

Constitution

**Australasian Association of
Nuclear Medicine Specialists
(AANMS)**

ACN 158 642 267

Constitution of the Australasian Association of Nuclear Medicine Specialists (AANMS)

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Preliminary

1. Defined terms

1.1 In this Constitution, unless the contrary intention appears:

Annual Subscription means the fee payable by a person upon renewal of their membership in any category of membership, the amount of which is \$5.00 or any other amount determined by the Directors in accordance with clause 8.1, payable in accordance with clause 8.3.

Annual Subscription Period means the period of time to which an Annual Subscription applies.

Association means the Australasian Association of Nuclear Medicine Specialists Limited.

Attorney means a person appointed under a power of attorney, in a form acceptable to the Directors at their absolute discretion.

Auditor means the Association's auditor from time to time.

Board Position has the meaning given under clause 31.

Chief Executive Officer means a person appointed as the "Chief Executive Officer" under clause 51.1.

Code of Conduct has the meaning given under clause 56.2.

Commencement Date means, in respect of an Annual Subscription Period, the date on which that Annual Subscription Period commences.

Constitution means the constitution of the Association as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Association.

Current Meeting has the meaning given under clause 41.9.

Director includes any person occupying the position of director of the Association and **Directors** means all or some of the Directors acting as a board.

Entrance Fee means the fee payable by a person upon their admission to any category of membership, the amount of which is \$0.00 or any other amount determined by the Directors in accordance with clause 8.1.

Extraordinary Financial Levy means any fee, subscription or levy other than those imposed under clause 8.1.

Failed Meetings has the meaning given under clause 41.9.

First Annual Subscription means the Annual Subscription payable by an applicant as a condition to becoming a Member.

Honorary Treasurer means the Director holding the Board Position of "Honorary Treasurer" from time to time.

Immediate Past President means the Director holding the Board Position of "Immediate Past President" from time to time.

ITAA 1997 means the *Income Tax Assessment Act 1997* (Cth) as amended from time to time.

Member means a member of the Association as provided under clause 7.

Membership Standard has the meaning given under clause 7.7(a).

Nominee has the meaning given under clause 37.2.

Ordinary Director means a Director holding the Board Position of "Ordinary Director" from time to time.

President means the Director holding the Board Position of "President" from time to time.

Nuclear Medicine has the meaning given under clause 5.1(a).

Regions means each of New Zealand and each state and territory of Commonwealth of Australia.

Register means the register of Members of the Association.

Representative means a person appointed as such under clause 11.

Seal means the Association's common seal (if any).

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Association and if there are joint secretaries, any one or more of those joint secretaries.

Special Majority Approval means, in the case of a resolution, one passed or given by at least 75% of those Members entitled to vote on that resolution.

Vice-President means the Director holding the Board Position of "Vice-President" from time to time.

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
- (f) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

3. Replaceable rules

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

4. Nature of the Association

- 4.1 The Association is a public company limited by guarantee.
- 4.2 The liability of each Member is limited. Every Member undertakes to contribute \$25.00 to the assets of the Association if it is wound up whilst they are a Member, or within one year afterwards.

Objects

5. Objects

- 5.1 The Association is established to pursue the following objects on a non-profit basis:
 - (a) to promote and advance the clinical practice of the medical specialty that:
 - (i) utilises nuclear properties of radioactive and stable nuclides to make diagnostic evaluation of the anatomic and/or physiologic conditions of the body;
 - (ii) provide therapy with unsealed radioactive sources; and
 - (iii) includes, without limitation, molecular imaging and related fields, **(Nuclear Medicine)** in Australia;
 - (b) to initiate, guide and evaluate training programs in Nuclear Medicine;
 - (c) to support and promote the provision of high quality Nuclear Medicine;
 - (d) to support and promote high quality research in Nuclear Medicine;
 - (e) to advise and consult with appropriate authorities on all matters pertaining to Nuclear Medicine;
 - (f) to represent the interests of Nuclear Medicine in Australia and New Zealand;
 - (g) to do all things incidental and necessary to achieve the above objects including, without limitation, providing training to staff and entering into arrangements with third parties as necessary; and
 - (h) to seek funding and donations from business, the community, State and Commonwealth governments and other entities which are to be solely applied to achieve the above objects.
- 5.2 The Association may only exercise the powers in section 124(1) of the Corporations Act to:
 - (a) carry out the objects in this clause 5; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 5.2(a).

