



**CONSTITUTION**  
**OF**  
**N.S.W COUNTRY TAXI OPERATORS ASSOCIATION LIMITED**  
**ACN 060 520 952**

**NAME**

- 1) The name of the Company is N.S.W. COUNTRY TAXI OPERATORS ASSOCIATION LIMITED.

**REPLACEABLE RULES DISPLACED**

- 2) The provisions of the Corporations Act which operate as replaceable rules do not apply to the Company.

**DEFINITIONS**

- 3) In this Constitution:

“**Associate Member**” means an organisation or person that is accepted as an Associate Member in accordance with clause 20;

“**board**” or “**board of directors**” means the directors of the Company holding office pursuant to this Constitution from time to time;

“**Company**” means the N.S.W. Country Taxi Operators Association Limited;

“**Corporations Act**” means the *Corporations Act 2001* (Cth) including any amendment or re-enactment for the time being in force;

“**director**” means a person appointed as a director of the Company pursuant to this Constitution from time to time;

“**Full Member**” means a corporation, organisation or person that is accepted as a Full Member in accordance with clause 19;

“**general meeting**” means a meeting of the Company’s Members;

“**Honorarium**” has the meaning given to that expression by the Australian Taxation Office and is a discretionary payment approved periodically in accordance with this Constitution.

“**Legal Costs**” of a person, means legal costs incurred by that person in defending an action for a Liability of that person;

“**Liability**” of a person, means a liability incurred by that person as a Relevant Officer, an officer or director of the Company or a Related Body Corporate of the Company;

“**Life Member**” means a Member or Representative of a Member (as applicable) elected as a Life Member in accordance with clause 22;

“**Member**” and “**Membership**” means a corporation, organisation or person whose name is entered in the Register as a Full Member, an Associate Member or a Life Member or of the Company, each having the rights set out pursuant to clauses 23 and 24 (as applicable);

“**officer**” has the meaning given to that expression in the *Corporations Act*;

“**plate**” means a registration number plate for a vehicle operating as a taxi;

“**Region**” means each of Regions 1 to 6 inclusive described in clause 8(a);

“**regulation**” means a regulation made by the board in accordance with clause 75;

“**Related Body Corporate**” has the meaning given to that expression in the *Corporations Act*;

“**Relevant Officer**” means a person who is, or has been, a President, Vice President, Secretary/Treasurer or Honorary Secretary of the Company;

“**Representative**” means a representative of an incorporated Member or organisation that is a Member who is appointed or nominated by the Member to act as the Member’s representative for the purposes of this Constitution;

“**Seal**” means the common seal (if any) of the Company;

“**Secretary**” means any person appointed to perform the duties of a Secretary of the Company and includes a Secretary/Treasurer and an Honorary Secretary;

“**State**” means the State of New South Wales; and

## INTERPRETATION

4) In this Constitution:

- (a) a reference to a meeting of Members includes a meeting of any class of Members;
- (b) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy or attorney;
- (c) a reference to a notice or document in writing includes a notice or document given by fax or another form of written communication;
- (d) headings are for convenience only and do not affect interpretation, and unless the context indicates a contrary intention;
- (e) words importing the singular include the plural (and vice versa);
- (f) words indicating a gender include every other gender;
- (g) the word “**person**” includes an individual, the estate of an individual, a

corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership, a trust and a Life Member;

- (h) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (i) the word "**includes**" in any form is not a word of limitation;
- (j) a reference to a clause or a schedule, is to a clause or a schedule of this Constitution;
- (k) a reference in a schedule to a paragraph is to a paragraph of that schedule;
- (l) an appendix is part of this Constitution;
- (m) a reference to this Constitution, is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time;
- (n) a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it; and
- (o) except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

#### **SEVERING INVALID PROVISIONS**

- 5) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, that does not affect or impair:
  - (a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
  - (b) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.

#### **TYPE OF COMPANY**

- 6) The Company is a public company limited by guarantee.

#### **LIABILITY OF MEMBERS**

- 7) (a) The liability of the Members of the Company is limited.
  - (b) Each Member undertakes to contribute such amount as may be required not exceeding \$15.00 each plate to the property of the Company if the Company is wound up:
    - (i) at a time when that person is a Member; or
    - (ii) within one year of the time that person ceased to be a Member, or
    - (iii) payment of the debts and liabilities of the Company contracted or incurred before that person ceased to be a Member; and
    - (iv) payment of the costs, charges and expenses of winding up the Company.

## OBJECTS

8) The objects for which the Company is established are:

- (a) to promote the interests of private enterprise businessmen who are taxi proprietors and who conduct their taxi business in the following regions:

Region No. 1 – North and North West including the Shires of Tenterfield Inverell, Yallaroi, Moree Plains, Severn, Glenn Innes, Narrabri, Bingara, Barraba, Guyra, Armidale, Dumaresq, Uralla, Walcha, Parry, Tamworth, Gunnedah, Manilla, Quirindi and Nundle.

Region No. 2 – North Coast including the Shires of Tweed, Lismore, Byron, Ballina, Casino, Kyogle, Richmond River, Copmanhurst, Maclean, Grafton, Nymboida, Ulmarra, Coffs Harbour, Bellingen, Nambucca, Kempsey and Hastings.

