

*Corporations Law*

**Company Limited by Guarantee and not having a Share Capital**

**ARTICLES OF ASSOCIATION**

OF

**AUSTRALIAN COLLEGE OF OPERATING ROOM NURSES LIMITED**

ABN 64 071 142 768

**Amended 30<sup>th</sup> April 2004**



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**ARTICLES OF ASSOCIATION**

OF

**AUSTRALIAN COLLEGE OF OPERATING ROOM NURSES LIMITED**

ABN 64 071 142 768

**PART 1 - INTRODUCTION**

**1. Definitions and Interpretation**

1.1 In these articles unless the context otherwise requires:

- (1) **'Company'** means Australian College of Operating Room Nurses Limited;
- (2) **'Council'** means the Councillors and Representatives for the time being of the Company;
- (3) **'Councillor'** means a director of the Company, appointed by a Local Association to the Council, in accordance with Part 9 of these articles;
- (4) **'Executive'** means the executive committee of the Council as constituted by **article 49**;
- (5) **'Honorary Secretary'** means any person elected to perform the duties of a secretary of the Company;
- (6) **'Honorary Treasurer'** means any person elected to perform the duties of a treasurer of the Company;
- (7) **'Law'** means the *Corporations Law*;
- (8) **'Local Association'** means each of:
  - (a) the New South Wales Operating Theatre Association Inc.;
  - (b) the body ratified by the Company as representing the Victorian Perioperative Nurses Group of the Australian Nursing Federation (Victorian Branch);
  - (c) the body ratified by the Company as representing the Tasmanian Operating Room Nurses Incorporated;
  - (d) the Perioperative Nurses Association of Queensland Inc.;
  - (e) the South Australian Perioperative Nurses Association Inc.;
  - (f) the Operating Room Nurses Association of Western Australia Inc; and
  - (g) the body ratified by the Company as representing the Northern Territory Perioperative Nurses;

- (9) **'President'** means any person elected to perform the duties of a president of the Company;
- (10) **'Register'** means the register of members kept in accordance with **article 11**;
- (11) **'Representative'** means a representative of a Local Association who is entitled to be notified of Council meetings and attend and be heard at, but not vote at those meetings;
- (12) **'Seal'** means the common seal of the Company and includes any official seal of the Company, and
- (13) **'Unincorporated Association'** means the unincorporated body known as 'Australian College of Operating Room Nurses' whose funds, assets and liabilities the Company is authorised to take over by clause 2(1) of the memorandum of association.

1.2 Except so far as the contrary intention appears in these articles:

- (1) an expression has in these articles the same meaning as in the Law, and
- (2) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of these articles that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

1.3 Headings are for convenience only and do not affect the interpretation of these articles.

1.4 Reference to:

- (1) one gender includes the other gender;
- (2) the singular includes the plural and the plural includes the singular, and
- (3) a person includes a body corporate.

## 2. **Purposes**

2.1 The Company is established for the purposes set out in the Memorandum of Association.

## **PART 2 - MEMBERSHIP**

### **3. Number of Members**

- 3.1 The number of members which the Company proposes to be registered is 4,000 but the Council may from time to time register an increase in the number of members.

### **4. Membership**

- 4.1 The members of the Company are:
- (1) the subscribers to the memorandum of association;
  - (2) each Local Association, and
  - (3) such other persons the Council admits to membership in accordance with these articles.

### **5. Categories of Membership**

- 5.1 There are currently two categories of membership of the company;
- (1) Ordinary members, and
  - (2) Local Associations.
- 5.2 Ordinary members are those individuals who:
- (1) are already financial members of a Local Association, and
  - (2) are at least 18 years old, and
  - (3) have been admitted as ordinary members.
- 5.3 Ordinary members are either:
- (1) voting ordinary members if entitled to vote at a general meeting of a Local Association, or
  - (2) non-voting ordinary members if not entitled to vote at a general meeting of a Local Association.
- 5.4 Additional categories of members, if recommended by the Council, may be created from time to time by the members in general meeting.

### **6. Local Association Membership**

- 6.1 Each Local Association will be admitted by the Executive as a member of the Company upon signing and delivering to the Company an application for membership in a form approved by the Council.
- 6.2 A Local Association member has the right to receive notices of general meetings of the Company but has no right to attend or vote thereat.

### **7. Application for Ordinary Membership**

- 7.1 Any individual who:
- (1) is not less than 18 years of age at the date of application, and
  - (2) is a financial member of a Local Association,
- may apply for:
- (a) voting ordinary membership of the Company, if he or she is entitled to vote at a general meeting of that Local Association, or

- (b) non-voting ordinary membership of the Company, if he or she is not entitled to vote at a general meeting of that Local Association.