Income and property of Association

6. Income and property of Association

- 6.1 The income and property of the Association will only be applied towards the promotion of the objects of the Association set out in clause 5.
- 6.2 No income or property will be paid or transferred directly or indirectly to any Member of the Association, including directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association except for payments to a Member:
- (a) of reasonable and proper remuneration in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (b) for reasonable and proper rent for premises let by a Member to the Association;
 - (c) for the avoidance of doubt, in good faith for reasonable and proper out of pocket expenses incurred in the provision of goods or services to the Association, whether or not this constitutes remuneration;
 - (d) for the indemnification of, or payment of premiums on contracts of insurance for, any Member in his or her capacity as a Director, to the extent permitted by law; or
 - (e) of reasonable and proper interest on money borrowed from a Member, at an interest rate not exceeding 12% per annum or the current bank overdraft rates of interest for moneys lent, whichever is higher.

Membership

7. Admission

- 7.1 The Members of the Association are:
- (a) the persons who consented to become Members in the application for registration of the Association; and
 - (b) those persons whom the Directors admit to membership in accordance with this Constitution; and
 - (c) whose names are entered into the Association's Register as a Member.
- 7.2 Subject to clause 7.4, the membership of the Association shall comprise of the Members.
- 7.3 Two or more persons cannot be registered as holding a single membership interest.
- 7.4 The Directors may determine by resolution the categories and requirements of membership from time to time (including Members categorised as 'Honorary Members' who may not be required to pay any Annual Subscription).
- 7.5 Subject to clause 7.4, a Member will remain a Member until their membership ceases in accordance with clause 9.1.
- 7.6 Subject to the Corporations Act, the Directors may vary or cancel the rights of Members in any category. The Association must give written notice of each such variation or cancellation of rights to the Members within 7 days after the variation or cancellation is made.
- 7.7 Subject to clause 7.4, any person who:

- (a) is a medical practitioner with an appropriate post-graduate qualification and appropriate training in nuclear medicine as determined by Directors from time to time (**Membership Standard**); or
- (b) does not satisfy the requirements under clause 7.7(a), but whose experience and current work is, in the Directors' opinion, of a standard that would be equivalent to the Membership Standard,

may apply to the Directors for membership as an Member.

- 7.8 Without limiting clause 32, and for the avoidance of doubt, each person who is appointed to the office of Director must be a Member during the period that they hold the office of Director.
- 7.9 Applications for membership of the Association must be in writing, signed by the applicant and in a form approved by the Directors in their absolute discretion.
- 7.10 The Directors, or an authorised committee thereof, will consider each application for membership at the next meeting of the Directors after the application is received. In considering an application for membership, the Directors may:
- (a) accept or reject the application in their absolute discretion; or
 - (b) ask the applicant to give more evidence of eligibility for membership.
- 7.11 In relation to an application for membership under clause 7.7, the Directors must notify the Members at least 30 days prior to the meeting at which that application for membership will be considered, and afford the Members an opportunity to provide their comments to the Directors in respect of the application. For the avoidance of doubt, the Directors shall consider, but are not bound by, any comments received in time from the Members.
- 7.12 If the Directors ask for more evidence under clause 7.10, their determination of the application for membership is deferred until the evidence is given.
- 7.13 The Directors do not have to give any reason for accepting or rejecting an application, or matters relating to that application, for membership.
- 7.14 As soon as practicable following acceptance of an application for membership in accordance with clause 7.10, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's Entrance Fee and First Annual Subscription.
- 7.15 Subject to clause 7.16, an applicant for membership will only become a Member when registered in the Register as a Member, and an applicant must only be registered in the Register as a Member:
- (a) following acceptance of that applicant's application for membership in accordance with clause 7.10; and
 - (b) following receipt, by the Association, of that applicant's Entrance Fee and First Annual Subscription (if such fees are payable).
- 7.16 If the Entrance Fee and First Annual Subscription of an applicant for membership is not paid within 30 days after the date the applicant is notified of acceptance of their application for membership, the Directors may cancel their acceptance of the applicant for membership.
- 7.17 Applicants and Members must provide to the Association the following information when, and as, required by the Association:
- (a) their full name;
 - (b) their home address, telephone and facsimile numbers and email address, if any;