Region No. 3 – Hunter including the Shires of Grater Taree, Gloucester, Scone, Murrurundi, Merriwa, Muswellbrook, Dungog, Singleton, Rylstone and Great Lakes.

Region No. 4 – Southern including the Shires of Wingecarribee, Wollondilly, Shoalhaven, Eurobadalla, Bega Valley, Bombala, Snowy River, Cooma Monaro, Queanbeyan, P. Yarrowlumla, Yass, Gunning, Goulburn, Mulwaree, Crookwell, Boorowa and Tallaganda.

Region No. 5 – South Western including the Shires of Young, Temora, Cootamundra, Harden, Junee, Bland, Coolamon, Gundagai, Narrarandera, Leeton, Griffith, Hay, Carrathool, Balranald, Wenthorp, Murrumbidgee, Wakool, Windouran, Murray, Deniliquin, Conargo, Jerilderi, Berrigan, Urana, Corowa, Lockhart, Culcairn, Hume, Albury, Hollbrook, Tumbarumba, Tumut and Wagga Wagga.

Region No. 6 – Western including the Shires of Broken Hill, Central Darling, Bourke, Cobar, Brewarina, Bogan, Warren, Coonamble, Gilgandra, Walgett, Coolah, Wellington, Dubbo, Narromine, Greater Lithgow, Cowra, Forbes, Parkes, Lachlan, Mudgee, Cabonne, Oberon, Blayney, Evans, Weddin, Orange, Blue Mountains and Bathurst;

- (b) to act as an exchange of knowledge and information among the Members of the Company and for the mutual benefit of all its Members;
- (c) to promote and preserve the ethical conduct of its Members and to accept willingly its responsibility in respect of preserving and enhancing the taxi industry as a public transport system and to deal fairly with taxi patrons and all those with a vested interest in the success of the industry;
- (d) to seek without compromise from statutory authorities on behalf of its Members, justifiable increases and/or variations to the existing uniform rate structure to ensure that taxi proprietors receive an income commensurate with the service being offered and determined by the cost providing that service;
- (e) to act as a liaison between the Members of the Company and the general public and all statutory authorities;
- (f) to subscribe to become a member of and co-operate with any other association or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Company provided that the Company shall not

subscribe to or support with its funds any association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of this Constitution;

- (g) to purchase, to take on lease or in exchange, hire and otherwise acquire any lands, buildings easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Company provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (h) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise that seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company thinks it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (i) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company;
- (j) to establish and support or aid in the establishment and support of companies, associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object;
- (k) to construct, improve, maintain, develop, work, manage, carry out alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (l) to invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds;
- (m) to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment of performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future) and to purchase, redeem or pay off any such securities;
- (n) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange bills of lading and other negotiable or transferable instruments;
- (o) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others;

- (p) to take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company but subject always to the provisions of this Constitution;
- (q) to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise;
- (r) to make donations for patriotic or charitable purposes; and
- (s) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

## **POWERS**

- 9) Solely for the purpose of carrying out the aforesaid objects and not otherwise, the Company has the following powers:
  - (a) to make such grants to or in aid of or to make donations or give assistance to or to make contracts with such individuals, trusts, corporations, associations, societies, institutions or other organisations or authorities whether within or outside the Commonwealth of Australia as maybe necessary or desirable;
  - (b) to print, publish and distribute any papers, journals and other publications that the Company may think desirable for the promotion of its objects;
  - (c) as far as the law will permit and subject to the provisions of any relevant statute, rule, regulation, by-law or any licence issued in pursuance thereof to collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, associations, societies, institutions and other organisations or authorities, and from governments and public bodies;
  - (d) to undertake and execute any trusts the undertaking whereof may be necessary or desirable for the carrying out of any of the objects of the Company;
  - (e) to accept any gift, endowment or bequest made to the Company generally or for the purpose of any specific object and to carry out any trusts attached to any gift, endowment or bequest, provided that the Company must deal with any property which is subject to any trusts only in such manner as is allowed by law having regard to such trusts;
  - (f) to subscribe to, become a member of, cooperate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Company, provided that the Company shall not subscribe to or support with its funds any corporation, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great a that imposed on the Company under or by virtue of this Constitution;
  - (g) to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the Members of the Company or persons frequenting the Company's premises;
  - (h) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company;

- (i) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (j) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company;
- (k) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects; or for any public, general or useful object;
- (l) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, building, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (m) to insure against fire or otherwise any insurable property of the Company and to pay premiums on insurance or assurance policies which the Company may acquire by any means;
- (n) to invest and deal with the money of the Company not immediately required in such manner as may be permitted by an Act of the Commonwealth, a State Act, or a law of a Territory of the Commonwealth for the investment of trust funds without special authorisation but the Company may hold or retain any property or gift including any stocks funds and shares in the original form in which it was received by the Company without selling or converting the same into money and the powers authorities and discretions in relation to securities conferred upon trustees by the applicable State or Territory Trustee Act as amended apply to any such property or gift;
- (o) to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of mortgages, charges or debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities;
- (p) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (q) to sell, improve, manage, develop, exchange, lease, dispose of turn to account or otherwise deal with all or any part of the property and rights of the Company;
- (r) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others;

- (s) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company;
  - (t) to hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith;
  - (u) to purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate;
  - (v) to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate;
  - (w) to ensure that the Company complies with the requirements in regard to ethical and other standards for human and animal experimentation imposed from time to time by institutions or organisations which may provide accommodation or premises for use by the Company; and
  - (x) to do all such other acts matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
- 10) The powers set forth in subsection 124(1) of the *Corporations Act* do not apply to the Company except in so far as they are included in clauses 8 and 9.

