



CONSTITUTION

Australian Interactive Media Industry Association Inc.

Incorporated under the Associations Incorporation Act 1987 (W.A.)

May 2010



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RULES

1. NAME

The name of the Association is Australian Interactive Media Industry Association Incorporated and shall be known alternatively by the acronym AIMIA.

2. DEFINITIONS

In this Constitution, unless the contrary intention, appears:

"Act" means the Associations Incorporation Act 1987 (W.A.);

"Annual General Meeting" means the meeting of members required to be held each calendar year in accordance with section 23 of the Act;

"Applicant" means any person desiring to be an Associate Member, Honorary Member, Individual Member, Large Corporate Member, Patron Member, Small Business Member, Student Member, or any other member as determined by the National Committee in accordance with Rule 7.1(h);

"Associate Member" means any Associate Organisation which applies for and is accepted as a member of the Association;

"Associate Organisation" means any body corporate, partnership, or unincorporated association which is not a Large Organisation or a Small Organisation but is otherwise associated with or interested in the interactive media industry;

"Association" means the Australian Interactive Media Industry Association Incorporated;

"Body Corporate" means an entity incorporated pursuant to the Corporations Law, the Act or any other equivalent legislation to the Act in Australia;

"Chapter" means a branch of the Association as referred to in Rule 23;

"Chief Executive Officer" means the chief executive officer of the Association referred to in Rule 36;

"Financial Member" means a Member who is obliged to pay a subscription and who has paid that subscription on or before the date fixed by Rule 16 or within three (3) months of that date;

"Financial Year" has the meaning given by section 3(1) of the Act;

"Honorary Member" means any Member awarded the status of Honorary Member in accordance with Rule 12;

"Individual" means any natural person over the age of 18 years who either has an interest in or is a participant in the creation, production, distribution or use of interactive media;

"Individual Member" Means any natural person who applies for and is accepted as a member of the Association;

"Large Corporate Member" means any Large Organisation which applies for and is accepted as a member of the Association;

"Large Organisation" means any body corporate, partnership, or unincorporated association with 75 or more employees which directly



participates in the creation, production, distribution, or use of interactive media;

"Members" means Associate Members, Honorary Members, Individual Members, Large Corporate Members, Patron Members, Small Business Members, Student Members, and any other members determined by the National Committee in accordance with Rule 7.1(h);

"National Committee" means the committee of management of the Association referred to in Rule 25;

"National President" means the national president of the Association referred to in Rule 29;

"National Secretary" means the national secretary of the Association referred to in Rule 30;

"National Treasurer" means the national treasurer of the Association referred to in Rule 31;

"National Vice-President" means the national vice-president referred to in Rule 29;

"Officer" means a member of the National Committee as referred to in Rule 25.1;

"Ordinary Resolution" has the meaning described in Rule 21;

"Patron Member" means any Individual, body corporate, partnership, or unincorporated association which makes a donation, as determined by the National Committee from time to time, to the Association which applies for and is accepted as a member of the Association according to the rules determined by the National Committee from time to time;

"Person" means a natural person;

"Proxy" has the meaning described in Rule 21;

"Register of Members" means the register of the Members kept pursuant to Rule 15;

"Representative" has the meaning described in Rule 21;

"Rule" means a rule of this Constitution;

"Small Corporate Member" means any Small Organisation which applies for and is accepted as a member of the Association;

"Small Organisation" means any body corporate, partnership, or unincorporated association with less than 75 employees which directly participates in the creation, production, distribution, or use of interactive media;

"Special Interest Group" means a special interest group referred to in Rule 35;

"Special General Meeting" means a meeting of the Members convened under Rule 17.2;

"Special Resolution" has the meaning given by section 24 of the Act;

"Student" means any Individual who is enrolled in a secondary or tertiary educational institution; and

"Student Member" means any student who applies for and is accepted as a member of the Association.



3. INTERPRETATION

In the interpretation of this Constitution:

- (a) unless the context otherwise requires, words in the singular number shall include the plural and visa versa;
- (b) a reference to any legislation, regulation, proclamation, ordinance, by-law, or other instrument includes a reference to all statutes, regulations, proclamations, ordinances, by-laws, and instruments amending, consolidating or replacing it or made or issued under it; and
- (c) a decision by the National Committee or its nominee on the interpretation of any provision of this Constitution or any regulation made under this Constitution is binding on all the Members.

4. POWERS

The powers conferred on the Association by Section 13 of the Act include all those powers conferred upon a company by virtue of the Corporations Law.

5. OBJECTIVES

The objectives of the Association are to:

- (a) foster the development of an internationally competitive interactive media and new media industry in Australia;
- (b) represent the Australian interactive media industry nationally and internationally with government, media, customers, suppliers, financiers, distributors, and content owners;
- (c) provide the Members with the opportunity to contribute to the development of industry and government policy to guide the interactive media industry;
- (d) promote a wider understanding of the benefits of interactive media and new media;
- (e) identify and develop export opportunities for the Australian interactive media industry;
- (f) facilitate the building of resilient business networks involving the Members;
- (g) develop and manage a comprehensive business referral service;
- (h) provide a forum for the exchange of information among the Members;
- (i) encourage and facilitate the professional development of interactive media industry participants; and
- (j) do all things incidental or conducive to the attainment of all or any of the objectives of the Association.



6. INCOME AND PROPERTY

The income and property of the Association shall be applied solely to the promotion of the objectives specified in Rule 4 and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of pecuniary profit to the Members provided however that remuneration may be paid in good faith to the employees of other persons in return for services actually rendered to the Association.

7. MEMBERSHIP

7.1 Classes

Membership shall be open to those who subscribe to the objectives of the Association as specified in Rule 4 and who pay the subscription fee applicable from time to time. The Association shall consist of the following classes Members:

- (a) Associate Members;
- (b) Honorary Members;
- (c) Individual Members;
- (d) Large Corporate Members;
- (e) Patron Members;
- (f) Small Corporate Members;
- (g) Student Members; and
- (e) such other classes, with the required qualifications, rights and other provisions as the National Committee may resolve to establish from time to time.

7.2. Membership not Transferable

The rights and privileges of membership shall not be transferable by any Member.

8. QUALIFICATION FOR MEMBERSHIP

8.1 Associate Members

Any Associate Organisation may apply to become an Associate Member.

