CONSTITUTION
of
THE WALKLEY FOUNDATION LIMITED

CORPORATIONS ACT 2001
A company limited by guarantee

Acknowledgement of Country

The Walkley Foundation acknowledges the Traditional Owners of the lands on which it operates and recognises their continuing connection to land, waters and culture. We pay our respects to Elders past and present, and acknowledge the enduring resilience of Aboriginal and Torres Strait Islander peoples, including their long struggle for justice, self-determination and recognition.

We also acknowledge Aboriginal and Torres Strait Islander peoples as the first storytellers and truth-tellers on this continent, whose cultures, histories and lived experience form part of the foundation of Australia's storytelling traditions, including journalism.

1 Definitions and interpretation

1.1 Definitions

1.1.1 In this constitution, unless the context otherwise requires:

Alliance and **MEAA** mean the Media, Entertainment and Arts Alliance;

Company means The Walkley Foundation Limited;

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

Media Professional means any person who is subject to professional and ethical guidelines and prepares, collects, edits, reports, presents or distributes news, current affairs, opinion or narrative (prose or visual) in any form for communication over any medium;

Gift Fund means a fund established for the purpose of receiving unconditional donations from members of the public (whether described as a “Public Fund” or “Gift Fund”), that in fact does receive such donations;

Register means the register of members kept in accordance with clause 4.6;

Seal means the common seal of the Company, if any;

Secretary means a person appointed to perform the duties of a secretary of the Company; and

Trust Fund means a fund established for the purpose of receiving conditional gifts.

1.1.2 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

1.2 Interpretation

1.2.1 Unless the context otherwise requires a word which denotes:

(a) the singular denotes the plural and vice versa;

(b) any gender denotes the other genders; and

(c) a person includes an individual, a body corporate and a government.

1.2.2 Unless the context otherwise requires, a reference to:

(a) any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation;

(b) any other instrument where amended or replaced means that instrument as amended or replaced; and

(c) a thing or amount is a reference to the whole and each part of it.

1.2.3 A reference in this Constitution to the National Media Section Committee of the Alliance includes any successor body, committee or structure within the Alliance that performs substantially the same representative or governance functions in respect of journalists or the media section.

1.2.4 A reference in this Constitution to the Alliance or MEAA includes any body that is the successor to, or continuation of, the Media, Entertainment and Arts Alliance whether by change of name, amalgamation or otherwise.

1.3 Corporations Act 2001

Except where the contrary intention appears in this constitution, an expression has, in a provision of this constitution which deals with a matter dealt with by a relevant provision of the Corporations Act 2001, the same meaning as in that provision of the Corporations Act 2001.

1.4 Replaceable rules excluded

To the extent permitted by law, the replaceable rules in the Corporations Act 2001 do not apply to the Company.

1.5 Headings

Headings must be ignored in the interpretation of this constitution.

1.6 Business Day

A reference to a business day means a business day as defined in the Corporations Act 2001.

1.7 References to and calculations of time

1.7.1 Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.

1.7.2 A provision of this constitution, except that specifying the time for deposit of proxies with the Company, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

1.8 Power to remove

Subject to the requirements of the Corporations Act 2001, where terms of this Constitution provide a power to a person or body to appoint a person to any office or role under this Constitution, then that power includes the power to remove that person from that office or role.

2 Purpose

2.1 Objects

2.1.1 The principal purpose for which the Company is established is to promote excellence in visual art, literature, film, video, television, photography, documentary and radio.

2.1.2 The further purposes of the Company are:

(a) to administer the Gift Fund;

(b) to maintain the Company's status as a deductible gift recipient;

(c) to build a community of journalists, story-tellers, practitioners of narrative non- fiction and other creative industry workers committed to promoting excellence in these crafts across all platforms and ensuring media space that is free, ethical and of high quality;

(d) to organise, administer, promote and take any other action necessary for the operation of professional development programs for Media and Creative Professionals, including the Walkley Awards;

(e) to produce magazines, websites and/or other publications of interest to Media and Creative Professionals in any available platform;

(f) to implement education and training programs including, without limitation, forums, conventions, lectures and courses in writing, journalism, documentary film, broadcasting, photography and visual art; and

(g) generally to do all other things that may appear to the Company to be incidental or conducive to the attainment of the objects or any of them.

2.2 Powers

The Company can only exercise the powers in section 124(1) of the Corporations Act 2001 to:

(a) carry out the objects in clause 2.1; and

(b) do all things incidental or convenient in relation to the exercise of the power under paragraph (a).

2.3 Income

The income and property of the Company:

(a) may only be applied to the carrying out of the objects of the Company referred to in clause 2.1 and the exercise of the powers referred to in clause 2.2; and

(b) must not be paid directly or indirectly to any member,

provided that nothing in this constitution prevents the payment in good faith by the Company of:

(a) reasonable and proper expenses to any officer of the Company in accordance with clause 10.13;

(b) reasonable and proper remuneration and expenses to any employee of the Company or to any member or other person in return for services or goods provided to the Company in the usual course of business;

(c) interest at market rates on money borrowed from any member; or

(d) market rent for premises let by any member to the Company.