#### **INCOME AND PROPERTY**

- 11) (a) The income and property of the Company whencesoever derived must be applied solely towards the promotion of the objects of the Company as set forth in this Constitution.
- (b) Subject to clause 12, no portion of the income and property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to Members or directors of the Company.

#### **PAYMENTS TO DIRECTORS AND MEMBERS**

- 12) (a) The payment of directors' fees, in whatever form, is prohibited to directors for serving in that capacity.
- (b) Despite subclause (a), payments may be made to a director or a Member:
- (i) for out-of-pocket expenses incurred on behalf of the Company including, in the case of a director, in carrying out the duties of a director, where the payments do not exceed an amount previously approved by the board;
  - (ii) for any service rendered to the Company in a professional or technical capacity, where the provision of that service has the prior approval of the board and the amount payable is approved by a resolution of the board and is on reasonable commercial terms;
  - (iii) of any amount expended on or in connection with the promotion and setting up of the Company;
  - (iv) of consideration for goods supplied in the ordinary and usual way of business;



- (v) of interest on money lent to the Company at a rate not exceeding the rate of interest charged by the Company's principal bankers from time to time on its overdrawn account or, if the Company's account with its principal bankers is not overdrawn at the relevant time, the rate of interest certified by the Company's principal bankers as the rate which they would charge the Company if its account were overdrawn at that time;
  - (vi) of reasonable and proper rent for premises leased to the Company;
  - (vii) as an employee of the Company, where the terms of employment have been approved by a resolution of the board; or
  - (vii) as an Honorarium approved at a general meeting;
- 13) The Company shall not employ its funds in the provision of loans to Members or other forms of financial assistance where such provision is in contravention of the *Corporations Act* including section 205 and section 260A of the *Corporations Act*.

#### **FINANCIAL RECORDS**

- 14) Financial records must be kept by the Company in accordance with Part 2M.2 of the *Corporations Act*.

#### **MEMBERSHIP**

- 15) The following persons are the first Members of the Company:

<i>Name and address</i>	<i>Occupation</i>
Raymond Charles CLARK-SMITH 2 Yangarie Street, Casino, NSW 2470	President
Walter TURNER 25 McAndrew Avenue, Gunnedah, NSW 2380	Vice President
Brian John O'SULLIVAN 10 Grant Street, Tamworth, NSW 2340	Secretary
Anthony Lee RYAN 12 Solomon Avenue, Armidale, NSW 2350	Treasurer
Reginald Isaac William VIDLER 116 Donnans Road, Lismore NSW 2480	board Member

- 16) Thereafter, the Members of the Company are to be such persons as the board admits to Membership pursuant to this Constitution and the regulations.

- 17) The directors may, from time to time, determine:

- (a) the various classes of Membership of the Company;
- (b) any restriction in the number of Members, including the number of Members within each class;
- (c) the qualifications for admission to each class; and

- (d) the rights attached to being a Member in each class.
- 18) A person or organisation may hold Membership in one of the following classes:
- (a) Full Member;
  - (b) Associate Member; or
  - (c) Life Member.

#### **FULL MEMBER**

- 19) A person, incorporated entity or organisation is qualified to be a Full Member of the Company if, but only if:
- (a) the applicant for Membership as a Full Member holds a current and valid licence to operate a taxi business;
  - (b) the applicant for Membership as a Full Member has been nominated for Membership of the Company as provided by this Constitution;
  - (c) where the applicant is not an individual, but is an incorporated entity or organisation, it has nominated a delegate from among the incorporated entity or organisation to represent the interests of the incorporated entity or organisation;
  - (d) the applicant for Membership as a Full Member has been approved for Full Membership of the Company by the board; and
  - (e) the applicant for Membership as a Full Member agrees to be bound by, and to comply with, this Constitution.

#### **ASSOCIATE MEMBER**

- 20) An individual, incorporated entity or organisation is qualified to be an Associate Member of the Company if, but only if:
- (a) the applicant for Membership as an Associate Member holds a current and valid licence and authorisation to drive a taxi in the Region in which the applicant is engaged as a taxi driver or is a lessee of a current and valid licence to operate a taxi;
  - (b) the applicant for Membership as an Associate Member has been nominated for Membership of the Company as provided by this Constitution;
  - (c) where the applicant is not an individual, but is an incorporated entity or organisation, it has nominated a delegate from among the incorporated entity or organisation to represent the interests of the incorporated entity or organisation;
  - (d) the applicant for Membership as an Associate Member has been approved for Associate Membership of the Company by the board; and
  - (e) the applicant for Membership as an Associate Member agrees to be bound by, and to comply with, this Constitution.