8.2 Honorary Members

Any Associate Member, Individual Member, Large Corporate Member, Patron Member, Small Business Member, Student Member, or any other members determined by the National Committee in accordance with Rule 7.1(h) may be appointed an Honorary Member in accordance with Rule 12.

8.3 Individual Members

Any Individual may apply to become an Individual Member.

8.4 Large Corporate Members

Any Large Organisation may apply to become a Large Corporate Member.



8.5 Patron Members

Any Individual, body corporate, partnership, or unincorporated association may apply to become a Patron Member.

8.6 Small Corporate Members

Any Small Organisation may apply to become a Small Corporate Member.

8.7 Student Members

Any Student may apply to become a Student Member.

9. RIGHTS OF MEMBERS

9.1 Associate Members

An Associate Member shall have:

- (a) the right to receive notice of all general meetings;
- (b) the right to attend at all general meetings in person;
- (c) such other rights as the National Committee may determine from time to time;
- (d) no right to vote at general meetings; and
- (e) no right to vote in the election of Officers.

9.2 Honorary Members

An Honorary Member shall have:

- (a) the right to receive notice of all general meetings;
- (b) the right to attend at all general meetings in person;
- (c) such other rights as the National Committee may determine from time to time;
- (d) no right to vote at general meetings; and
- (e) no right to vote in the election of Officers.

9.3 Individual Members

An Individual Member shall have:

- (a) the right to receive notice of all general meetings;
- (b) the right to attend at all general meetings in person or by proxy;
- (c) the right to cast one vote in each matter to be voted on in at a general meeting provided the Individual Member is a Financial Member on the day the notice of the meeting is dated;
- (d) the right to one vote in the election of Officers provided the Individual Member is a Financial Member on the day the votes are due; and
- (e) the right to be involved in the activities of one Chapter (as selected by the Individual Member by notice to the Association's national office) in accordance with the rules the National Committee may determine from time to time;



- (f) such other rights as the National Committee may determine from time to time.

9.4 Large Corporate Members

A Large Corporate Member shall have:

- (a) the right to involve a number, as the National Committee may determine from time to time, or persons (who may be substituted at the Large Corporate Member's discretion from time to time) in activities of one Chapter (as selected by the Large Corporate Member by notice to the Association's national office) in accordance with the rules the National Committee may determine from time to time;
- (b) the right to receive notice of all general meetings;
- (c) the right to attend at all general meetings in person or by proxy;
- (d) the right to cast two votes in each matter to be voted on in at a general meeting provided the Large Corporate Member is a Financial Member on the day the notice of the meeting is dated;
- (e) the right to two votes in the election of Officers provided the Large Corporate Member is a Financial Member on the day the votes are due; and
- (f) such other rights as the National Committee may determine from time to time.

9.5 Patron Members

A Patron Member shall have:

- (a) the right to receive notice of all general meetings;
- (b) the right to attend at all general meetings in person or by proxy;
- (c) such other rights as the National Committee may determine from time to time;
- (d) the right to cast one vote in each matter to be voted on in at a general meeting provided the Patron Member has paid a donation, as determined by the National Committee from time to time, to the Association by the day the notice of the meeting is dated; and
- (e) no right to vote in the election of Officers.

9.6 Small Corporate Members

A Small Corporate Member shall have:

- (a) the right to involve a number, as the National Committee may determine from time to time, or persons (who may be substituted at the Small Corporate Member's discretion from time to time) in activities of one Chapter (as selected by the Small Corporate Member by notice to the Association's national office) in accordance with the rules the National Committee may determine from time to time;
- (b) the right to receive notice of all general meetings;
- (c) the right to attend at all general meetings in person or by proxy;



- (d) the right to cast one vote in each matter to be voted on in at a general meeting provided the Small Corporate Member is a Financial Member on the day the notice of the meeting is dated;
- (e) the right to one vote in the election of Officers provided the Small Corporate Member is a Financial Member on the day the votes are due; and
- (f) such other rights as the National Committee may determine from time to time.

9.7 Student Members

A Student Member shall have:

- (a) the right to receive notice of all general meetings;
- (b) the right to attend at all general meetings in person;
- (c) such other rights as the National Committee may determine from time to time;
- (d) no right to vote at general meetings; and
- (e) no right to vote in the election of Officers.

10. APPLICATION FOR MEMBERSHIP

10.1 An Applicant shall sign an application form addressed to the Association at its national office stating:

- (a) name and address; and
- (b) that if accepted to membership the Applicant will agree to be bound by this Constitution.

10.2 Every application shall be accompanied by the applicable subscription set in accordance with Rule 16 which shall in the event of the Applicant's failure to be accepted for membership be refunded to the Applicant.

11. ACCEPTANCE TO MEMBERSHIP

The Chief Executive Officer or the Chief Executive Officer's nominee shall consider each application made under Rule 10 and accept or decline that application and if that application is declined shall not be obliged to give reasons for that decision.

12. HONORARY MEMBERS

12.1 Honorary Membership may be awarded at the sole discretion of the National Committee.

12.2 Honorary Membership shall cease at the expiration of 12 months after its award.



13. RESIGNATION OF MEMBERS

Any Member who has paid all money due from or payable by the Member to the Association may resign from the Association upon giving written notice to the Association at its national office and such notice shall be effective on receipt of it by the Association.

14. EXPULSION OF MEMBERS

14.1 If the National Committee considers that a Member should be expelled from membership of the Association because the Member's conduct is detrimental to the objectives or interests of the Association, the National Committee shall communicate, in writing, to the Member:

- (a) notice of the proposed expulsion and of the time, date, and place of the National Committee meeting at which the proposed expulsion will be decided; and
- (b) particulars of the conduct that is detrimental to the objectives or interests of the Association.

14.2 At the National Committee meeting referred to in a notice communicated under Rule 14.1, the National Committee may, having given the Member a reasonable opportunity to be heard or make representation in writing, expel or decline to expel that Member from membership, and shall communicate that decision in writing to that Member without the need for the National Committee to give that Member reasons for its decision.

14.3 Subject to Rule 14.5, a Member who is expelled under Rule 14.2 ceases to be a Member 14 days after the day on which the decision to expel the Member is communicated to the Member under Rule 14.2.