2.4 Gift Fund

2.4.1 The Company must establish and maintain a Gift Fund.

2.4.2 Donations will be deposited into the Public Fund, which must be maintained in accordance with the requirements for endorsement as a deductible gift recipient. These monies will be kept separate from other funds of the Company and will only be used to further the purposes of the Company.

2.4.3 Investment of monies in this fund will be made in accordance with guidelines for gift funds as specified by the Australian Taxation Office.

2.4.4 The Gift Fund may be administered by a committee (**Gift Fund Committee**), whose members will be appointed in accordance with clause 12.12 below.

2.4.5 No monies or assets in the Gift Fund will be distributed to members or office bearers of the Company, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

2.4.6 The Company will notify the Commissioner of Taxation, and any other relevant regulator, of any amendment to this Constitution that affects, or may affect, the Public Fund or the Company's eligibility for endorsement as a deductible gift recipient.

2.4.7 Receipts for gifts to the Public Fund must state:

(a) the name of the Public Fund and that the receipt is for a gift made to the Public Fund;

(b) the Australian Business Number of the Company;

(c) the fact that the receipt is for a gift; and

(d) any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

2.4.8 If the fund, authority or institution is wound up or if the endorsement (if any) of the company as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, must be transferred to a fund, authority or institution with similar charitable purposes to which income tax-deductible gifts can be made.

2.5 Trust Fund

2.5.1 The Company must establish and maintain a Trust Fund for the purpose of receiving designated donations from donors who are not eligible for a tax deduction.

2.5.2 Monies in the Trust Fund must be kept separate from the Gift Fund and the Company's general funds and must be applied consistently with any conditions attached by the donor at the time of the gift.

2.5.3 Where a gift is made subject to conditions, those conditions must be recorded and the funds applied accordingly. The Company must not accept a conditional gift whose conditions are inconsistent with the Company's purposes or obligations under this Constitution.

2.5.4 If the Trust Fund is wound up, any surplus assets must be applied in accordance with the directions of the directors.

3 Liability of members

3.1 Limitation

The liability of the members is limited.

3.2 Contribution

Each member must contribute to the assets of the Company, if it is wound up during the time he or she is a member or within 1 year afterwards, such amount as may be required (not exceeding $100) for:

(a) payment of the debts and liabilities of the Company contracted before the time at which he or she ceases to be a member;

(b) the costs, charges and expenses of winding up the Company; and

(c) the adjustment of the rights of the contributories among themselves.

4 Membership

4.1 Membership

Eligibility for membership of the Company is restricted to:

(a) each person who is from time to time a member of the National Media Section Committee of the Alliance; and

(b) the Chief Executive of the Alliance.

4.2 Continuation of membership

Subject to this clause 4:

(a) if at any time there are no persons who satisfy the eligibility requirements in clause 4.1(a), each person who was a member of the Company immediately before that circumstance arose continues to be a member (each a **Continuing Member**) until such time as one or more persons again satisfy the eligibility requirements in clause 4.1(a); and

(b) upon a person or persons again satisfying the eligibility requirements in clause 4.1(a), each Continuing Member ceases to be eligible for membership of the Company.

4.3 Consent to membership

Membership for persons eligible under clause 4.1 is conditional upon, and takes effect only after, the individual has signed and delivered to the Company a Consent to Membership form in the form set out in Annexure A.

4.4 Admission to membership

If an applicant for membership satisfies the requirements in clauses 4.1 and 4.3, the applicant must be accepted as a member of the Company, at which time the name and details of the applicant must be entered in the Register, in accordance with clause 4.6.

4.5 Entitlements

Each member has the right to:

(a) receive notices of and attend and be heard at any general meeting; and

(b) vote at any general meeting.

4.6 The Register

4.6.1 A register of members of the Company must be kept in accordance with the Corporations Act 2001.

4.6.2 The following must be entered in the Register in respect of each member:

(a) the full name of the member;

(b) the address, telephone and email address of the member;

(c) the date of admission to and cessation of membership; and

(d) such other information as the directors from time to time require.

4.7 Notification by members

Each member must notify the Secretary in writing of any change in the name, address, telephone or email address of the member within 1 month after the change.

5 Cessation of membership

5.1 Resignation

5.1.1 A member may not resign from membership of the Company until he or she has paid all debts owed to the Company.

5.1.2 A member may resign from membership of the Company by giving written notice to the Secretary.

5.1.3 The resignation of a member takes effect 1 month from the date of receipt of the notice of resignation or such later date as is stated in the notice, unless the member ceases to be eligible to be a member due to clause 4.1, in which case the member's resignation takes effect immediately.

5.2 Cessation of membership

A member ceases to be a member:

(a) on failing to satisfy the requirements for membership under this constitution, including by ceasing to hold the offices referred to in clause 4.1; or

(b) on the death of the Member.