## **8. Form of Application**

- 8.1 An application for ordinary membership must be:
  - (1) in writing in a form approved by the Council, and
  - (2) signed by the applicant.

## **9. Admission to Membership**

- 9.1 The Executive must consider an application for membership as soon as practicable after its receipt and determine, in its discretion, the admission or rejection of the applicant.
- 9.2 The Executive need give no reason for the rejection of an application.
- 9.3 Each member must promptly notify the Honorary Secretary in writing of any change in the qualification of the member to be a member of the Company.

## **10. Foundation Members**

- 10.1 If the funds and assets of the Unincorporated Association become the absolute property of the Company after incorporation every person who:
  - (1) is a member of the Unincorporated Association at the date of incorporation, and
  - (2) within 12 months after incorporation agrees in writing to become a member of the Company,will be admitted by the Executive as a member of the Company.
- 10.2 All subscribers to the memorandum of association and members admitted pursuant to **article 10.1** will be regarded as foundation members and no qualification for membership is required.
- 10.3 Foundation members, in order to maintain membership, must otherwise comply with these articles.

## **11. Register of Members**

- 11.1 A register of members of the Company must be kept in accordance with the Law.
- 11.2 The following must be entered in the Register in respect of each member:
  - (1) the full name of the member;
  - (2) the address and facsimile number, if any, of the member;
  - (3) the date of admission to and cessation of membership;
  - (4) the category of membership, and
  - (5) such other information as the Council require.
- 11.3 Each member must notify the Honorary Secretary in writing of any change in that person's name, address or facsimile number within one (1) month after the change.
- 11.4 All notices given in accordance with **articles 95** and **96** to the address last notified will be considered fully received.

## **PART 3 - APPLICATION FEE, ANNUAL SUBSCRIPTION AND CAPITATION FEES**

### **12. Application Fee**

12.1 The application fee payable by each applicant for membership is such sum as is recommended by the Council from time to time in respect of each category of membership, and approved by a special resolution of the members in general meeting.

12.2 Until determined otherwise under **article 12.1** no application fee is payable by any member.

### **13. Annual Subscription**

13.1 The annual subscription payable by a member of the Company is such sum as is recommended by the Council from time to time in respect of each category of membership, and approved by a special resolution of the members in general meeting.

13.2 Until determined otherwise under **article 13.1** no annual subscription is payable by any member.

### **14. Unpaid Annual Subscriptions**

14.1 If:

(1) the annual subscription, if any, of a member remains unpaid for 2 months after it becomes payable, and

(2) a notice of default is given to the member pursuant to a resolution of the Council,

the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the Council think fit to do so.

### **15. Capitation Fees**

15.1 Each Local Association must pay to the Company an annual capitation fee.

15.2 The annual capitation fee payable by each Local Association is such amount as is determined by the Council.

15.3 The annual capitation fees are due and payable:

(1) on or before the 1st day of August in each year, or

(2) within 30 days after the date of the determination by the Council of the amount of the annual capitation fees,

whichever is later.

15.4 If any Local Association's annual capitation fee is not received by the Honorary Treasurer of the Company within 30 days after the due date for payment then all members of such defaulting Local Association immediately cease to be members of the Company.

15.5 On the application of a Local Association made before the expiry of the time for payment specified in **article 15.3** the Council may grant extensions of such time for payment for such periods as they think fit and upon such conditions, if any, as they think fit.

## PART 4 - CESSATION OF MEMBERSHIP

### 16. Resignation

- 16.1 A member may resign from membership of the Company by giving written notice to the Honorary Secretary.
- 16.2 The resignation of a member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

### 17. Failure to Pay

- 17.1 If a member has not paid all arrears of annual subscriptions in accordance with **article 14** or, if paid, the members' rights and privileges are not reinstated:
- (1) the member remains liable for all the obligations and liabilities of membership until the expiration of 6 months after the date of notification under **article 14.1(2)**, and
  - (2) the member ceases to be a member and member's name will be removed from the Register at the expiration of the 6 month period.

### 18. Cessation of Membership

- 18.1 A member ceases to be a member:
- (1) on the death of the member; or
  - (2) on ceasing to be a member of the Local Association; or
  - (3) if the Local Association of which the individual is a member fails to pay its annual capitation fee in accordance with **article 15.3**, or
  - (4) if the member is expelled under **article 19**.

### 19. Disciplining Members

- 19.1 If any member:
- (1) willfully refuses or neglects to comply with the provisions of the memorandum of association or these articles, or
  - (2) is guilty of any conduct which, in the opinion of the Council, is unbecoming of a member or prejudicial to the interest of the Company,
- the Council may resolve to censure, fine, suspend or expel the member from the Company and, in the case of expulsion, to remove the member's name from the Register.
- 19.2 In exercising their powers under **article 19.1** the Council must not fine a member an amount exceeding the annual subscription of the member payable to the Local Association of which the member is a member.
- 19.3 The expulsion of a member pursuant to **article 19.1** above does not take effect:
- (1) until the expiration of 14 days after the service on the member of a notice under **article 19.4**, or
  - (2) if the member exercises a right of appeal under this article, until the conclusion of the general meeting convened to hear the appeal,
- whichever is the later date.