14.4 A Member who is expelled under Rule 14.2 shall, if the Member wishes to appeal against that expulsion, give notice to the National Secretary of the Member's intention to do so within the period of 14 days referred to in Rule 14.3.

14.5 When notice is given under Rule 14.4:

- (a) the Association may by Ordinary Resolution confirm or set aside the decision of the National Committee to expel that Member, after having provided the Member who gave that notice a reasonable opportunity to make representations to the Association; and
- (b) the Member who gave that notice does not cease to be a Member until the decision of the National Committee to expel the Member is confirmed pursuant to Rule 14.5(a).

14.6 All voting in the National Committee and by the Members concerning the expulsion of a Member shall be by secret ballot.



15. REGISTER OF MEMBERS

15.1 Register to be Maintained

The Association shall maintain under the supervision of the Chief Executive Officer a register of Members which shall include:

- (a) name, address, and date of admission to membership for all Members;
- (b) for Members who are obliged to pay a subscription, the date of payment of all subscriptions;
- (c) for Patron Members in addition to the information specified in Rule 15.1(a), the date of payment of donations and the duration of the Patron Member's membership; and
- (d) for Honorary Members in addition to the information specified in Rule 15.1(a), the duration of the Honorary Member's membership.

15.2 Inspection of Register

A Member is entitled to inspect a register referred to in Rule 15.1.

16. SUBSCRIPTIONS OF MEMBERS

16.1 Amount of Subscription

The National Committee or its nominee shall from time to time determine the amount of the subscription to be paid by each class of Members obliged to pay a subscription.

16.2 Payment of Subscription

Each Member shall pay the Association, annually on the annual renewal date of that Member's grant of membership or before such other date as the National Committee or its nominee from time to time determines, the amount of the subscription determined under Rule 16.1.

16.3 Failure to Pay Subscription

A Member whose subscription is not paid within 3 months after the date fixed by or under Rule 16.2 ceases on the expiry of that period to be a Member, unless the Chief Executive Officer or the Chief Executive Officer's nominee decides otherwise.

16.4 Fees and Special Purpose Levies

The National Committee may from time to time impose on Members fees and special purpose levies provided they are for purposes consistent with the Association's objectives as specified in Rule 5.

16.5 No Refunds

Termination of membership does not entitle a Member to any refund of all or part of any subscription, fee, or special purpose levy.

17. GENERAL MEETINGS OF MEMBERS

17.1 Annual General Meetings

The Chief Executive Officer shall convene Annual General Meetings in accordance with section 23 of the Act. For each Annual General Meeting, a request from the Members for business to be raised:

- (a) must state the nature of the business;
- (b) may be from one Member if no resolution is required to be voted on at the meeting;
- (c) must be from at least 5 Members if a resolution is required to be voted on at the meeting; and
- (d) must be lodged with the Chief Executive officer within one month immediately proceeding the Annual General Meeting or such later date as the Chief Executive Officer may decide.

17.2 Convening of Special General Meetings

All special general meetings of Members other than Annual General Meetings shall be called Special General Meetings. Special General Meetings differ from ordinary meetings in that only business of which notice has been given shall be transacted. The National Committee:

- (a) may at any time convene a Special General Meeting;
- (b) shall, within 30 days of:
 - (i) receiving a request in writing to do so signed by not less than 30 members which notice sets out the purpose for the meeting, convene a Special General Meeting for the purpose specified in that request; or
 - (ii) the National Secretary receiving a notice under Rule 14.4, convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.

17.3 Notice of Special General Meetings

- (a) Subject to Rule 17.3(b), the Chief Executive Officer shall give to all Members not less than 14 days notice of a Special General Meeting and of any motions to be moved at the Special General Meeting.
- (b) The Chief Executive Officer shall give to all Members not less than 21 days notice of a Special General Meeting at which a Special Resolution is to be proposed and of any other motions to be moved at that Special General Meeting.
- (c) A notice of a Special General Meeting shall specify:
 - (i) the time, day, and place the meeting is to be held;
 - (ii) particulars of all business to be transacted at the meeting and of the order in which that business is to be transacted; and
 - (iii) a form of proxy.



17.4 Service of Notice of General Meetings

The Chief Executive officer may give notice of a general meeting by serving it on a Member personally or by sending it by prepaid ordinary post, facsimile, email, or by any other electronic means to a Member at the address of the Member appearing in the Register of Members.

18. QUORUM AT GENERAL MEETINGS

18.1 At any general meeting 15 Members or 5% of the Members, whichever is, lesser present in person, by proxy, or Representative shall constitute a quorum. No item of business shall be transacted at a general meeting unless a quorum of Financial Members is present in person or by proxy or by Representative at the time when the meeting proceeds to business.

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

- (a) as a result of a request or notice referred to in Rule 17.2(b), the general meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in Rule 18.2(a), the general meeting stands adjourned to the same time, day, and place in the following week or to another time, day, and place determined by the chair of the general meeting.

18.3 At an adjourned general meeting, if a quorum is not present within 30 minutes of the time appointed by Rule 18.2(b), the Members who are present in person or by proxy or by Representative may nevertheless proceed with the business of that general meeting as if a quorum were present.

19. ADJOURNMENT OF GENERAL MEETINGS

19.1 Power to Adjourn

The chair of a general meeting at which a quorum is present may adjourn that general meeting with the consent of that general meeting. The chair of a general meeting at which a quorum is present must adjourn that general meeting if directed to do so by that general meeting.

19.2 Business at Adjourned Meeting

No business shall be transacted at an adjourned general meeting other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

19.3 Notice of Adjournment

When a general meeting is adjourned for a period of 30 days or more, the Chief Executive Officer shall give notice under Rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.

20. VOTING AT GENERAL MEETINGS

20.1 Chair

A general meeting shall be chaired by the National President or in the National President's absence by the National Vice-President, or in the National Vice-President's absence by an officer elected to be chair of the general meeting by the Members present. If no Officer is present at a general meeting, the Members may elect a chair from amongst themselves.

20.2 Ordinary Resolutions

An Ordinary Resolution put to a vote shall be decided by a majority of votes cast on a show of hands (or by a ballot if a ballot is demanded under Rule 20.5), by those present (provided they are Financial Members) including those present in person, by proxy, and by Representative.