6 General meetings

6.1 Convening

6.1.1 Except as permitted by law a general meeting must be held at least once in every calendar year.

6.1.2 A director may convene a general meeting at any time.

6.2 Notice

6.2.1 Subject to clause 6.2.3, a notice of a general meeting must:

(a) be given at least 21 days before the meeting;

(b) specify the place (if any) and/or the technology or other means by which the meeting will be held, the date and the time of meeting; and

(c) except as expressly set out in this constitution, state the general nature of the business to be transacted.

6.2.2 If the Secretary receives a written notice from any director requesting that business be brought before the next general meeting, the Secretary must include that business in the next notice of general meeting.

6.2.3 Notice of a general meeting may be given less than 21 days before the meeting if members with at least 75% of the votes that may be cast at the meeting agree to the shorter notice period. Agreement for this purpose may be given in writing, including by email.

6.3 Cancellation or postponement

6.3.1 The directors may postpone (but not cancel) the holding of any general meeting whenever they think fit (other than a meeting requisitioned by members under the Corporations Act 2001).

6.3.2 Written notice of the cancellation or postponement must be given to all persons entitled to receive notice of the meeting at least 7 days before the date for which the meeting was convened and must specify:

(a) the reason for the postponement; and

(b) a date, time and place for holding the meeting.

6.3.3 There must be at least 21 days between the date on which a notice postponing the meeting is given and the date on which the meeting is to be held.

6.3.4 The only business that may be transacted at a postponed meeting is that specified in the original notice convening the meeting.

6.3.5 The accidental omission to give notice of postponement of any general meeting to, or the non-receipt of a notice by, a person entitled to receive notice does not invalidate a resolution passed at the postponed meeting.

6.4 Representation of member

Any member may be represented at any general meeting by a proxy or otherwise in accordance with this constitution, and if so represented is deemed to be present in person.

7 Proceedings at general meetings

7.1 Quorum

7.1.1 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.

7.1.2 A quorum for a meeting of Members is constituted as follows:

(a) where the number of Members entitled to vote at the meeting is three (3) or fewer, the quorum is all such Members;

(b) where the number of Members entitled to vote at the meeting is more than three (3) but not more than six (6), the quorum is three (3) Members; and

(c) where the number of Members entitled to vote at the meeting is more than six (6), the quorum is 50% of the Members entitled to vote at the meeting, rounded up to the next whole number.

7.1.3 To avoid doubt, proxies may be counted for the purpose of satisfying the requirements of this clause.

7.2 Absence of quorum

If a quorum is not present within 30 minutes after the time appointed for the meeting, where the meeting was convened on the requisition of members, the meeting is dissolved, or in any other case:

(a) the meeting stands adjourned to the day, and at the time and place, which the chairperson determines or, if no determination is made by the chairperson, to the same day in the next week at the same time and place; and

(b) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the members present constitute a quorum.

7.3 Ordinary and special business

7.3.1 The business of an annual general meeting is:

(a) to receive and consider the profit and loss account, the balance sheet, the reports of the directors and the auditors and the directors' statement required by the Corporations Act 2001 to be attached to the accounts of the Company;

(b) where necessary, to appoint auditors; and

(c) to transact any other business which under this constitution or the Corporations Act 2001 ought to be transacted at an annual general meeting.

7.3.2 All other business transacted at an annual general meeting and all business transacted at any other general meeting is special.

7.4 Appointment of chairperson

7.4.1 If the directors have elected one of their number as chairperson of their meetings, in accordance with clause 12.6 who is also a member of the company, that person is entitled to preside as chairperson at every general meeting.

7.4.2 The members present at a general meeting must elect one of their number to be chairperson of the meeting if:

(a) a director has not been elected as chairperson of directors meetings; or

(b) the director who has been elected as chairperson of directors meetings is not a member of the company; or

(c) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act.

7.4.3 A person is only eligible to be elected a chairperson of a general meeting if that person is a member of the company or if the members unanimously agree to a non-member being appointed as chairperson.

7.5 Chairperson's powers

Subject to the terms of this constitution and the Corporations Act 2001, the chairperson's ruling on all matters relating to the order of business, procedure and conduct of the general meeting is final, although a motion of dissent from a ruling of the chairperson may be accepted.

7.6 Adjournment of meetings

7.6.1 The chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and place.

7.6.2 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

7.6.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

7.6.4 Except as provided by clause 7.6.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

8 Voting at general meetings

8.1 Voting rights

Each member present at a general meeting has 1 vote.

8.2 Decisions

8.2.1 A resolution, apart from a special resolution as required under applicable legislation, put to a general meeting of Members is passed if supported by a simple majority of Members entitled to vote on the resolution who are present and voting, including by proxy.

8.2.2 Each matter submitted to a meeting must be decided on a show of hands or a poll demanded in accordance with clause 8.4.

8.3 Chairperson's vote at general meetings

The chairperson of a general meeting is not entitled to a second or casting vote.