- 19.4 Where the Council expel a member from the Company the Honorary Secretary must, without undue delay, cause to be served on the member a notice in writing:
- (1) stating that the Council has expelled the member;
  - (2) specifying the grounds for the expulsion, and
  - (3) informing the member that the member may appeal against the expulsion as provided in **article 19.5**.
- 19.5 A member on whom a notice under **article 19.4** is served may appeal against the expulsion to a general meeting by delivering or sending by post to the Honorary Secretary within 14 days after the service of that notice a requisition in writing to demand the convening of a general meeting for the purpose of hearing the member's appeal.
- 19.6 Upon receipt of a requisition under **article 19.5** the Honorary Secretary must notify the Council of its receipt and the Council must cause a general Council meeting to be held within 21 days after the date on which the requisition is received by the Honorary Secretary.
- 19.7 At the general meeting convened in accordance with **article 19.6**:
- (1) no business other than the question of the expulsion will be raised;
  - (2) the Council may place before the meeting details of the grounds of the expulsion and the Council's reasons for the expulsion;
  - (3) the expelled member must be given an opportunity to be heard, and
  - (4) the members present must vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 19.8 If at the general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion is deemed to have been lifted and the expelled member is entitled to continue to be a member of the Company.
- 19.9 If at the general meeting a majority of the members present vote in favour of the confirmation of the expulsion the expulsion takes effect and the expelled member ceases to be a member of the Company.
- 19.10 If any member ceases to be a member in accordance with **article 19.4** the Council may reinstate the member and restore the name of that member to the Register upon and subject to such terms and conditions as they think fit.

## **20. Effect of Cessation of Membership**

- 20.1 If any member ceases to be a member within the provisions of these articles the member remains liable to pay to the Company for any moneys whatsoever which, at the time of the member ceasing to be a member, the member owes to the Company on any account whatsoever and for any sum not exceeding \$1.00 for which the member is liable under clause 6 of the Memorandum of Association.

## PART 5 - GENERAL MEETINGS

### 21. Convening of General Meetings

- 21.1 Except as permitted by law a general meeting, to be called the “**annual general meeting**”, must be held at least once in every calendar year.
- 21.2 The Council may whenever it thinks fit convene a general meeting.
- 21.3 Except as provided in section 246 of the Law no member or members are entitled to convene a general meeting.
- 21.4 The Council must, on the requisition in writing of not less than 4 of the Local Associations, convene a general meeting of the Company.
- 21.5 A requisition for a general meeting must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in the like form each signed by one or more of the requisitionists.
- 21.6 If the Council does not cause a general meeting to be held within 8 weeks after the date on which a requisition is deposited at the registered office of the Company the requisitionists or any of them may convene the meeting but any meeting so convened will not be held after 4 months from the date of the deposit of the requisition.
- 21.7 A general meeting convened by the requisitionists pursuant to **article 21.5** must be convened in the same manner as nearly as possible as that in which meetings are convened by the Council and all reasonable expenses incurred in convening the meeting must be refunded by the Company to the persons incurring them.

### 22. Notice of General Meetings

- 22.1 Except where otherwise provided in these articles at least 6 weeks’ notice (exclusive of the day on which the notice is served or deemed served and of the day for which notice is given) of a general meeting must be given to such persons as are entitled to receive notices from the Company.
- 22.2 A notice of a general meeting must specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the special business.

### 23. Accidental Omission to Give Notice

- 23.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under these articles or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

### 24. Postponement of General Meetings

- 24.1 The Council may postpone the holding of any general meeting whenever they think fit (other than a meeting requisitioned by members pursuant to the Law or a meeting requisitioned under **article 21.5**) for not more than 21 days after the date for which it was originally called.
- 24.2 Whenever any meeting is postponed for 10 days or more not less than 2 days’ notice must be sent to the persons entitled to notice of the original meeting. It is not necessary to specify in the notice the nature of the business to be transacted at the postponed meeting.

**25. Representation of Member**

25.1 Any member may be represented at any general meeting of the Company by a proxy or attorney and if so represented is deemed to be personally present.

**PART 6 - PROCEEDINGS AT GENERAL MEETINGS**

**26. Meaning of ‘Member’**

26.1 For the purpose of ascertaining:

- (1) any quorum at a general meeting required by these articles, and
- (2) the person entitled to vote at a general meeting or join in demanding a poll;

‘member’ means any voting ordinary member, referred to in **article 7.1(a)** who is present in person or by proxy or attorney.