20.3 Special Resolutions

A Special Resolution put to a vote shall be decided in accordance with section 24 of the Act.

20.4 Declaration by Chair

A declaration by the chair of a general meeting that a resolution has been passed as an Ordinary Resolution shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a ballot is demanded in accordance with Rule 20.5.

20.5 Ballot

- (a) A ballot may be demanded by the chair of a general meeting or by three (3) Members present in person or by proxy or by Representative and, if so demanded, shall be taken in such manner as the chair directs.
- (b) If a ballot is demanded and taken in respect of an Ordinary Resolution, a declaration by the chair of the result of the ballot is evidence of the matter so declared.
- (c) A ballot demanded on the election of a person to chair a general meeting or, on the question of an adjournment shall be taken immediately on that demand being made.

21. PROXIES AND REPRESENTATIVES

21.1 Proxies

If a Member wishes to appoint a proxy to vote on the Member's behalf, the proxy need not be a Member but the Member must attend to such voting formalities for proxies as the National Committee or its nominee may determine from time to time.

21.2 Representatives

If a Member who is a body corporate wishes to appoint a Representative to vote on the Member's behalf, the Representative need not be a Member but the



Member must attend to such voting formalities for the Representative as the National Committee or its nominee may determine from time to time.

22. RESOLUTIONS OF MEMBERS WITHOUT A MEETING

22.1 Procedure

Subject to Section 23 of the Act, which requires the Association to hold an Annual General Meeting in every calendar year, matters requiring Ordinary Resolutions or Special Resolutions of the Members may be voted on without a general meeting if the procedure specified in Rule 22 is followed.

22.2 Notice of Vote

The Chief Executive Officer shall forward to each of the Members entitled to receive notice of general meetings:

- (a) the form of resolution to be passed;
- (b) whether the resolution is to be an ordinary Resolution or a Special Resolution;
- (c) a description of and reasons for the resolution; and
- (d) a ballot paper.

22.3 Time to Vote

The Members shall be allowed at least 30 days to return the ballot paper.

22.4 Declaration of Result

The Chief Executive Officer shall count the votes and provide a tally of the votes to the next National Committee meeting, the chair of which shall declare the resolution passed or defeated and the Chief Executive officer shall inform the Members of the result of the vote.

22.5 Deliveries

The documents to be delivered pursuant to this Rule 22.5 may be delivered by personal delivery, pre-paid ordinary post, facsimile, email, or by any other electronic means.

23. CHAPTERS

23.1 Establishment

The Association may establish chapters in each of the following states and territories:

- (a) Western Australia;
- (b) South Australia;
- (c) Victoria;
- (d) Tasmania;
- (e) New South Wales;
- (f) Queensland; and



(g) Australian Capital Territory.

23.2 Affiliation with Chapters

- (a) An Individual Member's residence within a particular geographical area referred to in Rule 23.1 shall automatically qualify that Individual Member as being affiliated with that Chapter.
- (b) The address of a Large Corporate Member or an Honorary Member for purposes of the Register of Members shall automatically qualify that Member as being affiliated with the Chapter covering the geographic area of the address.

23.3 Chapter Regulations

Each Chapter shall operate using the Chapter regulations set out as Schedule 1 of this Constitution and governed by the National Committee under Rule 25.2.

23.4 Chapter Committees

Each Chapter shall elect a Chapter committee which shall conduct its affairs in a manner which is consistent with this Constitution or the policy and procedures adopted by the National Committee from time to time.

23.5 Withdrawal of Recognition

If 75% or more of the officers form the opinion that a Chapter has:

- (a) ceased to function; or
- (b) engaged in conduct detrimental to the interests or objectives of the Association generally;

the National Committee may withdraw recognition of the Chapter by the following procedure:

- (i) the National Committee must resolve to withdraw recognition of the Chapter;
- (ii) the National Committee must give three (3) months written notice of the National Committee's intention accompanied by short particulars in writing to the Chapter committee of the grounds upon which the National Committee proposes to act;
- (iii) not later than one (1) month before the expiration of the notice given by the National Committee, the Chapter may submit any information to the National Committee regarding any matter stated in the grounds accompanying the notice for the consideration of the National Committee on or in connection with the motion for the withdrawal of its recognition;
- (iv) the National Committee must consider any submission which it receives from the Chapter; and
- (vi) the National Committee may take no action, confirm the resolution to withdraw recognition of the Chapter, or rescind the resolution.



24. ADDITIONAL CHAPTERS

The National Committee may from time to time take steps to establish a new Chapter in order to better service the needs of the Members in a specific geographic area. Such a new Chapter upon establishment shall have all the rights and obligations of the Chapters referred to in Rule 23.17.

25. NATIONAL COMMITTEE

25.1 Composition

The business of the Association shall be managed by the National Committee. The National Committee will comprise the following elected or appointed persons:

- (a) 9 persons elected to membership of the National Committee pursuant to Rule 25 or appointed under Rule 27; and
- (b) 2 members appointed by the National Committee from time to time to better represent the geographical, business or other interest of the Members;

all of whom shall be Australian residents.

25.2 Powers

The National Committee may:

- (a) exercise, subject to this Constitution and any regulations made by the Association, all such powers conferred on the Association as are not by the Act or the Corporations Law required to be exercised by the Association in general meeting; and
- (b) from time to time make, change, or delete regulations subordinate to this Constitution and such regulations shall be binding on the Members and may relate, without limitation, to:
 - (i) the creation, structure, membership, function, management, and control of Chapters, Sub-committees, Special Interest Groups and any other organ of the Association or any publication or activity of the Association;
 - (ii) members of Chapter Committees, Sub-committees, and Special Interest Groups, each of the foregoing as regards their appointment, removal, qualification, disqualification, duties, functions, powers, and rights;

provided that the Association may at a general meeting disallow, repeal, or change any such new or changed regulation.



25.3 Responsibilities

The National Committee shall be responsible to the Association and shall:

- (a) in accordance with section 26 of the Act, submit to the Members at the Annual General Meeting accounts of the Association at the end of the immediately preceding Financial Year; and
- (b) submit to the Members at the Annual General Meeting an annual report of the activities of the National Committee and the Association.