8.4 Demand for a poll

8.4.1 A poll may be demanded by any members present.

8.4.2 A poll may be demanded:

(a) before a vote is taken;

(b) before the voting results on a show of hands are declared; or

(c) immediately after the voting results on a show of hands are declared.

8.4.3 The demand for a poll may be withdrawn.

8.4.4 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.

8.4.5 A poll demanded on a matter other than the election of a chairperson or on a question of adjournment must be taken when and in the manner the chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.

8.4.6 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

8.5 Evidence of resolutions

Unless a poll is demanded in accordance with clause 8.4, a declaration by the chairperson that a resolution has on a show of hands been:

(a) carried;

(b) carried unanimously or by a particular majority; or

(c) lost,

and an entry to that effect in the book containing the minutes of the proceedings of the Company, signed by the chairperson of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

8.6 Objections

8.6.1 An objection may be raised to the qualification of a voter only at the meeting at which the vote objected to is given or tendered.

8.6.2 The objection must be referred to the chairperson of the meeting, whose decision is final.

8.6.3 A vote not disallowed following the objection is valid for all purposes.

9 Proxies and written resolutions of members

9.1 Appointment

A member who is entitled to vote at a meeting may appoint proxies in accordance with this Constitution.

9.2 Form of proxy

A member may appoint a proxy by notice in writing (including by electronic means) signed by the member and given to the Company in accordance with this Constitution. The form in Annexure B may be used, or substantially complied with, for that purpose.

9.3 Effect of proxy

9.3.1 An instrument appointing a proxy confers authority to demand or join in demanding a poll.

9.3.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

9.3.3 A proxy may be revoked at any time by notice in writing to the Company.

9.4 Voting by proxy

9.4.1 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

9.4.2 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:

(a) the previous death or unsoundness of mind of the principal; or

(b) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power,

if the Company has not received written notification of the death, unsoundness of mind or revocation at the registered office of the Company before the commencement of the meeting at which the instrument is used or the power is exercised.

9.5 Written resolutions of Members

9.5.1 A resolution of the Members may be passed without a general meeting if at least 75% of all Members entitled to vote on the resolution have signed or indicated their approval of a document setting out the resolution, other than a resolution for the following:

(a) a resolution to remove an auditor or remove a director; or

(b) where applicable legislation or this Constitution requires a meeting to be held.

9.5.2 For the avoidance of doubt, a member who does not signify their approval of the resolution in writing is taken not to have voted in favour of the resolution.

9.5.3 For the purposes of clause 9.5.1, signing and indicating approval or disapproval in writing includes approval or disapproval by email or by any other electronic means capable of being retained and reproduced.

9.5.4 A document referred to in clause 9.5.1 may specify a period within which members must signify their approval or disapproval, and only approvals or disapprovals received within that period are to be counted.

9.6 Effect of written resolutions

For the avoidance of doubt, a reference in this Constitution to a resolution of the Members in general meeting includes a resolution passed in accordance with clause 9.5.

10 Directors

10.1 Number of directors

Subject to the Corporations Act 2001, until otherwise determined by the members in general meeting, the number of directors must not be less than 3 nor more than 9.

10.2 Eligibility to be appointed as director

Eligibility to be appointed as a director of the Company is limited to:

(a) the President of the Media Section of the Media, Entertainment and Arts Alliance (**MEAA**);

(b) two Vice Presidents of MEAA's Media Section;

(c) the Chief Executive of MEAA, or a member of MEAA nominated by the Chief Executive;

(d) one member of the National Media Section Committee of the Media, Entertainment and Arts Alliance (**MEAA Committee**), to be nominated by the MEAA Committee; and

(e) the Chair of the Walkley Advisory Board.

10.3 *Ex-officio* appointment of directors

10.3.1 A person eligible under clause 10.2 is appointed ex-officio as a director of the Company, provided that the eligible person:

(a) has provided their information required for registration under the Corporations Act 2001 and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

(b) is not disqualified under the Corporations Act 2001 or any other law from being a director or managing a corporation; and

(c) has given a signed written consent to act as a director to the Company.

10.3.2 Each director appointed pursuant to clause 10.3.1 has all of the powers of a director appointed by resolution of the members in general meeting under the Corporations Act 2001.

10.4 Election of directors

10.4.1 In addition to the directors appointed under clause 10.3, up to three further directors may be elected by a special resolution of the members in general meeting.

10.4.2 A person is eligible to be elected as a director at a general meeting, provided that:

(a) the person:

(i) has provided their information required for registration under the Corporations Act 2001 and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

(ii) is not disqualified under the Corporations Act 2001 or any other law from being a director or managing a corporation; and

(iii) has given a signed written consent to act as a director to the Company;

(b) the person gives written notice to the Company that the person is a candidate for election to the office of director at the meeting at least 7 days before the relevant meeting; and

(c) the notice referred to in paragraph (b) is signed by two members in support of the nomination.