- (c) their mailing address; and
 - (d) such other information as the Directors requires from time to time, for inclusion, among other things, in the Register.
- 7.18 Members must notify the Association of any change in their name, addresses, telephone or facsimile numbers or email address within one month after the date of the relevant change.
- 7.19 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.
- 7.20 The Directors may, from time to time and to the extent permitted by law and under this Constitution, prohibit, or impose conditions on, the usage of the term 'Fellow', 'Fellow of Australasian Association of Nuclear Medicine Specialists' or any other formulation, term or usage which implies or represents that a person is a fellow of, or otherwise affiliated with, the Association;
- 7.21 Subject to clause 7.20, only a person who is a Member shall be entitled to hold the title of 'Fellow', 'Fellow of Australasian Association of Nuclear Medicine Specialists' or any other formulation, term or usage which implies or represents that a person is a fellow of, or otherwise affiliated with, the Association.
- 7.22 Only Members or those persons eligible for membership as Members in accordance with the terms of this Constitution shall be considered for recommendation by the Association for recognition as specialists in Nuclear Medicine.

8. Subscriptions

- 8.1 The Directors may determine the Entrance Fee and Annual Subscription payable by each Member or each category of Member.
- 8.2 The Directors may only determine and impose any Extraordinary Financial Levy on:
- (a) each Member if and subject to a Special Majority Approval of the Members; or
 - (b) each category of Member if and subject to a Special Majority Approval of that category of Member.
- 8.3 Each Annual Subscription Period will commence on the Commencement Date (being 1 January unless otherwise determined in accordance with clause 8.4) and ends on the date that precedes the first anniversary of the Commencement Date (being, subject to clause 8.4, 31 December of the same year), and the Annual Subscription for an Annual Subscription Period will be due 30 days before the next occurring Commencement Date.
- 8.4 The Directors may, by resolution, determine or vary the Commencement Date.
- 8.5 If a Member does not pay an Annual Subscription and, if required, an Extraordinary Financial Levy, in either case within 30 days after it becomes due, the Directors:
- (a) will give the Member notice of that fact;
 - (b) if the Annual Subscription or the Extraordinary Financial Levy (or both) remains unpaid 14 days from the date of that notice, may declare that Member's membership forfeited and remove that Member from the Register.

9. Ceasing to be a Member

- 9.1 Unless the Directors determine otherwise, a Member's membership of the Association will cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if at least three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Association;
 - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
 - (c) if membership is forfeited under clause 8.5(b);
 - (d) if the Member:
 - (i) dies;
 - (ii) in the opinion of the Directors, ceases to satisfy the requirements and any other criteria that apply to the category of membership to which the Member was admitted; or
 - (iii) ceases to hold the necessary registration(s), from time to time, for the practice of medicine in Australia, unless the Member has retired from such practice.
- 9.2 Any Member ceasing to be a Member:
- (a) will not be entitled to any refund (or part refund) of a, Entrance Fee, First Annual Subscription, Annual Subscription or Extraordinary Financial Levy;
 - (b) will remain liable for and will pay to the Association Annual Subscription or Extraordinary Financial Levy or any other moneys which were due at the date of ceasing to be a Member; and
 - (c) must promptly return to the Chief Executive Officer any items, including, without limitation, any document, certificate, diploma or testamur provided, from time to time, by the Association to that Member upon receipt of a written request from the Association.

10. Powers of attorney

- 10.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Association or the Member's membership in the Association, that Member must deliver the instrument appointing the Attorney to the Association for notation.
- 10.2 If the Association asks the Member to file with it a certified copy of the instrument for the Association to retain, the Member will promptly comply with that request.
- 10.3 The Association may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

General meetings

11. Calling general meeting

11.1 A majority of Directors may, at any time, call a general meeting.

11.2 A Member may:

- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
- (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

11.3 Where a Member has requested that the Directors call a general meeting in accordance with clause 11.2(a), prior to calling an general meeting, the Directors will invite submissions from and liaise with the nominated representative of those Members requisitioning the meeting to endeavour to resolve the issues giving rise to the requisition. Should the parties be unable to resolve the issues within 21 days of the Association first receiving the requisition then the Directors will convene a general meeting to be held not less than two months after the date of the requisition at such time and place as the Directors may determine.

12. Notice of general meeting

12.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

12.2 A notice calling a general meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

12.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
- (b) the election of directors; or
- (c) the appointment of the remuneration of the Auditor.

