnified out of the assets of the Alliance against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Law in which relief is granted to him or her by the court in respect of any negligence, default, breach of duty or breach of trust. The Board shall be indemnified against the costs of any legal action taken against ADSA by such action being proved.

46. Changes to Constitution

This Constitution may only be amended by Special Resolution of members at a General Meeting with twenty-one days notice of motion being given. Amendments to the Constitution shall be approved by two-thirds or more of members present at the meeting or by proxy.