10.5 Substitution of MEAA Committee-nominated directors

10.5.1 Where the MEAA Committee notifies the Company in accordance with clause 10.5.3 that a nominated person is to be appointed as a director in place of an eligible person referred to in clauses 10.2(a) to (d) above, that person is required to be appointed in the place of the relevant eligible person as a director of the Company in accordance with clause 10.3 above, on the Company's receipt of that notice.

10.5.2 A director's appointment under this clause 10.5 ends immediately if:

(a) that director becomes disqualified under the Corporations Act 2001 or any other law from being a director or managing a corporation;

(b) the MEAA Committee notifies the Company in writing that the nominee is to be removed as a director; or

(c) the nominee resigns as a director.

at which time the director replaced under this clause 10.5 must be reappointed as a director by the Company.

10.5.3 A nomination under this clause 10.5 takes effect upon the Company receiving written notice signed by the Chief Executive of MEAA or by the President of the Media Section of MEAA which:

(a) provides the nominated person's details as required for registration under the Corporations Act 2001 and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

(b) confirms that the nominated person:

(i) was selected in accordance with the rules and procedures of the MEAA Committee;

(ii) is a current member of the National Media Section Committee under the rules of the Alliance;

(iii) was selected in conformity with any applicable by-law made under the rules of the Alliance concerning the manner of such nomination; and

(iv) is not disqualified under the Corporations Act 2001 or any other law from being a director or managing a corporation; and

(c) is accompanied by a consent to act as a director, signed by the nominee.

10.6 Transitional composition

10.6.1 The directors comprise those persons in office as at the conclusion of the annual general meeting at which this constitution is adopted and such other persons appointed or elected in accordance with this clause 10.

10.7 Term of office

10.7.1 A director appointed by resolution of the members under clause 10.4 holds office for a term of two years, or such other period as the members approve, and may be reappointed.

10.7.2 If the term of a director appointed under clause 10.4 expires and no successor has been appointed, the remaining directors may resolve that the director continue to hold office until the earlier of:

(a) the appointment of a successor; or

(b) six months after the end of the term.

10.8 Insufficient directors

10.8.1 If, because of a vacancy or vacancies, the number of directors is insufficient to constitute a quorum at a meeting of directors, the remaining directors:

(a) must convene a general meeting of members for the purpose of appointing or electing additional directors under this clause 10; and

(b) may appoint additional directors to constitute a quorum, provided those appointees are members of the MEAA Committee.

The term of office of a director appointed under clause (b) expires at the opening of the next general meeting of members following the appointment.

10.9 Removal by members

The members may by ordinary resolution passed at a general meeting remove any director from office, notwithstanding anything in this Constitution or in the terms of the director's appointment.

10.10 Resignation

10.10.1 Any director may retire from office on giving notice in writing to the Company of his or her intention to do so.

10.10.2 The resignation of a director takes effect from the date of receipt of the notice of resignation or such later date as is stated in the notice.

10.11 Vacation of office

In addition to the circumstances in which the office of a director becomes vacant by virtue of the Corporations Act 2001 or another provision of this constitution, the office of director becomes vacant if the director:

(a) becomes an insolvent under administration;

(b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(c) is absent without the consent of the directors from the meetings of the directors held during a continuous period of 6 months and the directors resolve that the office of that director be vacated;

(d) becomes prohibited from being a director by reason of an order made under the Corporations Act 2001; or

(e) has ceased to be a member under clause 5.2.

10.12 Directors' fees

The directors will not be paid fees for their services.

10.13 Payment for expenses

The directors may, on resolution of the Company in general meeting, be paid all travelling, accommodation and other expenses reasonably and properly incurred by them:

(a) in attending and returning from meetings of the directors or any committee of the directors or any general meetings; or

(b) otherwise in the execution of their duties as directors.

11 Powers and duties of directors

11.1 General management

11.1.1 The business of the Company is to be managed by the directors who may exercise all those powers of the Company as are not, by the Corporations Act 2001 or by this constitution, required to be exercised by the Company in general meeting.

11.1.2 Without limiting the powers of management conferred on the directors by any other provision of this constitution, the directors may exercise all the powers of the Company to:

(a) borrow money;

(b) mortgage or charge any property or business of the Company or all or any of its uncalled capital;

(c) issue debentures; and

(d) give any other security for any debt, liability or obligation of the Company or of any other person.

11.1.3 No decision made or resolution passed by the Company in general meeting invalidates any prior act of the directors which would have been valid if that decision or resolution had not been made or passed.

11.2 Negotiable instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company may be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 directors or in such other manner as the directors determine from time to time.

11.3 Appointment of attorney

11.3.1 The directors may appoint any person to be an attorney of the Company:

(a) for the purposes;

(b) with the powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the directors);

(c) for the period; and

(d) subject to the conditions,

they think fit.

11.3.2 Any power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

12 Proceedings of directors

12.1 Meetings of directors

12.1.1 The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.

12.1.2 The directors are to be treated as present together when in communication by telephone or other means of audio or audio-visual communication if each of the directors participating in the communication is able to hear or communicate with each of the other participating directors.