12.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 11.2).

12.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 59.1 entitled to receive notices from the Association.

12.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

13. Member

In clauses 14, 15, 19 and 24, **Member** includes a Member present in person or by proxy, attorney or Representative.

14. Quorum

14.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

14.2 A quorum of Members is three Members.

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

- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

15. Mode of general meeting

15.1 A general meeting may be called or held at two or more venues using technology that gives the Members as a whole a reasonable opportunity to participate, to be determined by the Directors at their absolute discretion.

16. Resolution in writing

16.1 A resolution in writing signed by such number of Members constituting Special Majority Approval is to be treated as a determination of the Members passed at a general meeting of the Members duly convened and held.

16.2 A resolution in writing may consist of a number of counterparts, each signed by one or more Members and if so signed it takes effect on the latest date on which a Member signs one of the counterparts.

16.3 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile of a resolution of Members is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

17. Chairperson

17.1 The President, or in the President's absence the Vice-President, will be entitled to preside as the chairperson at every general meeting.

- 17.2 The Directors present may elect a chairperson of a general meeting if:
- (a) there is no President or Vice-President then appointed or present; or
 - (b) neither the President or Vice-President is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the President or Vice-President are unwilling to act as chairperson of the general meeting.
- 17.3 If no election is made under clause 17.2, then:
- (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 17.4 If there is a dispute at a general meeting about a question of procedure, the chairperson of that general meeting may determine the question.

18. Adjournment

- 18.1 The chairperson of a general meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 18.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 18.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 18.4 Notice of an adjourned general meeting must only be given in accordance with clause 12.1 if a general meeting has been adjourned for more than 21 days.

19. Decision on questions

- 19.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 19.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 19.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 19.4 The demand for a poll may be withdrawn.
- 19.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

20. Taking a poll

- 20.1 A poll will be taken when and in the manner that the chairperson directs.
- 20.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 20.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 20.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 20.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 20.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

21. Casting vote of chairperson

The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

22. Postal ballots

- 22.1 The Directors may submit any question or resolution that is not required to be passed as a Special Majority Approval to all Members entitled to vote by means of a postal ballot.
- 22.2 The Directors will determine:
 - (a) the form of the ballot paper;
 - (b) the polling date; and
 - (c) whether the postal ballot is to be a secret postal ballot.
- 22.3 The following provisions will apply to any question or resolution submitted to Members entitled to vote by means of a postal ballot:
 - (a) the polling date must be not less than nine weeks and not more than four months after the making of the determinations provided for in clause 22.2;
 - (b) where it has been determined that the postal ballot is to be a secret postal ballot, the Directors will determine the manner in which the ballot will be taken in order to ensure its secrecy;
 - (c) the Association must cause one ballot paper to be forwarded by post to each Member at least five weeks before the polling date;
 - (d) only votes that are received by the Association on or before the polling date will be counted;
 - (e) if any question arises as to the validity of any vote it will be determined by the President, the Vice-President and the Honorary Treasurer, or if they are unable to do so, any three of the Directors, and their determination will be final and binding;
 - (f) the proposed resolution will be by simple majority according to the number of valid votes for and against the resolution. For the avoidance of doubt, the President will not have a casting vote;

- (g) the proposed resolution and the number of valid votes for and against respectively will be entered in the book of proceedings of the general meeting and signed by the President and the Vice-President, or if they are unable to do so, by any two Directors;
- (h) no resolution will be deemed to be invalid because a ballot paper was not received by any Member at his or her registered address or by the Association; and
- (i) any duties required by this clause 22.3 to be performed by the President, Vice- President and/or the Honorary Treasurer will in their absence be performed by another Director or the Chief Executive Officer.

22.4 Any resolution deemed by virtue of clause 22.3 to be passed will, subject to the Corporations Act and other than in the case of a matter requiring Special Majority Approval, have the same effect and operation as if it were a resolution passed validly at a general meeting of Members held on the polling date.

23. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

24. Entitlement to vote

24.1 A Member is not entitled to vote at a general meeting if the Member's Annual Subscription or Extraordinary Financial Levy (or both) is more than one month in arrears at the date of the meeting.

24.2 A Member entitled to vote has one vote.

25. Objections

25.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.

25.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.

