



# THE INDEPENDENT ARTS FOUNDATION (SA) INC.

CONSTITUTION OF THE INDEPENDENT ARTS FOUNDATION (S.A) INCORPORATED  
ABN 34 502 364 947  
(Amended version September 2013)

## NAME

1. The name of the association shall be The Independent Arts Foundation or IAF. This name shall include all changes made in furtherance of any legal or financial requirements to the name The Independent Arts Foundation in its public usage.

## DEFINITIONS

2. In these regulations:

“The Foundation” or “Foundation” or IAF means Independent Arts Foundation.

“The Board” or “board” means the members for the time being of the IAF Board as herein constituted.

“Branch” means a group of members of the Foundation identified by the Board as a Branch.

“Committee” means a committee created by the Board.

“Executive Committee” means the Chair, Deputy Chair, Secretary and Treasurer of the Foundation.

“General Meeting” means a meeting open to all members.

“Member” means a person or organisation admitted to membership or accepted as a member of the Foundation under Regulation 4.

“Register of Policy” means a record of all policy matters adopted by the Foundation.

“Secretary” means the person appointed to perform the duties of a secretary of the Foundation and includes an honorary secretary.

“Standing Orders” mean the orders adopted by the Board from time to time and attached to the main body of the constitution.

“The Act” means the Associations Incorporation Act 1985, administered by the Office of Consumer and Business Affairs (OCBA) in South Australia.

“the seal” means the Common Seal of the Foundation.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; words or expressions in

these regulations shall be interpreted in accordance with the provisions of The Act as in force at the date at which these regulations become binding on the company.

## OBJECTIVES OF THE FOUNDATION

3. The objectives of the IAF shall be:

- (a) To support the work of the arts community in South Australia, particularly young emerging artists, and to encourage the involvement of the community at large for this work.
- (b) To assist in promotional activities by:
  - (i) Raising funds in general
  - (ii) Raising funds for specific purposes
  - (iii) Providing financial sponsorship for agreed activities
  - (iv) Providing organisational assistance
  - (v) Entering into cooperative ventures
  - (vi) Rendering such assistance as the Executive Committee shall decide to be appropriate
- (c) To raise funds for the administration of the IAF in the furtherance of these objectives.
- (d) To enter into association with any person or association in the furtherance of these objectives.
- (e) To enter into joint ventures with any person or association in the furtherance of these objectives.
- (f) To commit financial support to sponsor any arts related activity.
- (g) To generate sponsorship for the IAF and its activities.
- (h) To oversee the work of any related body including its finances.
- (i) To provide hospitality for arts events.
- (j) To organise occasions for members of the IAF to come together to share artistic presentations, discussions and events.
- (k) To obtain benefits for the members of the IAF especially those that are financial concessions for members attending activities encompassed by these objectives.
- (l) To acquire, hold, or dispose of any property whether real or personal for any designated purpose within these objectives or for any purpose of the IAF that is permitted by those statutes that pertain to an incorporated association.
- (m) To do all other things in the furtherance of these objectives as shall be agreed to as policy of the IAF.
- (n) A public fund raising account known as the Independent Arts Foundation (SA) Incorporated Special Fund Raising Account is created specifically to fund individual emerging artists and performers.
- (o) The conditions of sub clause (n) are outlined in detail in a set of IAF Rules known as the Independent Arts Foundation (SA) Inc Gift Fund Rules which ensures that all money or donations made to the Independent Arts Foundation (SA) Incorporated Special Fund Raising Account are used exclusively to award grants, gifts, scholarships and prizes to individuals only as opposed to assisting other organisations. These Gift Fund Rules may not be altered in any way by deletion, addition or amendment without the written approval of the Department responsible for the administration of the Register of Cultural Organisations.
- (p) The public fund (Independent Arts Foundation (SA) Incorporated Special Fund Raising Account) will be administered by a committee whom because of their tenure of some public office or their professional standing, have an underlying community responsibility as distinct from obligations solely in regard to the cultural objectives of the Foundation.

## MEMBERSHIP

4. The members of the Foundation shall be those persons who are members at the date at which these regulations become binding on the Foundation and those persons subsequently admitted as members by the Board and shall be entitled to such grade of membership as the Board may determine in accordance with these regulations.