26. ELECTION OF NATIONAL COMMITTEE

26.1 Existing Officers

Subject to clause 25.1, at the Election of the National Committee to occur on or about 1 June 2010 ('First Election'), the Members will elect the Officers. The term which each Officer will serve pursuant to Rule 26.1A will be determined by agreement amongst the newly elected National Committee, or failing that, by lot.

26.1A

At the First Election:-

- (a) three Officers will be elected for a full three year term;
- (b) three Officers will be elected for a two year term; and
- (c) three Officers will be elected for a one year term.

As each Officer who is elected at the First Election retires at the end of their term, the incoming elected Officer will be elected for a three year term in accordance with Rule 26.3.'

26.2 Qualifications as an Officer

Each person seeking election or appointment as an Officer must be:

- (a) an Individual Member;
- (b) a nominee of a Small Corporate Member; or
- (c) a nominee of a Large Corporate Member.

26.3 Term of Office of Officers and Election Dates

Subject to this Constitution, the elected term of office for:

- (a) an Officer shall be three years; and
- (b) a member appointed under 25.1(b) shall be until the next election of Officers occurs, following that member's appointment

The final date for acceptance of votes in any election of Officers shall be no later than 30 days from the date of expiry of the term of an Officer's retirement date for the purposes of the election. A retiring Officer shall be eligible for re-election. If for whatever reason National Committee elections are to take place after the



expiry of the said term of office of an Officer, then the National Committee's powers specified in Rule 25.2 shall extend until such elections are completed.

26.4 Vote of Members

Election of Officers shall take place by vote of the Members conducted in accordance with Rule 26. The Chief Executive Officer shall be the returning officer for each National Committee election. Any equality in voting shall be resolved by the Chief Executive officer who shall have a casting vote. Subject to this Constitution, the Chief Executive Officer shall have absolute discretion in the conduct of each National Committee election.

26.5 Type of Election

In National Committee elections, each of the Members with voting rights shall have the power to elect all of the Officers of the National Committee referred to in Rule 25.1(a), so that the elections are conducted as national elections.

26.6 Notice of Nominations

The Chief Executive Officer shall forward to all Members a notice setting out or attaching a nomination form or requirements for nomination as referred to in Rule 26.8.

26.7 Closure of Nominations

Nominations for election to the National Committee shall close upon expiry of one calendar month's notice from the date of the notice referred to Rule 26.6.

26.8 Form of Nominations

To be accepted as a nomination, a copy of the form of nomination referred to in Rule 26.6 shall be:

- (a) signed by a Member who is a Financial Member as nominator;
- (b) include the full name and address of the candidate nominated and shall include a biography, a statement by the candidate of not more than the maximum number of words as determined by the Chief Executive Officer, and such other information as the Chief Executive Officer determines;
- (c) signed by the candidate nominated; and
- (d) delivered to the Chief Executive Officer on or before the date for closure of nominations referred to in Rule 26.7.

26.9 No Election Required

If the number of persons nominated for election to the National Committee does not exceed the number of vacancies to be filled under Rule 25.1(a), then:

- (a) the Chief Executive Officer shall report accordingly to the Members; and
- (b) the Chief Executive Officer shall declare the nominated candidates to be duly elected as the officers of the National Committee.



26.10 Ballot Paper and Closure Date

The Chief Executive Officer shall forward to each Member entitled to vote:

- (a) a ballot paper listing all candidates for election; and
- (b) notice of the closure date of the ballot.

26.11 Method of Counting Votes

Votes shall be calculated on the basis of "first past the post." Candidates may vote for themselves. Voting for either more or less than the correct number of candidates invalidates the ballot paper.

27. CASUAL VACANCIES ON NATIONAL COMMITTEE

27.1 Removal from National Committee

The National Committee may remove an officer from membership of the National Committee if a casual vacancy occurs. A casual vacancy occurs if an Officer:

- (a) dies;
- (b) resigns by notice in writing delivered to the National President, or if the Officer is the National President, to the National Vice-President;
- (c) is convicted of an offense under the Act;
- (d) is permanently incapacitated by mental or physical ill health;
- (e) is absent from three (3) or more consecutive National Committee meetings, or alternatively, three (3) or more National Committee meetings in the same Financial Year, of which such Officer has received notice without supplying an apology to be tendered at each of those National Committee meeting;
- (f) Ceases to be qualified as set out in Rule 26.2;
- (g) becomes directly interested in any contract or proposed contract with the Association and fails to declare that interest to the National Committee and the National Committee determines that the Officer should no longer be an Officer; or
- (h) commits any act or omission likely in the bona fide opinion of the National Committee to bring discredit to the Association or be inimical to its interests or objectives as specified in Rule 4 and the National Committee determines that the Officer should no longer be an Officer.

27.2 Appointment of Replacement

When a casual vacancy occurs as defined in Rule 27.1:

- (a) The National Committee may appoint as a replacement any person who would qualify for the purposes of a National Committee election under Rule 26.2;



- (b) a person appointed under this Rule 27.2 shall:
 - (i) Hold office for the remainder of the term for which the relevant Officer, in respect of which the casual vacancy arose, was elected; and
 - (ii) Subject to Rule 26.2, be eligible for election to membership of the new National Committee when that term expires.

28. OFFICE HOLDERS OF THE NATIONAL COMMITTEE

28.1 The National Committee shall from time to time elect from amongst themselves the Officers to hold the following positions:

- (a) National President;
- (b) National Vice-President;
- (c) National Secretary; and
- (d) National Treasurer.

28.2 The powers and obligations of each of the positions referred to in Rule 28.1 shall be as set out in this Constitution or in regulations subordinate to this Constitution, being regulations pursuant to Rule 25.2(b).

28.3 The office holder election shall be conducted by the Chief Executive officer.

28.4 An Officer may not hold any office specified in Rule 28.1 for more than three (3) successive terms (ignoring any part term arising from a casual vacancy) but may be elected to another office.

28.5 The term of office of the National President, National Vice-President, National Treasurer and National Secretary shall end on:

- (a) determination of the result of each National Committee election;
- (b) notice of resignation from the office being given to the Association;
- (c) the person ceasing to be an Officer for any reason; or
- (d) removal from the office by a resolution of the National Committee.