25.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

26. Votes by proxy

- 26.1 If a Member appoints a proxy or an attorney, the proxy or attorney may not vote on a show of hands.
- 26.2 A proxy may demand or join in demanding a poll.
- 26.3 A proxy or attorney may vote on a poll.
- 26.4 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

27. Document appointing proxy

- 27.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 27.2 For the purposes of clause 27.1, an appointment received at an electronic address will be taken to be signed by the Member if:
 - (a) a personal identification code allocated by the Association to the Member has been input into the appointment; or
 - (b) the appointment has been verified in another manner approved by the Directors.
- 27.3 A proxy's appointment is valid at an adjourned general meeting.
- 27.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 27.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,
even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 27.6 If a proxy appointment is signed by the Member but does not name the proxy in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors.

28. Lodgment of proxy

- 28.1 The written appointment of a proxy or attorney must be received by the Association, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 28.2 The Association receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Association's registered office;
 - (b) a facsimile number at the Association's registered office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

29. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Association before the relevant general meeting or adjourned general meeting.

Appointment and removal of Directors

30. Number of Directors

- 30.1 There will not be less than five nor more than ten Directors unless the Association in general meeting by resolution changes the maximum number.
- 30.2 The initial Directors of the Association are the persons who have consented to act as directors and are set out in the Association's application for registration as a Association. Those persons hold office subject to the Constitution.

31. Board

- 31.1 The Directors, acting as a board, shall consist of the following:
- (a) the President;
 - (b) the Vice-President;
 - (c) the Honorary Treasurer;

- (d) the Immediate Past President;
- (e) at least one and up to six Ordinary Directors,

and for the avoidance of doubt, each of the persons holding an abovementioned board of Director position (**Board Position**) is a Director for the purpose of this Constitution.

32. Eligibility for election as a Director

32.1 A person is only eligible for election (or re-election) or appointment (or re-appointment) as a Director if the person:

- (a) is a Member; and
- (b) is not otherwise precluded from nomination as a Director under clause 35.3.

32.2 A person is only eligible for appointment as the Immediate Past President if he or she meets the condition under clause 32.1.

33. Appointment and removal of Directors

33.1 The Association may by resolution passed in general meeting:

- (a) appoint new Directors, for the avoidance of doubt, in respect of any of the Board Positions with the exception of the Immediate Past President;
- (b) subject to clause 30.1, increase or reduce the number of Directors;
- (c) remove any Director before the end of the Director's period of office; and
- (d) appoint another person in the Director's place.

33.2 A person who, immediately prior to their retirement from office under clause 35.1, held the Board Position of President in accordance with the terms of this Constitution, shall (subject to them giving any requisite consent to act, in a form reasonably required by the Association) be appointed as the Immediate Past President, and the person, if any, who previously held the position of the Immediate Past President shall be deemed to have retired from that position. Subject to the law and for the avoidance of doubt, no Member approval or resolution under clause 33.1 is required for this appointment.

33.3 Subject to there being vacancies in the relevant Board Position, votes for election to Board Positions, and the results of each relevant resolution, will be counted and determined in the following order:

- (a) votes for election of the President;
- (b) votes for election of the Vice-President;
- (c) votes for election of the Honorary Treasurer; and
- (d) votes for election of the Ordinary Directors.

33.4 In accordance with clause 37.1 and for the avoidance of doubt, a Member who has been elected to a Board Position on the board of Directors (whether he or she holds that Board Position effective immediately or from the conclusion of the relevant general meeting) is ineligible to be elected, appointed or to otherwise hold any other Board Position on the board of Directors, and any votes cast for a Member who is ineligible to be elected, appointed or to otherwise hold any other Board Position shall be disregarded for the purpose of that resolution.

- 33.5 If the number of eligible Nominees for election to each of the Board Positions:
- (a) does not exceed the number of vacancies available, the Nominee or Nominees will be deemed to have been duly elected and will be declared as such at the general meeting; or
 - (b) exceeds the number of vacancies available, the Directors must appoint a returning officer or returning officers and conduct a postal ballot prior to the relevant general meeting in accordance with procedures it determines from time to time
- 33.6 If two or more eligible Nominees for election to a Board Position receive an equal number of votes, the successful candidate will be determined by a random lot, in a method to be determined by the Directors from time to time.
- 33.7 A person appointed under clause 33.1(d) will hold office for the period for which the Director replaced would have held office if the Director had not been removed.
- 33.8 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Association, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 33.9 Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 33.1(c) or annul the suspension and reinstate the Director.
- 33.10 Where possible, and subject to any other term of this Constitution and the law, the Association shall exercise reasonable endeavours to ensure that Directors normally resident in at least five of the Regions shall have the opportunity to be elected as Directors.