12.2 Convening of meeting

Any director may at any time, and a Secretary must on the requisition of any director, convene a meeting of the directors.

12.3 Notice of meeting

12.3.1 Notice of every directors' meeting must be given to each director.

12.3.2 Subject to clause 12.3.3, any notice of a meeting of directors may be given in writing, including by email or any other means of written communication, and must be given at least 5 days prior to the meeting.

12.3.3 The required period of notice for a particular meeting may be disregarded, if and only if all directors waive their right to notice in writing.

12.4 Quorum

12.4.1 No business may be transacted at any meeting of the directors unless a quorum of directors is present at the time when the meeting proceeds to business.

12.4.2 Unless otherwise determined by the Company in general meeting, at a meeting of directors a quorum is present if there are present at the meeting 6 directors.

12.5 Absence of quorum

If a quorum is not present within 30 minutes after the time appointed for the meeting:

(a) the meeting stands adjourned to the day, and at the time and place, which the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and

(b) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the directors present may act for the purposes of convening a general meeting.

12.6 Appointment of chairperson of directors

12.6.1 The directors may elect a chairperson of their meetings and determine the period for which the person elected is to hold office.

12.6.2 If a chairperson has not been elected, or if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the directors present may choose one of their number to be chairperson of the meeting.

12.7 Chairperson's vote at directors meetings

A chairperson is not entitled to a second or casting vote.

12.8 Voting rights

Subject to this constitution, at each directors' meeting each director present has 1 vote.

12.9 Decisions

A resolution of the directors is passed if it is approved by a majority of the directors present and entitled to vote on the resolution, unless otherwise required under applicable legislation or this Constitution, provided that no resolution is passed unless at least three directors vote in favour of it.

12.10 Teleconference

12.10.1 For the purpose of this constitution the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means of communication, or any combination of those means (Teleconference) of a number of the directors (being not less than a quorum) constitutes a meeting of the directors.

12.10.2 The provisions of this constitution relating to a meeting of the directors apply to a Teleconference insofar as they are not inconsistent with the provisions of this clause 12.10.

12.10.3 The following provisions apply to a Teleconference:

(a) each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part at the commencement of the meeting and each director so taking part is deemed for the purposes of this constitution to be present at the meeting; and

(b) at the commencement of the meeting each director must announce his presence to all other directors taking part in the meeting.

12.10.4 If the Secretary is not present at a Teleconference one of the directors present must take minutes of the meeting.

12.10.5 A minute of the proceedings of a Teleconference is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairperson of the meeting.

12.11 Directors' resolutions without meetings

12.11.1 Unless otherwise required under applicable legislation or this Constitution, the directors may pass a resolution without a directors' meeting if all of the directors entitled to vote on the resolution sign or signify their approval in writing of a document setting out the resolution, provided that no director entitled to vote on the resolution requests that the matter be considered at a directors' meeting.

12.11.2 For the purposes of clause 12.11.1, signing and signifying approval in writing includes approval by email or by any other electronic means capable of being retained and reproduced.

12.11.3 A resolution passed in accordance with this clause is taken to have been passed on the date on which the last required approval is received.

12.12 Committees

12.12.1 The directors may:

(a) delegate any of their powers to committees consisting of such directors or other persons as they think fit and may revoke the delegation; and

(b) appoint advisory committees.

12.12.2 Any committee formed under clause 12.12.1 must conform to any regulations that may from time to time be imposed on it by the directors, insofar as the regulations do not conflict with the Company's eligibility (at the time or in the future), or obligations, as a Deductible Gift Recipient.

12.12.3 Unless otherwise determined by the directors, the meetings and proceedings of a committee are governed by the provisions in this constitution regulating the meetings and proceedings of the directors.

12.12.4 The directors may at any time by resolution revoke any delegation of power or disband any committee established under this clause 12.12.

12.12.5 The directors will appoint the members of the Walkley Advisory Board, which will comprise a minimum of 10 and a maximum of 16 people inclusive of the chair of the Walkley Advisory Board.

12.12.6 The chair of the Walkley Advisory Board will be appointed by resolution of the Members for a term of up to two years and may be reappointed.

12.12.7 The directors will appoint the members of any Gift Fund Committee, which will comprise a minimum of 3 and a maximum of 6 people.

12.12.8 The chair of any Gift Fund Committee will be appointed by the directors of the Company, and must be a financial member of the Alliance.

12.13 Validation of acts

All acts done:

(a) at any meeting of directors or a committee of directors; or

(b) by any person acting as a director,

are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was entitled to vote.

13 Directors' interests

13.1 Prohibition

13.1.1 Except to the extent permitted by the Corporations Act 2001 and subject to clause 13.1.2, a director who has a material personal interest in a matter that is being considered at a meeting of directors must not:

(a) be counted in a quorum;

(b) vote on the matter; or

(c) be present while the matter is being considered at the meeting.