28.6 A casual vacancy in the office of National President, National Vice-President, National Treasurer or National Secretary may be filled by the National Committee from amongst the Officers and in that regard for determination of the procedure to be followed the Chief Executive Officer shall have absolute discretion. A person filling a casual vacancy holds office for the remainder of the term of the Officer who last held the position.

29. PRESIDENT AND VICE-PRESIDENT

29.1 The National President shall supervise the business of the Association and shall be the chair of every meeting of the National Committee. The National President shall be responsible for the enforcement of the Association's



Constitution and regulations set down by the National Committee. The National President shall keep the National Committee fully informed of the affairs of the Association and shall consult the National Committee when necessary regarding the business of the National Committee, any Chapter Committee or any other organ of the Association. The National President shall, by virtue of the status of the National President's office, be a non-voting member of all committees of the Association including of Sub-committees, Special Interest Groups, and Chapter Committees.

29.2 Subject to this Rule 29, the National President shall preside at all National Committee meetings.

29.3 The National Vice-President shall have such duties and powers as may be prescribed by the National Committee or delegated by the National President. In the absence or disability of the National President, the National Vice-President shall perform the duties of the National President.

29.4 In the event of the absence from a National Committee meeting of both the National President and the National Vice-President, an Officer elected by the other officers present shall chair the National Committee meeting.

29.5 In the event of the absence from a general meeting of both the National President and the National Vice-President, a Member elected by the other Members present at the general meeting shall preside at the general meeting.

30. NATIONAL SECRETARY

The National Secretary shall:

- (a) ensure that appropriate procedures are in place for the Chief Executive Officer and the Association's other employees to attend to the correspondence of the Association;
- (b) ensure that the Chief Executive Officer takes all necessary steps for the Association to comply with:
 - (i) section 27 of the Act in respect of the Register of Members;
 - (ii) section 28 of the Act in respect of the Rules of the Association; and
 - (iii) section 29 of the Act in respect of the record of office-holders, and any trustees, of the Association; and
- (c) ensure that the Chief Executive Officer maintains proper custody at the national office of the Association of all accounts, records, documents and registers affecting the Association nationally.

31. NATIONAL TREASURER

The National Treasurer shall ensure that the Chief Executive Officer or the Chief Executive officer's nominees:

- (a) pay all money of the Association into such account or accounts of the Association as the National Committee or its nominee may from time to time direct;
- (b) make payments from the funds of the Association with the authority of the National Committee or its nominee;
- (c) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (d) whenever directed to do so by the National President, submit to the National Committee or its nominee a report, balance sheet or financial statement in accordance with that direction; and
- (e) have custody of all the Association's securities, accounts, records and documents of a financial nature, including those referred to in Rule 31(d).

32. PROCEEDINGS OF NATIONAL COMMITTEE

32.1 The National Committee may meet for the dispatch of business, may adjourn meetings and may otherwise regulate its meetings as it sees fit. At any time, an Officer may and the Chief Executive Officer shall on the requisition of an Officer convene a meeting of the National Committee and a determination by a majority of the Officers present and forming a quorum, shall, for all purposes, be a determination of the National Committee.

32.2 Meetings of the National Committee may be attended by the Officers personally, by proxy, by telephone, or other electronic or audiovisual means.

32.3 Each Officer shall have one vote.

32.4 A question arising at a National Committee meeting shall be decided by a majority of votes, but if there is an equality of votes the chair of the relevant meeting shall have a casting vote in addition to the chair's vote referred to in Rule 32.3.

32.5 At a National Committee meeting, attendance by five (5) Officers constitute a quorum.

32.6 The procedure and order of business to be followed at a National Committee meeting shall be determined by the Officers present at the National Committee meeting unless the National Committee has previously determined otherwise.

32.7 An Officer having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

32.8 A resolution in writing, signed by 75% of the Officers, shall be valid as if it had been passed at a National Committee meeting. Such a resolution may consist of several documents in like form.



32.9 The National Committee may delegate any of its powers (other than that of delegation) to a Sub-committee formed pursuant to Rule 34. The National Committee may, by a resolution, revoke any delegation of its powers.

32.10 Any Officer who has a financial interest in any contract or arrangement made, or proposed to be made, with the Association shall disclose such interest to the meeting of the National Committee at which that contract or arrangement is first taken into consideration if such interest then exists, or in any other case at the first meeting of the National Committee after the acquisition of such interest. If any Officer has an interest in a contract or arrangement after it is made or entered into, such Officer shall disclose such interest at the first meeting held after the date of becoming so interested. No Officer shall vote as an Officer in respect of any contract or arrangement in which such officer has a financial interest. All declarations of financial interest under this rule shall be recorded in the minutes.

32.11 All acts done in good faith by a meeting of the National Committee or by an Officer or office holder will be valid and effective even if it is afterwards discovered that there was some defect in the appointment of that body or person or that the body or person was disqualified from acting for any reason.

33. REQUESTS TO CONVENE NATIONAL COMMITTEE MEETING

33.1 Convening by Chief Executive Officer
The Chief Executive Officer shall:

- (a) within seven (7) days of receiving a request in writing to do so signed by not less than 30 Members which notice sets out the purpose of the meeting, convene a meeting of the National Committee for the purpose specified in that request; and
- (b) within seven (7) days of receiving a request in writing to do so signed by no less than three (3) Officers which notice sets out the purpose of the meeting, convene a meeting of the National Committee for the purpose specified in the request.

33.2 Form of Request

A request for the purposes of Rule 33.1 may consist of more than one document in like form.

33.3 Convening by Members or Officers

If a meeting of the National Committee has not been convened within the relevant period of seven (7) days referred to:

- (a) in Rule 33.1(a), the Members who made the request may themselves convene a meeting of the National Committee;
- (b) in Rule 33.1(b), the Officers who made the request may themselves convene a meeting of the National Committee;



- (c) the National Committee shall ensure that the Members or the Officers convening the meeting are supplied free of charge with particulars of all the officers; and
- (d) the Association shall pay the reasonable expenses of convening and holding the meeting.

33.4 Notice of Meeting

The Chief Executive Officer or the Members or the Officers as the case may be, shall give notice of the meeting of the National Committee to be held within 14 days of receipt of the request referred to in Rule 33.1.