34. Additional and casual Directors

- 34.1 Subject to clause 30.1, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- 34.2 A Director appointed under clause 34.1 will hold office until the next general meeting of the Association, where that Director must stand for election in accordance with clause 33.1.
- 34.3 For the purposes of determining when the Director has served the maximum number of consecutive terms of office under clause 35.3, the period between the Director's appointment to fill a casual vacancy under this clause 34 and his or her election at the next following annual general meeting (if applicable) shall be disregarded.

35. Term for Directors

- 35.1 A Director must retire from office at the conclusion of the second annual general meeting following the annual general meeting at which he or she was last elected (**Term**). For the avoidance of doubt, a Director appointed as the Immediate Past President must retire from office at the conclusion of the second annual general meeting after the date on which that Director was appointed as the Immediate Past President.
- 35.2 Subject to clauses 32 and 35.3, a retiring Director will be eligible for re-election.
- 35.3 In addition to any other prohibition or requirements imposed under this Constitution and the law:
- (a) a person is ineligible to be elected or appointed as a Director if they are in arrears in payment of their Annual Subscription or any Extraordinary Financial Levy at the time of their purported election or appointment as a Director;

- (b) the President is ineligible to be elected or re-appointed to that Board Position for a second consecutive Term;
- (c) subject to clause 34.3, a person is ineligible to be elected or re-appointed for a fourth consecutive Term, irrespective of the Board Position(s) held during his or her Terms;
- (d) subject to clause 34.3, any Term spent in the Board Position of Immediate Past President will not be included for the purpose of determining the number of consecutive Terms under clause 35.3(c). However, any time spent in the Board Position of Immediate Past President will not, but for the time spent in that Board Position, render any period of time or any number of Terms non-consecutive; and
- (e) for the avoidance of doubt, where a Director vacates his or her office under clause 38 at any time after an annual general meeting in a year, but for the time between that vacation of office and the next occurring annual general meeting in that next year, will not render any period of time or any number of Terms non-consecutive.

36. Filling vacated office

- 36.1 When a Director retires at a general meeting, the Association may by ordinary resolution elect a person to fill the vacated office in accordance with clause 33.
- 36.2 If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:
 - (a) it is resolved not to fill the vacated office; or
 - (b) the resolution for the re-election of the Director is put and lost.

37. Nomination of Director

- 37.1 A Member may be nominated for election to more than one Board Position on the board of Directors, but a Member who has been elected to a Board Position on the board of Directors is ineligible to be elected, appointed or to otherwise hold any other Board Position on the board of Directors.
- 37.2 A Member (other than a retiring Director) is not eligible for election as a Director at a general meeting unless that Member (the **Nominee**), or a Member who intends to propose that Member, has left at the Association's registered office a written notice signed by the Nominee:
 - (a) giving the Nominee's consent to the nomination; and
 - (b) stating either that the Nominee is a candidate for the office of Director and specifying the Board Position for which the Nominee is a candidate.
- 37.3 A purported nomination in accordance with clause 37.2 which fails to specify the Board Position for which the Nominee is a candidate shall be deemed to be a nomination for the Board Position of Ordinary Director.
- 37.4 A notice given in accordance with clause 37.1 must be left at the Association's registered office at least 30 days before the relevant general meeting.
- 37.5 A written notice referring to all Director vacancies and each candidate for election and the Board Position for which they are seeking election, must be sent to all Members at least seven days before every general meeting at which an election of a Director will take place.

38. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) ceases to be a Member;
- (b) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (c) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (d) resigns by notice in writing to the Association; or
- (e) is removed by a resolution of the Association;
- (f) is absent from Directors' meetings for four consecutive months without leave of absence from the Directors; or
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest as required by the Corporations Act.