13.1.2 If a director who has a material personal interest in a matter that is being considered at a meeting of the directors is not prohibited by the Corporations Act 2001 from being present at the meeting and voting, the director may be present, be counted in the quorum and may be heard but may not vote on the matter.

13.2 Existence of interest

13.2.1 Subject to clause 2.4.5, a director may enter into a contract or arrangement with the Company, hold another office within the Company, or retain profits from such an arrangement, provided that:

(a) the arrangement is permitted by the Corporations Act 2001;

(b) any payment or benefit to the director is fair and reasonable to the Company; and

(c) the arrangement is approved by the directors who do not have a material personal interest in the matter.

13.2.2 The director is not, because of entering into any relationship or transaction referred to in clause 13.2.1:

(a) disqualified from the office of director; or

(b) liable to account to the Company for any profit arising from the relationship or transaction by reason of being a director of the Company or of the fiduciary relationship between the director and the Company.

13.2.3 For the purpose of clause 13.2.1, Company includes any subsidiary of the Company and any other company in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.

13.3 Disclosure and Register of Interests

13.3.1 Save as otherwise permitted under the Corporations Act 2001, a director who has a material personal interest in a matter concerning the Company must disclose the nature and extent of that interest to the other directors as soon as they become aware of it.

13.3.2 The Company must maintain a register of interests. Any material personal interest disclosed by a director, and how it relates to the Company's affairs, must be recorded in that register.

14 By-laws

14.1 Power

The directors may from time to time make such by-laws as they consider necessary to provide for:

(a) the proper control, administration of the Company's affairs, operations, finances, interests, effects and property; and

(b) such other matters as they consider relevant.

14.2 Applicability of By-laws

A by-law:

(a) is subject to this constitution;

(b) must not be inconsistent with this constitution; and

(c) is binding on all members and directors and has the same effect as this constitution.

14.3 Amending and repealing by-laws

14.3.1 The directors may, subject to the requirements of any person or authority having jurisdiction in respect of a matter dealt with in the by-laws, amend and repeal by-laws from time to time.

14.3.2 Notwithstanding clause 14.3.1, the Company in general meeting may, subject to the requirements of any person or authority having jurisdiction in respect of a matter dealt with in the by-laws, amend or repeal any by-law made by the directors.

15 Minutes

The directors must carry out the obligations imposed on the Company by the Corporations Act 2001 to cause minutes of meetings to be kept.

16 Secretary

16.1.1 The directors must appoint at least one company Secretary and may appoint additional company secretaries, on such terms including as to remuneration as they determine.

16.1.2 The directors may authorise any person to perform specified functions of the Secretary on behalf of the Company. A reference in this Constitution to the Secretary includes a reference to a person so authorised to perform the relevant function.

17 Seal

17.1 Effect

This clause 17 has effect only if the Company has a Seal.

17.2 Safe custody

The directors must provide for the safe custody of the Seal.

17.3 Affixing

17.3.1 The Seal may not be affixed to any instrument except by the authority of a resolution of the directors or of a committee of the directors authorised by the directors.

17.3.2 Every instrument to which the Seal is affixed must be signed by at least 1 director and countersigned by another director, a Secretary or another person appointed by the directors to countersign that document or a class of documents in which that document is included.

17.3.3 A director may sign or countersign as director any instrument to which the Seal is affixed although the instrument relates to a contract, arrangement, dealing or other transaction in which he is interested and his signature is effective with respect to compliance with the requirements of this constitution as to the affixing of the Seal despite his interest.

17.4 Signatures by mechanical means

The directors may determine generally or in a particular case that the signature of a director, Secretary or other person appointed by the directors for the purpose of signing documents to which the Seal is affixed may be written by a specified mechanical means on documents which bear evidence of examination by the auditor.

18 Accounts, audit and records

18.1 Accounts

18.1.1 The directors must cause proper accounting and other records to be kept in accordance with the Corporations Act 2001.

18.1.2 The directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached to them) as required by the Corporations Act 2001.

18.2 18.2 Audit

18.2.1 The members may appoint an auditor by passing a resolution at a general meeting.

18.2.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act 2001.

18.3 Inspection

18.3.1 All directors are entitled to inspect the accounting records and other documents and correspondence of the Company.

18.3.2 The Company must take all reasonable steps to provide transparency to the public and its members and be accountable for its decisions. This includes making its audited annual financial reports and any other annual reporting documents required by the Australian Charities and Not-for-profits Commission available to the public, for example by way of publication on the Company's website.

19 Notices

19.1 Means of giving notices

A notice may be given to the addressee by:

(a) delivering it in writing to the street address of the addressee;

(b) sending it by prepaid ordinary post to the street address of the addressee; or

(c) sending it to an email address nominated by the addressee, specified in the Register (as applicable) or by such other method of communication determined by the directors from time to time.

19.2 Time notices are given

A notice is to be regarded as given:

(a) if delivered, at the time of delivery;

(b) if sent by post, on the 3rd business day after posting; or

(c) if sent by email, at the time it is sent, unless the sender receives an automated message that the email has not been delivered.