34. SUB-COMMITTEES

34.1 The chair of a Sub-committee must be taken by an Officer or, with the National Committee's prior approval, a Member, a nominee of a Member, or an employee of the Association.

34.2 The chair of a Sub-committee must select additional volunteer participants who must be Members, nominees of Members, Officers, or employees of the Association.

34.3 The chair of a Sub-committee must submit the full proposed list of Sub-committee participants for ratification by the National Committee or its nominee and only upon such ratification shall the Sub-committee be recognised as an organ of the Association.

34.4 A Sub-committee shall carry out tasks consistent with the Association's objectives as specified in Rule 4 and its policies and procedures adopted by the National Committee from time to time.

34.5 Except where the terms of reference appointing any Sub-committee provides otherwise, the term of office of a Sub-committee shall expire automatically upon the election of a new National Committee unless the National Committee, either on its own initiative or at the request of the Sub-committee and either before or after that expiry date, resolves to extend that term of office.

34.6 The Sub-committee shall meet together for the dispatch of business not less than once in every three (3) calendar months and the chair of the Sub-committee may at any time convene a meeting of the Sub-committee participants.

34.7 A Sub-committee may liaise with other Sub-committees or form joint Sub-committees.

34.8 Each participant in a Sub-committee shall have a vote and the chair of a Sub-committee meeting shall also have a casting vote.



34.9 If absent, a participant in a Sub-committee shall not be represented by any other person at any meeting of the Sub-committee.

34.10 The quorum for meetings of a Sub-committee shall be one third of its number of participants.

34.11 The National Committee or its nominee may remove or replace a participant of a Sub-committee at any time without having to provide a reason.

34.12 The National Committee or its nominee may dissolve a Sub-committee without having to provide a reason.

35. SPECIAL INTEREST GROUPS

35.1 The National Committee may resolve at its discretion to create a Special Interest Group. Following receipt of a statement of objectives for a proposed Special Interest Group from no less than 15 Members, the National Committee or its nominee may resolve, at its discretion, to create the Special Interest Group. The statement of objectives must specify the benefits, mission, objectives, costs, priorities and outcomes connected with the proposed Special Interest Group.

35.2 A Special Interest Group shall elect or confirm the identity of its coordinator to the Chief Executive Officer within one month of each National Committee election.

35.3 A coordinator for a Special Interest Group shall report to the National Committee or its nominee in accordance with policies and procedures approved by the National Committee or its nominee from time to time.

35.4 A Special Interest Group shall carry out tasks consistent with the Association's objectives as specified in Rule 4 and its policies and procedures approved by the National Committee or its nominee from time to time.

35.5 The National Committee or its nominee may remove or replace a coordinator of a Special Interest Group at any time without having to provide reasons.

35.6 The National Committee or its nominee may dissolve a Special Interest Group at any time without having to give reasons.

36. EMPLOYEES

36.1 The National Committee or its nominee may resolve that the Association employ or engage such employees, contractors, or agents as it thinks fit and may determine their terms and conditions of employment and titles.



36.2 The National Committee or its nominee may terminate the employment or engagement of any of the Association's employees, contractors, or agents.

36.3 The terms and conditions of the appointment of full time employees from time to time with the Association must be determined by the National Committee or its nominee in accordance with requirements set by the National Committee or its nominee from time to time.

36.4 The Chief Executive officer from time to time of the Association shall be responsible to the National Committee through the National President for the day to day management of the Association.

36.5 The Chief Executive Officer shall carry out all duties and instructions which the National Committee may direct and shall generally perform for the benefit of Members all such other duties as pertain to the position of Chief Executive Officer. The Chief Executive officer shall have such additional duties as the National Committee may determine from time to time.

37. INDEMNITY OF OFFICERS AND EMPLOYEES

Every Officer and employee of the Association shall be indemnified out of the Association's property against all liability incurred by the Officer or employee in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Officer or employee or in which the Officer or employee is acquitted. The indemnity in this Rule is limited to the amount of the liability after deducting the amount in respect of which the person is otherwise entitled to be indemnified and is otherwise actually indemnified by another person (including, in particular, an insurer under any insurance policy). To the maximum extent permitted, "liability" in this Rule means all costs, charges, losses, damages, expenses, penalties, and liabilities of any kind, including in particular, legal costs (calculated on a solicitor/client basis) incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority, or otherwise.

38. CONFIDENTIALITY

Each Member must maintain in strict confidence, and if a National Member or a Large Corporate Member requires their employees and nominees maintain in strict confidence, all confidential information provided to it or them in respect of the affairs of the Association or any Member also be maintained in strict confidence.

39. PUBLIC RELATIONS

The National President or the National Committee may authorise any employee of the Association, Sub-committee, or Member to represent the Association before any person, entity, organisation, government or governmental body, or



committee, or to make statements or express views on behalf of the Association. Unless authorised to do so pursuant to this Rule 39, no Officer or Member may make any statement or express any view which purports to be a statement or view of the Association or purports to be made on behalf of or with the concurrence or approval of the Association.

40. MINUTES OF MEETINGS OF ASSOCIATION

40.1 The Chief Executive Officer shall cause proper minutes to be taken of all proceedings of all general meetings and National Committee meetings. The Chief Executive Officer shall arrange for such minutes to be entered after the holding of each meeting, as the case requires, in a minute book kept for that purpose.

40.2 Subject to any objection, the Chief Executive Officer shall ensure that the minutes referred to in Rule 40.1 are checked and signed as correct by the chair of the meeting to which those minutes relate or of the next succeeding meeting, as the case requires.

40.3 When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that:

- (a) the meeting to which they relate was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

41. ALTERATION OF RULES

41.1 Subject to Rule 41.2 the Association may change or replace this Constitution, or make Rules additional to this Constitution, in accordance with the procedures set out in sections 17, 18 and 19 of the Act.

41.2 Written notice of any proposed alteration to the objectives specified in Rule 4 must be sent by the National Committee to each Member at least three (3) months before the date of any notice calling a meeting to deal with the proposed alteration. The notice must include:

- (a) the wording of the resolution to effect the proposed alteration;
- (b) a copy of the object proposed to be changed which sets out the proposed alteration;
- (c) a memorandum prepared by the proponents of the proposed alteration setting out in not more than 750 words the case in favour of the proposed alteration; and
- (d) a memorandum prepared by opponents, if any, of the proposed alteration setting out in not more than 750 words the case against the proposed alteration.