39. President, Vice-President, Honorary Treasurer and Immediate Past President

- 39.1 The President, Vice-President and Honorary Treasurer shall be elected and removed in accordance with clause 33, to serve their term in accordance with clause 35.
- 39.2 Subject to clause 38, the Immediate Past President shall be the person who held the immediately prior Board Position of President prior to their retirement under clause 35.1.
- 39.3 For the avoidance of doubt, each of these Board Position may be filled in accordance with clause 34 in the event of a casual vacancy.
- 39.4 The President shall, subject to the provisions of this Constitution and the Corporations Act, act as chairperson of the Board and the general meetings.
- 39.5 The Vice-President shall, subject to the provisions of this Constitution and the Corporations Act, act in place of the President as chairperson of the Board and the general meetings if the President is unable to do so.

Powers and duties of Directors

40. Powers and duties of Directors

- 40.1 The business of the Association is managed by the Directors who may exercise all powers of the Association that this Constitution and the Corporations Act do not require to be exercised by the Association in general meeting.
- 40.2 Without limiting the generality of clause 40.1, the Directors may exercise all the powers of the Association to:
 - (a) borrow money;
 - (b) charge any property or business of the Association;

- (c) issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person; and
- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

Proceedings of Directors

41. Directors' meetings

- 41.1 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 41.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director. The written notice must indicate the business that is to be dealt with at that Directors' meeting.
- 41.3 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 41.4 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 41.5 Subject to clause 44, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 41.6 Clauses 41.3 to 41.4 apply to meetings of Directors' committees as if all committee members were Directors.
- 41.7 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 41.8 Subject to clause 41.9, a quorum is a majority of the total number of Directors as at the time of the meeting.
- 41.9 Where a quorum cannot be achieved for 2 consecutive Directors' meetings (**Failed Meetings**) before the Director's meeting in question (**Current Meeting**), the quorum shall be those Directors who are present at the Current Meeting.
- 41.10 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

42. Decision on questions

- 42.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 44, each Director has one vote.
- 42.2 The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.
- 42.3 A Director is not entitled to appoint an alternate to that Director.

Payments to Directors

43. Payments to Directors

No payment will be made to any Director of the Association other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Association where the amount payable does not exceed an amount previously approved by the Directors of the Association;
- (b) for any service rendered to the Association by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Association and where the amount payable is approved by the Directors of the Association and is not more than an amount which commercially would be reasonable payment for the service;
- (c) of any salary or wage due to the Director as an employee of the Association where the terms of employment have been approved by the Directors of the Association; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B of the Corporations Act.

44. Directors' interests

44.1 No contract made by a Director with the Association and no contract or arrangement entered into by or on behalf of the Association in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

44.2 No Director contracting with or being interested in any arrangement involving the Association is liable to account to the Association for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

44.3 A Director is not disqualified merely because of being a Director from contracting with the Association in any respect.

44.4 Subject to clause 43, Director or a body or entity in which a Director has a direct or indirect interest may:

- (a) enter into any agreement or arrangement with the Association;
- (b) hold any office or place of profit other than as auditor in the Association; and
- (c) act in a professional capacity other than as auditor for the Association,

and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Association or from holding an office or place of profit in or acting in a professional capacity with the Association.

44.5 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or

- (b) vote on the matter, unless permitted by the Corporations Act to do so, in which case the Director may:
- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

44.6 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Association or in which the Association may be interested as a vendor, shareholder or otherwise and is not accountable to the Association for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

45. Remaining Directors

45.1 The Directors may act even if there are vacancies on the board.

45.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) call a general meeting.

46. Chairperson

46.1 The Directors may elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.

46.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

46.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

47. Delegation

47.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.

47.2 The Directors may at any time revoke any delegation of power to a committee.

47.3 At least one member of each committee must be a Director.

47.4 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

47.5 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.

47.6 Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

48. Written resolutions

48.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

48.2 For the purposes of clause 48.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

48.3 Any document referred to in this clause 48 may be in the form of a facsimile or electronic transmission.

48.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this clause 48.

48.5 This clause 48 applies to meetings of Directors' committees as if all members of the committee were Directors.

49. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

50. Minutes and Registers

50.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 48;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made under clause 44.

50.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

50.3 The Association must keep all registers required by this Constitution and the Corporations Act, including, for the avoidance of doubt, the Register.

Chief Executive Officer

51. Appointment of Chief Executive Officer

- 51.1 The Directors may appoint a person to be the Chief Executive Officer of the Association for such period and on such terms as they think fit. Subject to the terms of any agreement entered into in a particular case, the Directors may at any time terminate any such appointment.
- 51.2 The Chief Executive Officer need not be a Director or a Member of the Association.