#### **LIFE MEMBER**

- 21) The board of the Company may, by unanimous resolution of all the directors, confer honorary Life Membership on individuals who have demonstrated outstanding service to the Company. To be awarded Life Membership, the individual must be conducting a taxi business in a Region at the time the Life Membership is conferred. Life Members will not be required to pay any fees or subscriptions pursuant to this Constitution than a special levy as determined by the board from time to time. A certificate of Life Membership may be given to the Life Member to commemorate the Life Member's election to that position. Each individual is entitled to no more than 1 Life Membership.

## **RIGHTS OF FULL MEMBERS**

- 22) Provided that their Membership fees and all other amounts to be paid to the Company in accordance with this Constitution and the regulations are fully paid up at the time of the relevant meeting, Full Members have the right to vote at any meeting of the Company including without limitation a committee meeting or a ballot held by the Company.

## **RIGHTS OF ASSOCIATE AND LIFE MEMBERS**

- 23) Notwithstanding any other provision of this Constitution, Associate Members and Life Members do not have the right to vote at any meeting of the Company including without limitation a committee meeting or a ballot held by the Company.

## **TRANSITION**

- 24) All who were members (as defined in the Company's Memorandum and Articles of Association prior to the date of approval of the amendments as contained in this Constitution) of the Company as at the date of approval by such members in accordance with the *Corporations Act* of the amendments made to the Company's Memorandum and Articles of Association as contained in this Constitution shall be deemed to be Full Members for the purposes of this Constitution and the regulations from the date of such approval. All other classes of Membership set out above shall apply to applications for Membership made after the date of such approval, and such applications must be made as herein provided.
- 25) Every applicant for Membership of the Company shall be proposed by one and seconded by another Member of the Company to both of whom the applicant shall be personally known. The application for Membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the board from time to time prescribes. Every applicant for Membership of the Company shall undertake, as a condition of admission, to pay to the Company such entrance fee (if any) and annual subscription as may from time to time be payable to the Company in accordance with this Constitution.
- 26) At the next meeting of the board after the receipt of any application for Membership, such application shall be considered by the board who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the board be required to give any reason for the rejection of an applicant.
- 27) When an applicant has been accepted for Membership the Secretary shall forthwith send to the applicant written notice of his or her acceptance and a request for payment of his or her entrance fee (if any) and first annual subscription. Upon payment of his or her entrance fee (if any) and first annual subscription the applicant shall become a Member of the Company provided nevertheless that if such payment is not made within two (2) calendar months after the date of the notice, the board may in its discretion cancel its acceptance of the applicant for Membership of the Company.
- 28) The entrance fee (if any) and annual subscriptions payable by Members are as prescribed from time to time by regulation, provided that until the Company shall otherwise resolve the annual subscription payable by each Member shall be \$15.00 each plate.
- 29) All annual subscriptions shall become due and payable in advance on 1 July in every year.
- 30) The board may, if hardship or other sufficient cause is shown, reduce or remit any entrance fee or annual subscription payable by a Member.

### 31) **Appointment of Representatives**

- (a) Every Member who is not a natural person must appoint or nominate a natural person to be that Member's Representative to exercise, upon behalf of the Member, all rights conferred by this Constitution and otherwise to represent and vote for and on behalf of that Member:
  - (I) at general meetings of the Company;
  - (II) at meetings of any committee of which the Member is a member; and
  - (III) in all ballots held by the Company in which the Member is entitled to vote.
- (b) The Representative of a Member must be the principal or a senior manager of the Member.
- (c) Subject to this Constitution, the directors may accept or refuse the appointment of a Representative by a Member.
- (d) The Representative is deemed to be the designated contact point for receiving all communications from the Company on behalf of the Member.
- (e) A Member may advise the Company that a Representative is no longer able to represent its interests by notifying the Secretary/Treasurer in writing and must then nominate an alternate Representative within 28 days.

### **CESSATION OF MEMBERSHIP**

- 32) If the subscription of a Member shall remain unpaid for a period of three (3) calendar months after it becomes due then the Member may after notice of the default shall have been sent to him or her by the Secretary/Treasurer be debarred by resolution of the board from all privileges of Membership and his or her name may be removed by the board from the Register of Members provided that the board may reinstate the Member and restore his or her name to the Register on payment of all arrears if the board thinks fit to do so.
- 33) A Member may at any time by giving notice in writing to the Secretary/Treasurer resign his Membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for all other moneys due by him or her to the Company and in addition for any sum not exceeding \$15.00 each plate for which he or she is liable as a Member of the Company under Clause 7.
- 34) If any Member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company or shall be guilty of any conduct which is the opinion of the board unbecoming of a Member or prejudicial to the interests of the Company the board may by resolution censure, fine, suspend or expel the Member from the Company and erase his name from the Register of Members.
- 35)
  - (a) At least one week before the meeting of the board at which a resolution of the kind mentioned in clause 32 is considered, the Member concerned shall be given written notice of such meeting and of what is alleged against him or her and of the intended resolution, and the Member must at that meeting and before the passing of such resolution have an opportunity of giving orally or in writing any explanation or defence he or she may think fit.
  - (b) Any such Member may by notice in writing lodged with the Secretary/Treasurer at least twenty four (24) hours before the time for holding the meeting at which the resolution is to be considered by the board, elect to have the question dealt with by the Company in General Meeting.
  - (c) If any such Member elects to have the matter dealt with by the Company in general meeting, a general meeting of the Company shall be called for the

purpose and, if at the general meeting a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the Member shall be punished accordingly, and in the case of a resolution for his or her expulsion, the Member shall be expelled and his or her name removed from the Register of Members.