5. The members as at the date these regulations become binding as aforesaid and such other persons subsequently admitted or readmitted to membership of the Foundation shall be entered in the register and shall be members of the Foundation unless and until such membership is terminated or forfeited by virtue of the provisions of these regulations.

6. The Foundation has the following types and grades of membership:

Members

Corporate bodies

Unincorporated institutions

Students

Honorary members

Life members

7. The qualifications necessary for the admission of members and each grade of membership are as follows:

(a) In the case of a "Member" the person must subscribe to the objectives of the Foundation as set out in this Constitution.

(b) In the case of a "Corporate Body" the organisation must be interested in the arts and the work of the Foundation and must subscribe to the objectives of the Foundation.

(c) In the case of an "Unincorporated Institution" the organisation must be interested in the arts and the work of the Foundation and must subscribe to the objectives of the Foundation.

(d) In the case of "Student" member the person must be a full time student, subscribe to the objectives of the Foundation as set out in this Constitution, and be under the age of 24 years.

(e) In the case of "Honorary" member the person must, in the opinion of the Board, have served the 'arts' with distinction by making a recognised contribution over time to the arts and who has been actively involved in enhancing public knowledge of the role of the arts in South Australian society.

(f) In the case of a "Life Member" the person must be a person who immediately prior to being awarded the status of "Life Member" has held the grade of Member for at least the last five preceding years and who, in the opinion of the Board, has made a recognised contribution over time to or undertaken outstanding work for the Foundation.

8. The Board reserves the right to review a member's status as "Honorary Member" or "Life Member" and to revoke such status at any time, in its absolute discretion.

9. The rights, privileges and obligations of members as contained in the Constitution shall be common to all members of the Foundation except that Honorary Members may not vote in any election or at any meeting of the Foundation and may not hold any office in the Foundation.

10. Any corporate member or other institutional member may from time to time by notice in writing to the Foundation signed by the secretary or other proper officer of the member appoint a natural person as its nominee and may from time to time by notice in writing revoke any such appointment. Such nominee during the tenure of the appointment has all the rights, privileges and duties as provided in these regulations as an ordinary member of the Foundation including the right to cast a vote as a member at general and other meetings of the Foundation.

11. The Board shall have the sole right to admit members and application for membership shall be made in the manner prescribed by the Board and no reason need be given for the rejection of any application.

## SUBSCRIPTIONS AND MEMBERSHIP FEES

12. Rates and terms of subscription for each category of membership other than honorary and life members shall be determined from time to time by the Board and agreed to by a majority of members at a General Meeting.

13. The Board shall fix the time at which a subscription is payable and the period in respect of which it is payable.

14. Subscriptions shall be payable in advance.

15. The Board may where a person, corporation or other institution becomes a member, during any period in respect of which the subscription is payable, waive a proportion of the amount of the subscription for that period.

## RESIGNATION AND CANCELLATION OF MEMBERSHIP

17. A member or corporation or other institution may tender his or her or its resignation to the Board in writing at any time.

18. Any member, corporation or institution whose subscription remains unpaid for three calendar months after the due date may be declared by the Board to be no longer a member of the Foundation.

19. The Board may by resolution suspend the membership of any member for such period as the Board thinks fit or expel any member on account of conduct which in the opinion of the Board is detrimental to the interests of the Foundation. No such resolution for suspension or expulsion shall be passed unless the Board has given the member an opportunity to be heard.

20. Any person, corporation or institution ceasing to be a member shall have no right or claim upon the Foundation, its property or funds.

21. The Board may reinstate to membership any person, corporation or institution whose membership has been suspended or who has ceased to be a member as from such day and upon such terms or conditions as the Board thinks fit.

## REGISTER OF MEMBERS

22. A register of members (being all the members of the Foundation) shall be kept in accordance with the Act by The Board.

23. The register of members shall set out the grade of each member and shall contain such further particulars as may from time to time be prescribed by the Board.

24. Every member shall furnish the Board with all the information necessary or required to enable the Board to complete a register of members in accordance with these regulations.

25. No name shall be entered in the register save on the authority of the Board nor shall any name be removed from the register nor the grade of membership shown therein be changed save on the authority of the Board or upon receipt by the Board of a written resignation from a member.

## ESTABLISHMENT OF BRANCHES

26. The Board may from time to time designate any group of members to be a Branch of the Foundation and the Committee of any such Branch shall exercise the powers authorities and discretions imposed on it by these regulations and any policies made from time to time by the Board.