19.3 Notice of general meeting

19.3.1 Notice of every general meeting must be given in the manner authorised by this constitution to:

(a) every member;

(b) every director; and

(c) the auditor for the time being of the Company (if applicable).

19.3.2 No other person is entitled to receive notice of general meetings.

20 Indemnity

20.1 Right to indemnity

Subject to this clause 20, to the extent permitted by law the Company indemnifies each officer (as defined for the purposes of section 199A of the Corporations Act 2001) against any liability to another person incurred by the officer as an officer of the Company.

20.2 Restrictions

The indemnity referred to in clause 20.1 does not indemnify an officer against a liability:

(a) owed to the Company or a related body corporate as defined in section 50 of the Corporations Act 2001 (Related Body Corporate);

(b) for a pecuniary penalty order under section 1317G of the Corporations Act 2001 or a compensation order under section 1317H of the Corporations Act 2001; or

(c) that is owed to someone other than the Company or a Related Body Corporate and did not arise out of conduct in good faith.

20.3 Legal costs

20.3.1 The indemnity referred to in clause 20.1 does not indemnify an officer against legal costs incurred in defending an action for a liability incurred as an officer of the Company if the costs are incurred:

(a) in defending or resisting proceedings in which the officer is found to have a liability for which the officer could not be indemnified under clause 20.2;

(b) in defending or resisting criminal proceedings in which the officer is found guilty;

(c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or

(d) in connection with proceedings for relief to the officer under the Corporations Act 2001 in which the court denies the relief.

20.3.2 For the purposes of this clause 20.3, the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

20.4 Insurance premiums

The Company may, in accordance with the Corporations Act 2001, pay the premiums on contracts insuring a person who is or has been an officer of the Company.

21 Amalgamation

Where it furthers the objects of the Company to amalgamate with any one or more other organisations having similar objects, the other organisation or organisations must have rules prohibiting the distribution of its or their assets and income to members and must be exempt from income tax.

22 Amending this Constitution

22.1 Amendments require special resolution

The members may amend this Constitution by special resolution.

22.2 Charity status

A special resolution to amend this Constitution will not take effect if the amendment would cause the Company to cease to be a charity within the meaning of the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

22.3 Notification of ACNC

The Company must notify the Australian Charities and Not-for-profits Commission of any amendment to this Constitution.

22.4 Effective date

An amendment to this Constitution takes effect on the date of the special resolution, or on a later date specified in the resolution.

23 Transitional provisions

23.1 Effective date of amendments

The amendments to this Constitution adopted by special resolution at the general meeting held on 16 October 2026 take effect on 16 October 2026.

23.2 Continuity of appointment

From the commencement of the amendments referred to in clause 23.1, each person who, immediately before that commencement, held office as a director of the Company is taken to have been appointed as a director under this Constitution as amended.

ANNEXURE A

CONSENT TO MEMBERSHIP

To:
The Secretary
The Walkley Foundation Limited

I, [Full Name], hereby consent to become a Member of The Walkley Foundation Limited and agree to be bound by its Constitution.

I confirm that I am eligible for membership as (tick one):

☐ a member of the National Media Section Committee of the Media, Entertainment and Arts Alliance (MEAA); or

☐ the Chief Executive of the Media, Entertainment and Arts Alliance (MEAA).

Acknowledgement of Liability
I acknowledge that, as a Member, I have a legal liability to contribute to the assets of the Company if it is wound up, in an amount not exceeding **$100**, as specified in clause 3.2 of the Constitution.

Contact details for the Register of Members

Address: _____

Email: _____

This consent may be executed electronically.

Dated: _____

Signature: _____

ANNEXURE B

PROXY APPOINTMENT FORM (OPTIONAL)

The Walkley Foundation Limited (ABN 99 164 809 349)

Appointment of proxy:

I, **[full name of Member]**, being a Member of The Walkley Foundation Limited, appoint:

Name of proxy: _____

Email (optional): _____

as my proxy to attend, speak and vote on my behalf at the general meeting of the Company to be held on:

Date of meeting: _____

and at any adjournment or postponement of that meeting.

Voting instructions (tick one option only)

☐ **Discretionary proxy**
My proxy may vote on all resolutions as they see fit.

☐ **Directed proxy**
My proxy must vote as follows on the resolution(s) listed below:

Resolution	For	Against	Abstain
Resolution 1	☐	☐	☐
Resolution 2	☐	☐	☐
Resolution 3	☐	☐	☐

(Attach additional pages if required.)

If no direction is given in respect of a resolution, the proxy may vote on that resolution as they see fit.

Execution
This proxy appointment may be completed and signed **electronically or in hard copy**.

Signature of Member: _____
Name (printed): _____
Date: _____

Delivery
This proxy appointment must be given to the Company in accordance with the Constitution.
It may be delivered **by email or other electronic means capable of being retained and reproduced**.