## **GENERAL MEETINGS**

- 36) The first general meeting shall be held at such time, not being less than one (1) month nor more than three (3) months after the incorporation of the Company and at such place as the board may determine.
- 37) An annual general meeting of the Company shall be held in accordance with the provisions of the *Corporations Act*. All meetings other than annual general meetings shall be called general meetings.
- 38) Any director may whenever he or she thinks fit convene a general meeting. Any two (2) Members (each Member being from a different region to the other Member) may convene a general meeting. General meetings may also be convened on such requisition or in default may be convened by such requisitionists as provided by sections 249D or 2498 of the *Corporations Act*.
- 39) Subject to the provisions of the *Corporations Act* relating to special resolutions and agreements for shorter notice, 21 days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
- 40) 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 and the report of the board and Auditors, the election of officers to office as described in clause 60, and other directors, in the place of those retiring and the appointments and fixing of the remuneration of the Auditors.
- 41) A notice of general meeting must:
  - (a) set out the place (which may be within or outside Australia), date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (b) state the general nature of the business to be transacted at the meeting;
  - (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
  - (d) contain a statement that a Member has the right to appoint a proxy who must be a Member of the Company.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 42) No business shall be transacted at any general meeting unless a quorum of Members having a right to vote at the general meeting is present at the time when the meeting proceeds to business. No resolution may be passed at any general meeting unless a quorum of Members having a right to vote on the resolution is present at the time when the resolution is put to the vote of the general meeting. Save as herein otherwise provided four (4) Members having a right to vote on the resolutions at the general meeting present (each Member from a different region to the other Members) shall be a quorum. If a Member

attending a general meeting is also a proxy for a Member, he or she is to be counted only once in determining whether a quorum is present.

- 43) If within half an hour from the time appointed for the meeting 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 such other day and at such other time and place as the board may determine, and it 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 two (2) and each being from a different region to the other Members) shall constitute a quorum.
- 44) The President shall preside as Chairman at every general meeting of the Company; or if there is no President, or if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act, then the Members present shall elect one of their number to be Chairman of the meeting.
- 45) The Chairman may, with the consent of the any meeting at which a quorum is present (and must 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 (30) 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 nay notice of an adjournment for the business to be transacted at an adjourned meeting.
- 46) 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 (before or on the declaration of the result of the show of hands) demanded:-
  - (a) by the Chairman; or
  - (b) by at least three (3) Members having a right to vote on the resolution at the meeting present (each Member being from a different region to the other Members demanding a poll) in person or proxy.

Unless a poll is so demanded a declaration by a Chairman 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 Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

- 47) 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 Chairman 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 Chairman or on a question of adjournment shall be taken forthwith.
- 48) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman 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.
- 49) A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and on a poll every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 50) A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her committee or by his or her trustee or by such other person as

properly has the management of his or her estate, and any such committee, trustee or other person may vote by proxy or attorney.

- 51) No Member shall be entitled to vote at any general meeting if his or her annual subscription (if any) shall be more than three (3) months in arrears at the date of the meeting.
- 52) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy shall be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 53) 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.
- 54) An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy may not vote in respect of the resolution.
- 55) Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit.
- 56) An instrument appointing a proxy must be in the following form or in a form that is as similar to the following form as the circumstances allow:

*I* \_\_\_\_\_ *of*  
*being a member of the Company*  
*hereby appoint* \_\_\_\_\_ *of*  
*or failing him/her* \_\_\_\_\_ *of*

*as my proxy to vote for me on my behalf at the \*annual general / \* general meeting of the Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment of that meeting.*

*This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.*

*My proxy is hereby authorised to vote:*

	<i>For</i>	<i>Against</i>	<i>Abstain</i>
<i>[Description of resolution]</i>			

*Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 .*

*\*Strike out whichever is not desired*

#### **INSTRUCTIONS**

- (i) *A proxy must be a member of the Company.*
  - (ii) *To direct the appointee to cast your vote in respect of an item of business in a particular manner either on a show of hands or on a poll, place a sufficient indication (including, without limitation, a tick or a cross) in the relevant box in respect of that item of business.*
- 57) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially copy of the power or authority must be deposited at

the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) 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 (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

- 58) 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 in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- 59) Notwithstanding any other provision of this Constitution, the Company may hold a meeting of its Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

## **BOARD OF DIRECTORS**

### **Number of directors and Composition**

- 60) The following officers will be appointed to office from amongst the directors in accordance with this Constitution:

President (if any), two (2) Vice Presidents and Secretary/Treasurer.