27. A member of a Branch will be considered to be a full member of IAF, entitled to receive all benefits enjoyed by IAF members, and respecting all IAF regulations. A member may not be a member of more than one Branch but may transfer from one Branch to another provided that the member fulfils the requirements prescribed by the Board in the by-laws for membership of the Branch to which that member wishes to transfer.

## THE BOARD

### Powers and duties of the Board

28. The affairs of the Foundation shall be managed and controlled exclusively by the Board which, in addition to any powers and authorities conferred by these regulations, may exercise all such powers and do all such things as are within the objectives of the Foundation, and are not by the Act or these regulations required to be done by the Foundation in General Meeting.

29. The Board shall have the power to adopt its own Standing Orders and to appoint such officers as it deems necessary or desirable to carry out the objectives of the Foundation, including a Public Officer required by the Act, and may delegate any of its powers to such officers and employees.

30. The Board may appoint a person being a member of the Foundation to fill a casual vacancy, and such person shall hold office until the next Annual General Meeting of the Foundation and shall be eligible for election at that meeting.

31. The Board may in its absolute discretion co-opt any person (who need not be a member of the Foundation) to serve on the Board for such purpose as the Board deems appropriate.

32. The Board shall have the power to appoint committees from time to time, fill any vacancies therein and appoint members of the Foundation (other than members of the Board) to assist the committees.

33. All members of the Board are jointly and severally required to ensure that the Foundation is at all times in compliance with any legal requirements that pertain to it.

34. The Board shall meet monthly and shall act by a majority vote of its members present and voting.

35. Subject to these regulations the Board may regulate its business in any manner it sees fit.

36. The Board may delegate any of its powers to any member of the Board or to a committee.

37. The Board shall, in a Register of Policies, keep a record of all policy matters adopted in General meeting or by the Board exercising its powers delegated from the membership.

38. Members of the Board shall adhere to all the policies of IAF unless the member concerned is on record as having a moral, religious, or other conscience objection or a concern as the legality, social responsibility or political consequence of that policy.

39. All members of the Board are required to report at least once per year on their work for the Foundation, except for Chairs of committees who are required to report at each Board meeting. All members are required to seek the permission of the Executive Committee to miss more than three consecutive meetings of the Board.

#### Appointment of the Board

40. The Board shall consist of members ascertained or elected as follows:

Five Office Bearers being Chair, Deputy Chair, Secretary, Treasurer, and Membership Secretary shall be members of the Board, elected from amongst the members entitled to stand for election by the members entitled to vote in such election.

The Chair of each committee, including Branch committee, appointed by the Board shall be ex-officio a member of the Board

Any other members of the Board shall be elected from amongst the members entitled to stand for election by the members entitled to vote in such election.

41. The number of members of the Board shall be as from time to time prescribed by the Board provided that the number of members of the Board to be elected under paragraph (c) of regulation 40 shall not exceed the combined total of the Office Bearers and ex-officio members of the Board to be ascertained under paragraphs (a) and (b) of regulation 40 and shall not be less than two.

42. The ex-officio members of the Board shall have full voting rights and the rights to hold any office either referred to above or required by statute.

43. All positions shall be for one year only but there shall be an automatic right to nominate for a position until the person concerned has held that post for five years consecutively, or in the case of the Chair, three years.

44. The Board may by ordinary resolution remove any office bearer of the Foundation or any other member of the Board before the expiry of that person's period of office, and may by an ordinary resolution appoint another person in that person's

stead; the person so appointed shall hold office only until the following annual general meeting.

45. The election of the members of the Board under paragraph (a) and (c) of regulation 40 shall take place in the following manner:

Subject to regulation 75, any two members of the Foundation shall be at liberty to nominate any other eligible member to serve as a member of the Board.

Not less than six weeks preceding an annual general meeting, the Secretary shall prepare a roll of members who are eligible for nomination and entitled to vote.

The Secretary will invite nominations for the number of vacancies to be filled by advice to all members on the roll; this advice is to be sent not less than four weeks preceding an annual general meeting.

Nominations, which shall be in writing and signed by the member and his or her proposer and seconder, shall be lodged with the Secretary not less than two weeks preceding an annual general meeting.