42. APPLICATION OF RULES

This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by all its provisions.

43. AGREEMENTS AND COMMON SEAL OF ASSOCIATION

43.1 No officer, Member, Chapter, sub-committee, Special Interest Group, Chief Executive Officer, or other employee of the Association may purport to enter into any binding contractual obligation for or on behalf of the Association except with the prior approval of the National Committee or its nominee from time to time.

43.2 The Association shall have a common seal on which its corporate name shall appear in legible characters.

43.3 The common seal of the Association shall not be used without the express authority of the National Committee or its nominee.

43.4 The affixing of the common seal of the Association shall be witnessed by any two (2) of the National President, the National Vice-President, the National Secretary, and the National Treasurer.

43.5 The common seal of the Association shall be kept in the custody of the Chief Executive Officer or of such other person as the National Committee decides from time to time.

44. REGISTRATION PURSUANT TO THE CORPORATIONS LAW 1989 (CTH.)

The Association may, by resolution of the National Committee, apply to the Australian Securities Commission for registration as an Australian body pursuant to the Corporations Law 1989.

45. INSPECTION OF RECORDS

45.1 The National Committee shall from time to time determine the conditions under which the accounts, records, or documents of the Association may be inspected by the Members who are not Officers.

45.2 No Member, except for Officers, shall have a right to inspect the accounts, records, or documents of the Association except as conferred by the Act, other statutes, the National Committee, or by the Association in general meeting.

46. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) to another incorporated association having objectives similar to those of the Association; or
- (b) for charitable purposes;

which incorporated association or purposes, as the case requires shall be determined by resolution of the Members when authorising and directing the National Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

SCHEDULE 1 - CHAPTER REGULATIONS

I. ADMINISTRATION

The administration of each Chapter is vested in a Chapter committee.

2. CHAPTER COMMITTEE

2.1 Chapter Officers

The officers of the Chapter shall be comprised of:

- (a) Chapter President;
- (b) Chapter Vice-President;
- (c) Chapter Secretary;
- (d) Chapter Treasurer;
- (e) and up to 8 other members as the Chapter committee may decide from time to time; and
- (f) the National President as a non-voting ex-officio member of the Chapter.

2.2 Term of Chapter Officers

All officers of the Chapter committee shall be elected for a period of 12 months and shall be eligible for re-election. The National Committee, when authorising the establishment of a Chapter, may appoint a member to be convenor of the initial meeting of the Chapter. At this initial meeting, the convenor will be responsible for the conduct of elections to the Chapter committee.

3. CHAPTER OFFICERS AND THEIR ELECTION

3.1 Chapter Office Holders

The office holders of a Chapter shall be:



- (a) Chapter President;
- (b) Chapter Vice-President;
- (c) Chapter Secretary; and
- (d) Chapter Treasurer.

3.2 Term of Office Holders

Officer holders shall hold office for one year and shall be eligible for re-election. No person shall be an office holder of more than one office at one time.

3.3 Elections

The election of Chapter officers shall take place not later than 15 July of each year. Rule 26 of the Association's Constitution regarding the election of officers and Rule 27 regarding the filing of casual vacancies equally apply to Chapter Committees.

3.4 Adherence to Objectives

The objectives, intent, and purposes of the Association are expressed in the Constitution and its regulations determined by the National Committee. A Chapter committee must not do anything which is inconsistent with such authorities. The National Committee reserves to itself the power to disapprove, annul, or cancel any actions of a Chapter committee which is inconsistent in the National Committee's opinion with such authorities.

4. DUTIES OF OFFICERS

4.1 Chapter President

The Chapter President shall be the executive head of the Chapter and when present, shall preside at all meetings of the Chapter its committees. The Chapter President shall keep the National Committee fully informed of the affairs of the Chapter and shall consult the Chapter committee regarding the business of the Chapter committee when necessary.

4.2 Chapter Vice-President

The Chapter Vice-President shall have such duties and powers as may be prescribed by the Chapter committee or as delegated by the Chapter President. In the absence or disability of the Chapter President, the Chapter Vice-President shall perform the duties of the Chapter President.

4.3 Chapter Secretary

The Chapter Secretary shall perform those duties prescribed by the Chapter Committee or delegated by the Chapter President. The Chapter Secretary shall make reports as determined by the Chapter Committee or required by the National Secretary. The Chapter Secretary shall ensure notice is given to each member of the Chapter of all meetings and shall do any and all other things normally required of a secretary to keep the National Committee and Chapter officers and members informed of the affairs of the Chapter. At the conclusion of



the Chapter Secretary's term of office the Chapter Secretary shall turn over to the duly elected successor all accounts, records, documents and property of the Chapter which were held, created or acquired during the term of office of the Chapter Secretary.

4.4 Chapter Treasurer

The Chapter Treasurer shall be the disbursing officer of the Chapter. At the conclusion of the Chapter Treasurer's term of office the Chapter Treasurer shall turn over to the duly elected successor all funds, accounts, records, documents and property of the Chapter which were held, created or acquired during the term of office of the Chapter Treasurer.

4.5 Chair

A Chapter committee meeting shall be chaired by the Chapter President or in the Chapter President's absence by the Chapter Vice-President, or in the Chapter Vice-President's absence by an officer of the Chapter Committee elected to be chair of the Chapter meeting by the members present.

5. REPRESENTATION ON NATIONAL COMMITTEE

The Chapter president shall be, by virtue of the status of the Chapter president's office, a voting member of the National Committee.

6. FINANCIAL SUPPORT OF CHAPTERS

Each Chapter shall receive funds from the National Committee subject to budget allocation. Subject to the Constitution, each Chapter may raise revenues on behalf of the Association and in doing so much comply with any relevant accounting policy and reporting procedure of the Association.

7. AGREEMENTS

Each Chapter shall strictly comply with Rule 43.1 of the Constitution.

8. INTERPRETATION OF REGULATIONS AFFECTING CHAPTERS

All questions of interpretation of regulations affecting Chapters shall be decided by the National Committee. In cases of doubt, Chapter Officers shall refer their questions, through the Chief Executive Officer, to the National Committee for resolution.