- 61) All officers appointed to office as described in clause 60 must be Members or Representatives of Members.
- 62) The board is to consist of a minimum of six (6) and a maximum of twelve (12) directors constituted by the four (4) officers appointed to office as described in clause 60 and up to eight (8) other Members, or Representatives of Members of the Company, all of whom must be elected as herein provided.
- 63) Commencing with the first annual general meeting at which or after (as applicable) the amendments made to the Company's Memorandum and Articles of Association as contained in this Constitution are approved by members (as defined in the Company's Memorandum and Articles of Association prior to the date of approval of the amendments as contained in this Constitution) of the Company in accordance with the *Corporations Act*, directors must be elected and appointed as herein provided. The directors must retire at each annual general meeting by rotation according to the Region from which directors were appointed, commencing with those two (2) directors who are Members or Representatives of Members from each of Regions No. 1, 2 and 3 (being a total of six (6) directors). Accordingly, the directors who must retire at each annual general meeting in accordance with this Constitution are those who are Members, or Representatives of Members, from Regions in the following order of rotation:
- (a) Year 1 annual general meeting: Regions No. 1, 2 and 3;  
(b) Year 2 annual general meeting: Regions No. 4, 5 and 6; and
- thereafter rotate again in the same order for each subsequent annual general meeting commencing with Regions No. 1, 2 and 3.
- 64) A director retiring from office as a director is eligible for re-election, and a director who retires from the office of President, Vice President or Secretary/Treasurer is eligible for reappointment as a President, Vice President or Secretary/Treasurer (as applicable).
- 65) No later than fourteen (14) days prior to an annual general meeting:



- (a) each Region whose appointed directors are required to retire by rotation in accordance with clause 63 above at such annual general meeting shall in the manner it shall determine appropriate appoint two (2) of the Members or Representatives of Members of the Company carrying on business within the area of that Region to be directors for the ensuing year to commence immediately following the next annual general meeting; and
  - (b) shall advise the then Secretary/Treasurer of the Company of those persons who shall become directors for that period of time. Should any Region fail to act in that manner that Region shall be deemed not to have appointed persons to fill positions on the board for the particular period and the board for that period shall have the power to appoint casual vacancies to provide replacements provided such appointments are Members or Representatives of Members of the Company carrying on business within that particular Region.
- 66) At each annual general meeting the Members then present shall elect to office from those then chosen to form the board either:
- (a) a President, two (2) Vice-Presidents and a Secretary/Treasurer; or
  - (b) two (2) Vice-Presidents and a Secretary/Treasurer,
- as the Members by resolution in annual general meeting determine appropriate.
- 67) The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of officers appointed to office as described in clause 60 or directors.
- 68) The board shall have power at any time, and from time to time, to appoint any person to the board, either to fill a casual vacancy or as an addition to the existing officers appointed to office as described in clause 60 or other directors but so that the total number of officers appointed to office as described in clause 60 or other directors shall not at any time exceed the number fixed in accordance with this Constitution. Any officer or director so appointed shall hold office only until the next following annual general meeting.
- 69) The Company may by ordinary resolution remove any officer appointed to office as described in clause 60 or director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his or her stead. The person so appointed shall hold office only until the next following annual general meeting.
- 70) The office of a director shall become vacant if the director :
- (a) ceases to be a director by virtue of the Corporations Act;
  - (b) becomes bankrupt or makes any arrangements or composition with his or her creditors generally;
  - (c) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act;
  - (d) 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;
  - (e) resigns his or her office by notice in writing to the Company;
  - (f) for more than six(6) months is absent without permission of the board from meetings of the board held during that period;
  - (g) subject to clause 12, holds any office of profit under the Company;
  - (h) ceases to be a Member or Representative of a Member of the Company; or
  - (i) is directly or indirectly interested in any contracted or proposed contract with the Company provided, however, that a Member shall not vacate his or her office by

reason of his or her being a member of any corporation society or association which has entered or proposes to enter into a contract with the Company if such corporation society or association is among the class of companies, referred to in clauses 11 or 12 and if he or she shall have declared that nature of his or her interest in the manner required by the Corporations Act.

Provided always that nothing in this clause shall affect the operation of Clause 12.

**71) Officers must be directors**

Any officer appointed to office as described in clause 60 who ceases to be a director automatically ceases at the same time to be President, Vice President or Secretary/Treasurer (as applicable).

**72) Director not to hold more than one office**

A director must not hold more than one of the following offices simultaneously:

- (a) President; or
- (b) Vice President; or
- (c) Secretary/Treasurer.

**73) Officers**

**(a) Chief Executive Officer**

- i) The directors may appoint a person as the Chief Executive Officer, for any period and on any terms (including as to remuneration) as the directors resolve.
- ii) The Chief Executive Officer cannot be elected or appointed to the board.
- iii) Subject to any agreement between the Company and the Chief Executive Officer, the directors may remove or dismiss or suspend the Chief Executive Officer at any time, with or without cause.
- iv) The directors may delegate any of their powers (including the power to delegate) to the Chief Executive Officer.
- v) The directors may revoke or vary:
  - (a) the appointment of the Chief Executive Officer; or
  - (b) any power delegated to the Chief Executive Officer.
- vi) The Chief Executive Officer must exercise the powers delegated to him or her in accordance with any directions of the directors.
- vii) The exercise of a delegated power by the Chief Executive Officer is as effective as if the directors exercised the power.