46. If only the required number of people are nominated (or being retiring Board members, stand for re-election) to fill existing vacancies, the Chair shall declare such persons duly elected as members of the Board. Where the number of nominations for membership (or retiring members standing for re-election) exceeds the number fixed by these regulations, there shall be a secret ballot conducted at the meeting in such a manner as the Chair of the meeting determines.

47. In the event of equality of voting, the Chair of the meeting shall have a casting vote.

48. If there are not sufficient nominees to fill all vacancies, the positions will remain vacant for the time being and will be filled by the Board appointing members to the vacant positions within one month of the annual general meeting.

49. The elected candidates shall take office from the close of the annual general meeting.

#### Proceedings of the Board and Committees

50. Subject to these regulations questions arising at any meeting of the Board shall be decided by a majority of votes of those present at the meeting and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.

51. A member of the Board shall not vote in respect of any contract or proposed contract with the Foundation in which the member is interested, or any matter arising therefrom, and if the member does so vote the member's vote shall not be counted.

52. The quorum necessary for the transaction of the business of the Board shall be four.

53. The validity of the acts of the board shall not be affected by any vacancy among its members or by any defects in the appointment of any member.

54. The Board Chair shall preside as Chair at every meeting of the Board or, if there is no Chair, or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting a Deputy-Chair shall be Chair or if a Deputy-Chair is not present at the meeting then the members may choose one of their number to be Chair of the meeting.

55. A committee may elect a Chair of its meetings. If no such Chair is elected, or if at any meeting the Chair is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chair of the meeting.

56. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a casting vote.

57. Where committees have been appointed by the Board to perform specific functions and there is included in the budget approved by the Board funding for the purposes for which the committee has been established, the Chair of the committee in conjunction with the Treasurer shall have power to approve expenditure for the purposes of the committee to the extent appropriated in the budget. The exercise of this power is to be reported to the next meeting of the Board.

58. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

59. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, or a resolution and vote provided by members of the Board by electronic means, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board, or several electronic documents in like form each provided by one or more members of the Board.

60. Proper minutes of all proceedings of meetings of the Foundation and the Board shall be taken by the Secretary (or nominee) and signed by the Chair of the next meeting if and as approved by that meeting.

#### SECRETARY/TREASURER

61. The Secretary shall carry out all duties and instructions which the Chair or the Board shall direct and shall generally perform and carry out all the duties pertaining to that office for the benefit of the Foundation and the well-being of its members.

62. The Secretary shall be the Public Officer, appointed in accordance with the requirements of the Act, or such other person as the Board may from time to time decide.

63. The Treasurer shall carry out all duties which the Chair or the Board direct and shall prepare annual financial budgets for the Foundation for approval by the Board, report regularly to the Board as to the status of the Foundation's finances, ensure annual financial returns are prepared and audited in accordance with all applicable legislation and accounting standards, arrange for copies of these returns to be made available to members on request and otherwise perform and carry out all duties pertaining to the office for the benefit and well-being of the Foundation and members.

#### SEAL

64. The Foundation shall have a common seal upon which its corporate name shall appear in legible characters. The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose. Every use or affixing of the seal shall be recorded in the minutes of the Board.

#### GENERAL MEETINGS

65. There shall be an Annual General Meeting held within five months after the end of the financial year of the Foundation and at a time and place fixed by the Board.

66. A Special General Meeting may be called by the Board at any time and must be called by the Board within one month of requisition signed by at least seven (7) members of the Foundation stating the nature of the business to be transacted.

67. At least fourteen (14) days before the Annual General Meeting or a Special General Meeting, notice shall be given of the holding of such a meeting and of the general nature of any business to be transacted. Notice may be given either by advertisement in a daily newspaper or by written notice posted to all members of the Foundation. A General Meeting may

not be invalidated by any accidental failure to give notice to any member.

68. At the Annual General Meeting ordinary business shall be the reception of the reports, financial balance sheet and the election of the officers and members of the Board.

#### Proceedings at General Meetings

69. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum for any General Meeting shall be ten (10) members present personally whose subscriptions are not in arrears, including life members.

70. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board shall determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than eight) shall be a quorum.

71. The IAF Board Chair shall preside as Chair at every general meeting of the Foundation, or if there is no Chair, or if the Chair is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, an IAF Board Deputy-Chair shall be Chair or if a Deputy-Chair is not present or is unwilling to act then the members present shall elect one of their number to be Chair of the meeting.

72. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

73. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) by the Chair of the meeting or by at least three members present in person or by proxy. Unless a poll is so demanded a declaration by the Chair of the meeting 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 containing the minutes of the proceedings of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

74. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded. But a poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.

75. Each member present in person or by proxy or any institution or corporate nominee present at any meeting whose subscription is not in arrears shall be entitled to vote.

76. 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 shall be entitled to a second or casting vote.

77. The decisions of the membership at General Meetings shall be considered and ratified as correct at a Board meeting as soon as possible after the minutes of that General Meeting or the relevant portions thereof are available.

#### Proxies

78. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of the appointor's attorney duly authorised in writing. A proxy will be a member of the Foundation. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.



79. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

Independent Arts Foundation

I, ..... being a member of the above named Foundation, hereby appoint:  
....., of ..... or failing him/her,  
..... of ..... as my proxy to vote for me on my behalf at  
the (annual or special as the case may be) general meeting of the Foundation to be held on the ..... day of  
..... 20 .....

This form is to be used in favour of/against the resolution. (Strike out whichever is not desired.) Unless otherwise instructed, the proxy may vote as he/she thinks fit.

80. The instrument appointing a proxy and the power of attorney or such other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited in the post office box of the Foundation, or at such place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

81. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation of such death, unsoundness of mind or revocation as aforesaid has been received by the Foundation at its post office box before the commencement of the meeting or adjourned meeting at which the instrument is used.

NOTICES

82. A notice may be given by the Foundation to any of its members either personally or by any available electronic means (including by facsimile or by electronic mail) or by sending it by post at the member's registered address, or (if the member has no registered address within Australia) to the address, if any, supplied by the member to the Foundation for the giving of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post. In the case of notice by electronic means, service of notice shall be deemed to have been effected on the same day the notice is sent or transmitted unless the recipient informs the sender within 8 hours after the transmission that it has not received the entire transmission.

83. Notice of every general meeting shall be given in any manner hereinbefore authorised to every member except those members who (having no registered address) have not supplied to the Foundation an address for the giving of notices to them. No other person shall be entitled to receive notices of general meetings.

FINANCE AND ACCOUNTS

84. Money of the Foundation shall be banked in such bank or banks as the Board shall determine.

85. All cheques shall be signed by a member of the Board or as the Board may determine from time to time.

86. The first financial year of the Foundation shall extend from inauguration up to the 30th June 1993 and the financial year of the Foundation shall in each subsequent year operate from the first day of July up to the following 30th day of June.

PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

87. The income and property of The Foundation whencesoever derived, shall be applied solely towards the promotion of the objectives of the Foundation as set forth in these regulations; and no portion thereof shall be paid or transferred, directly or

indirectly, by way of dividend, bonus or otherwise, to the persons who at any time are or have been members of the Foundation. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Foundation or to any member of the Foundation in return for any services actually rendered to the Foundation or for goods supplied in the ordinary and usual way of business but so that no member of the Executive Committee or Board of the Foundation shall be appointed to any salaried office of the Foundation or any benefit in money or money's worth shall be paid or given by the Foundation to any member of such Committee or Board except repayment of out-of-pocket expenses.

#### WINDING UP

88.If at any General Meeting a resolution is passed for the dissolution of the IAF by a majority of three-quarters of the members present personally or by proxy or nominee and voting, the residue of the property of the IAF shall thereafter (upon discharge of all liabilities of the IAF) be applied in such a manner as the General Meeting determines for the benefit of the Arts by being paid to any fund, institution or authority which is a non-profit organization. The IAF shall thereupon be dissolved.

89.The assets and income of the Foundation shall be applied solely in the furtherance of its objectives and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Foundation.

#### USE OF TECHNOLOGY FOR MEETINGS

90.A meeting of members, the Board, a sub-committee or a Branch or a class of members may be validly conducted by telephone or video conference or by any technological means, in such a manner to ensure that during the meeting each person at the meeting can hear and communicate with each other member or otherwise has a reasonable opportunity to participate. Resolutions passed at such a meeting are as valid and effectual as if passed at a meeting of the members, the Board, a committee, relevant Branch or class of members, called and constituted at which each of those persons was personally present.

#### ALTERATION TO THE CONSTITUTION

91.The constitution may be altered (including an alteration of the name of the IAF) by resolution passed by a majority of two-thirds of the members present personally or by proxy or by nominee and voting at a General Meeting.