52. Powers of a Chief Executive Officer

- 52.1 The Directors may delegate to the Chief Executive Officer any of the powers exercisable by them under this Constitution and may at any time withdraw, suspend or vary any of those powers. Giving powers to the Chief Executive Officer does not prevent the exercise of those powers by the Directors.

Secretary

53. Secretary

- 53.1 If required by the Corporations Act, there must be at least one Secretary of the Association appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 53.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 53.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.
- 53.4 A Secretary is not required to be a Member.

Seals

54. Common Seal

If the Association has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign the document.

55. Duplicate Seal

If the Association has a Seal, the Association may have one or more duplicate seals of the Seal each of which:

- (a) must be a facsimile of the Seal with 'Duplicate Seal' on its face;
- (b) must not be used except with the authority of the Directors.

Code of conduct

56. Code of conduct and by-laws

- 56.1 The Directors may make or adopt by-laws with respect to any matter or circumstances for the purposes of giving effect to any provision of this Constitution or generally for the purpose of carrying out the objects of the Association, which shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution shall prevail over any by-law made or adopted in accordance with this clause 56.1.
- 56.2 The Members may, by resolution passed in general meeting, make or adopt a code of conduct (**Code of Conduct**) with respect to any matter or circumstances for the purposes of giving effect to any provision of this Constitution or generally for the purpose of carrying out the objects of the Association, which shall be binding on the Members, provided that to the extent of any inconsistency, this Constitution and any by-law made or adopted in accordance with clause 56.1 shall prevail over any Code of Conduct made or adopted in accordance with this clause 56.2.

Inspection of records

57. Inspection of records

- 57.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Association or any of them will be open for inspection by Members other than Directors.
- 57.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Association unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

58. Service of notices

- 58.1 Notice may be given by the Association to any person who is entitled to notice under this Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Association for sending notices to the person.

- 58.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 58.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 58.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Association's registered office.
- 58.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 58.
- 58.6 A certificate in writing signed by a Director, Secretary or other officer of the Association that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 58.7 Subject to the Corporations Act the signature to a written notice given by the Association may be written or printed.
- 58.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

59. Persons entitled to notice

- 59.1 Notice of every general meeting must be given to:
- (a) every Member;
 - (b) every Director; and
 - (c) any Auditor.
- 59.2 No other person is entitled to receive notice of a general meeting.

Audit and accounts

60. Audit and accounts

- 60.1 The Directors must cause the Association to keep written financial records in relation to the business of the Association in accordance with the requirements of the Corporations Act.
- 60.2 To the extent required by the Corporations Act, the Directors must cause appropriate financial and other reports to be prepared and audited or reviewed in accordance with the requirements of the Corporations Act.

Winding up

61. Winding up

61.1 If the Association is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Association for the:
- (c) payment of debts and liabilities of the Association (in relation to clause 61.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$25.

61.2 If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation, to be determined by the Directors in their absolute discretion, which has objects similar to the objectives of the Association as set out in clause 5.1, as amended from time to time, and which shall, by its constitution, prohibit the distribution of its income and property amongst its members to an extent no less than under in this clause 61.

61.3 If, and only to the extent that any surplus remains which cannot be transferred under clause 61.2, that surplus will be given or transferred to another corporation which, by its constitution, is:

- (a) required to pursue charitable purposes only;
- (b) required to apply its profits (if any) or other income in promoting its objects; and
- (c) prohibited from making any distribution to its members or paying fees to its directors, such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of New South Wales for determination.

61.4 Where it furthers the purposes of the Association to amalgamate with any one or more other organisations having similar purposes to the purposes of the Association, the other organisation or organisations must have rules prohibiting the distribution of its income and property to members to an extent no less than under in this clause 61.

Indemnity

62. Indemnity

62.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Association indemnifies every person who is or has been an officer of the Association against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of the Association (including liabilities incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment); or

- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Association (including legal costs incurred by the officer as an officer of a subsidiary of the Association where the Association requested the officer to accept that appointment).

62.2 The amount of any indemnity payable under clauses 62.1(a) or 62.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Association with a GST tax invoice for the GST Amount.

62.3 For the purposes of this clause 62, **officer** means:

- (a) a Director; or
- (b) a Secretary.