**(b) President and Vice Presidents**

- i) The President must be a person who has held the office of director of the Company for a period of at least two (2) consecutive years prior to his or her election and appointment as President.
- ii) Each Vice President must be a person who has held the office of director of the Company for a period of at least one (1) year prior to his or her election and appointment as Vice President.

**(c) Secretary/Treasurer**

- i) It is the duty of the Secretary/Treasurer to keep minutes of:

- (a) all appointments of officers appointed to office as described in clause 60 and directors of the board;
- (b) the names of directors of the board present at a board meeting or a general meeting; and
- (c) all proceedings at board meetings and general meetings.
- ii) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- iii) It is the duty of the Secretary/Treasurer to ensure:
  - (a) that all money due to the Company is collected and received and that all payments authorised by the Company are made; and
  - (b) that correct books and accounts are kept showing the financial affairs of the Company, including full details of all receipts and expenditure connected with the activities of the Company.

(d) **Indemnity and insurance**

- i) To the extent permitted by law, the Company must indemnify each Relevant Officer against:
  - (a) a Liability of that person; and
  - (b) Legal Costs of that person.
- ii) To the extent permitted by the law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- iii) To the extent permitted by the law, the Company may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against:
  - (a) a Liability of that person; and
  - (b) Legal Costs of that person.
- iv) To the extent permitted by law, the Company may enter into an agreement or deed with:
  - (a) a Relevant Officer; or
  - (b) a person who is, or has been, an officer of the Company or a Related Body Corporate of the Company,
 under which the Company must do all or any of the following:
  - (c) keep books of the Company and allow that Relevant Officer or officer, and his or her advisers, access to those books on the terms agreed;
  - (d) indemnify that officer against any Liability of that Relevant Officer or officer;
  - (e) make a payment (whether by way of advance, loan or otherwise) to that Relevant Officer or officer in respect of Legal Costs of that Relevant Officer or officer; and
  - (f) keep that Relevant Officer or officer insured in respect of any act or omission by that officer, while a Relevant Officer or an officer of the Company or a Related Body Corporate of the Company, on the terms agreed (including as to payment of all or part of the premium for a contract of insurance).

## **POWERS AND DUTIES OF THE BOARD**

- 74) Subject to the *Corporations Act* and to any other provision of this Constitution, the business and affairs of the Company shall be managed by the board who may exercise all such powers of the Company as are not, by the *Corporations Act* or by this Constitution, required to be exercised by the Company in General Meeting, subject nevertheless, to such directions, not being inconsistent with the *Corporations Act* or this Constitution, as may be given by the Company in general meeting; provided that no such resolution or direction made by the Company in general meeting shall invalidate any prior act of the board which would have been valid if that resolution or direction had not been passed or made.
- 75) Without limiting the generality of clause 74, the board may exercise all the powers of the Company to:
- (a) borrow and raise money;
  - (b) to mortgage or charge any property or business of the Company, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability, or obligation of the Company;
  - (c) to determine who is entitled on behalf of the Company to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;
    - i) to pay the costs, charges and expenses incidental to the promotion, management and regulation of the Company; and
    - ii) to make, amend and repeal regulations, not being inconsistent with the *Corporations Act* or this Constitution, in relation to the affairs of the Company.
- 76) Any regulation for the time being in force is binding on the Members of the Company as if it were included in this Constitution.
- 77) The board shall cause minutes to be made;
- (a) of all appointments of officers appointed to office as described in clause 60 and directors appointed to the board;
  - (b) of names of directors of the Company present at all meetings of the Company and of the board; and
  - (c) of all proceedings at all meetings of the Company and of the board.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

## **PROCEEDINGS OF THE BOARD**

- 78) The board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director may at any time and the Secretary/Treasurer must on the requisition of a director convene a meeting of the board.
- 79) Subject to this Constitution questions arising at any meeting of the board shall be decided by a majority of votes and a determination by a majority of the directors present is for all purposes deemed a determination of the board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- 80) A director shall not vote in respect of any contract or proposed contract with the Company in which he or she is interested, and if the director does so his or her vote is not to be counted.

- 81) The quorum necessary for the transaction of the business of the board shall be four (4) (each of those directors present shall be from a different Region to the other directors present at that Meeting) or such greater number as may be fixed by the board.
- 82) The continuing directors may act notwithstanding any vacancy in the board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the board, the continuing director(s) may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the Company, but for no other purpose.
- 83) The President shall preside as Chairman at every meeting of the board, or if there is no President or if at any meeting he or she is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if there are more than one (1) Vice-President present at the meeting then the directors present may choose of the Vice-Presidents present to be Chairman of the meeting, or if the Vice-President is not present at the meeting then the directors present may choose one of their number to be Chairman of the meeting.
- 84) The board may delegate any of its powers and/or functions (not being duties imposed on the board as the directors of the Company by the *Corporations Act* or the general law) to one or more committees consisting of such Member or Members of the Company as the board thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the board and subject thereto has power to co-opt any Member or Members of the Company and all members of such committees have one vote
- 85) The board may appoint one or more advisory committees consisting of such Member or Members as the board thinks fit. Such advisory committees act in an advisory capacity only. They must conform to any regulations that may be given by the board and subject thereto have power to co-opt any Member or Members of the Company and all members of such advisory committees have one vote.
- 86) Every committee or advisory committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to be Chairman of the meeting.
- 87) Every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee or advisory committee (as applicable) members present, and in the case of an equality of vote the Chairman shall have a second or casting vote
- 88) All acts done by any meeting of the board or of a committee or by any director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such board, committee or director, or that the directors or any of them were disqualified, as valid as if every such person had been duly appointed and was qualified to be a director or committee member.
- 89)
  - (a) If all of the directors have signed a document containing a statement that they are in favour of a resolution of the board in terms set out in the document, a resolution in those terms is taken to have been passed at a meeting of the board held on the day on which the document was signed and at the time at which the document was last signed by a director or, if the directors signed the document on different days, on the day on which, and at time at which, the document was last signed by a director.
  - (b) For the purpose of subclause (a), two or more separate documents containing statements in identical terms each of which is signed by one or more directors are together taken to constitute one document containing a statement in those

terms signed by those directors on the respective days on which they signed the separate documents.

- (c) A reference in subclause (a) to all of the directors does not include a reference to a director who, at a meeting of the board, would not be entitled to vote on the resolution.
- 90) (a) If all of the directors consent, the directors may participate in a meeting of the board by means of any technology allowing all persons participating in the meeting to hear each other at the same time. Any director participating in such a meeting is for the purposes of this Constitution taken to be personally present at the meeting.
- (b) The consent of a director to the use of technology may be a standing one.
  - (c) Any consent of a director to the use of technology may be withdrawn only within a reasonable period prior to a meeting at which the technology is to be used.

### **SECRETARY**

- 91) The board may, in accordance with section 204D of the *Corporations Act*, appoint a secretary for such term, at such remuneration and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the board from appointing a Member of the Company as Honorary Secretary and any Member so appointed shall forthwith become an officer of the Company and, if not already a director, ex officio a director, and any Member so appointed is subject to the provisions of clause 12.

### **SEAL**

- 92) If the Company has a seal, the board shall provide for its safe custody. The seal may only be used by the authority of the board or of a committee of the board authorised by the board to authorise the use of the seal, and every instrument to which the seal is affixed must be signed by a director and countersigned by another director or by a Secretary or by some other person appointed by the board for the purpose.

### **INSPECTION OF BOOKS**

- 93) The directors may determine whether and to what extent, and at what time and places and under what conditions, the books of the Company or any of them will be open to the inspection of Members other than directors, and a Member other than a director has no right to inspect any document of the Company except as provided by law or authorised by the directors or by the Company in general meeting.

### **ACCOUNTS**

- 94) The board shall cause proper accounting and record to be kept and shall distribute copies of every annual financial report, report of the directors for the year, and report of the auditor or auditors on the financial report as required by the *Corporations Act* provided, however, that the board shall cause to be made out and laid before each annual general meeting the financial report, report of the directors, and report of the auditor or auditors for the last financial year ended before the date of the meeting.

### **AUDIT**

- 95) A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with section 327 of the *Corporations Act*.

## NOTICES

- 96) A notice may be given by the Company to any Member either personally or by sending it by post to the Member at his or her registered address, or the address, if any, supplied by the Member to the Company for the giving of notices to the Member.
- 97) Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the second 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.
- 98) Notwithstanding the foregoing, if a Member has supplied to the Company a facsimile number for the service of notices on the Member, then any notice may be served by the Company on that Member by facsimile.
- 99) A notice sent by facsimile (provided a status report is received by the sender which shows the notice has been transmitted) is taken to be served immediately upon completion of sending if such completion is within business hours in the place where the addressee's facsimile machine is located, but if not, then at 9:00 am next occurring during business hours at such place.
- 100) For the purposes of notices given pursuant to this Constitution, **“business hours”** means from 9:00 am to 5:00 pm on a day on which the major trading banks are open for business at the place or in the postal district where the addressee's facsimile machine is located.
- 101) (a) Notice of every general meeting must be given in the manner authorised by clauses 96 to 100 (both inclusive) to:
- (i) every Member except those Members for whom the Company has no registered address or other address for the giving of notices to him or her; and
  - (ii) the auditor or auditors for the time being of the Company.
- (b) No other person is entitled to receive notices of general meetings.

## WINDING UP

- 102) If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever, that property must not be paid to or distributed among the Members of the Company but must be given or transferred to one or more other funds, authorities or institutions which or each of which has objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 11 to be determined by the board at or before the time of dissolution and in default thereof by application to the Supreme Court of New South Wales for determination.

**INDEMNITY**

103) Except to the extent that it is prohibited from doing so by the *Corporations Act*, the Company:

- (a) indemnifies every person who is or has been a director or secretary of the Company against:
  - (i) any Liability (other than a Liability for Legal Costs) incurred in that capacity; and
  - (ii) any Liability for Legal Costs incurred in connection with proceedings relating to, or in defending an action for Liability incurred in, that capacity; and
- (b) may pay or agree to pay a premium in respect of a contract insuring any such person against any such Liability.

.....

Signed by:

.....

(Print Name)

Dated:

.....