**27. Quorum**

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

27.2 Twelve members constitute a quorum, at least 5 of whom each must be a member of a different Local Association.

**28. Absence of Quorum**

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

- (1) where the meeting was convened upon the requisition of members the meeting is dissolved, or
- (2) in any other case:
  - (a) time meeting stands adjourned to the day, and at the time and place, which the Council determine or, if no determination is made by the Council, to the same day in the next week at the same time and place, and
  - (b) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting the meeting is dissolved.

**29. Ordinary and Special Business**

29.1 The business of an annual general meeting is:

- (1) to receive and consider the profit and loss account the balance sheet the reports of the Council and of the auditors and the Council’s statement required by the Law to be attached to the accounts of the Company;
- (2) to record the appointment of Councillors in place of those retiring or otherwise;
- (3) when necessary, to appoint auditors, and
- (4) to transact any other business which under these articles or the Law ought to be transacted at an annual general meeting.

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

**30. Chairman**

- 30.1 The President of the Company, if present, presides as chairman at every general meeting.
- 30.2 Where a general meeting is held and:
- (1) there is no President of the Company, or
  - (2) the President is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the members present must elect any one of their number to be chairman of the meeting.

**31. Adjournment of Meetings**

- 31.1 The chairman may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 31.2 When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 31.3 Except as provided by **article 31.2**, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

**PART 7 - VOTING AT GENERAL MEETINGS**

**32. Voting Rights**

- 32.1 Subject to **articles 26 and 33** at any general meeting each member present on a show of hands has one vote and on a poll each member present has one vote.

**33. Voting Disqualification**

- 33.1 A member is not entitled to vote at a general meeting if the annual subscription, if any, of the member is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

**34. Power to Demand a Poll**

- 34.1 At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (1) by the chairman, or
  - (2) by at least 3 members.

**35. Evidence of Resolutions**

- 35.1 Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, signed by the chairman of that or the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

**36. Conduct of Poll**

- 36.1 If a poll is duly demanded, it must be taken in such manner and subject to **article 36.2** either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 36.2 A poll demanded on the election of a chairman or on a question of adjournment must be taken forthwith without adjournment.
- 36.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 36.4 The demand for a poll may be withdrawn.

**37. Casting Vote**

- 37.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote. The chairman has discretion both as to the use of the casting vote and as to the way in which it is used.

**38. Objections to Exercise of Voting Rights**

- 38.1 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 38.2 The objection must be referred to the chairman of the meeting, whose decision is final.
- 38.3 A vote not disallowed following the objection is valid for all purposes.

**PART 8 - PROXIES**

**39. Appointment of Proxy**

- 39.1 A member may appoint one proxy. A proxy must be a member.

**40. Deposit of Proxy and Attorney Instrument**

- 40.1 An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the Council is or are deposited at the registered office of the Company or at any other place specified for that purpose in the notice convening the meeting not less than 24 hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote.
- 40.2 For the purpose of **article 40.1** it is sufficient if the proxy is received at the registered office of the Company by facsimile transmission or by similar means of communication in a reasonably legible form. If the proxy is required to be accompanied by other documents then these documents may also be received at the registered office by facsimile transmission.

**41. Proxy Instrument to be in Writing**

- 41.1 An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.

## 42. Form of Proxy

- 42.1 The instrument of proxy must be in the form determined by the Council but the form must:
- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction, and
  - (2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.
- 42.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chairman of the meeting is appointed proxy.
- 42.3 Despite **article 42.1** an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

### AUSTRALIAN COLLEGE OF OPERATING ROOM NURSES LIMITED

ABN 64 071 142 768

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the above named company, and a member of \_\_\_\_\_ the (*name of Local Association*) appoint \_\_\_\_\_ of \_\_\_\_\_ or, in his or her absence, \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the \_\_\_\_\_ \*annual general \*general meeting of \_\_\_\_\_ the company to be held on \_\_\_\_\_ 20 \_\_\_\_\_ and at any adjournment of that meeting.

† This form is to be used \* favour of \* against the resolution.

Signed on \_\_\_\_\_ 20 \_\_\_\_\_.

\* Strike out whichever is not desired. † To be inserted if desired.

## 43. Effect of Proxy Instrument

- 43.1 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 43.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- 43.3 A proxy may be revoked at any time by notice in writing to the Company.

## 44. Voting Rights of Proxies and Attorneys

- 44.1 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 44.2 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
- (1) the previous death or unsoundness of mind of the principal, or
  - (2) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power;

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

## **PART 9 - COUNCIL AND EXECUTIVE COMMITTEE**

### **45. Number of Councillors and Representatives**

- 45.1 The number of the Councillors must be 7.
- 45.2 The number of Representatives will be 7.
- 45.3 The Company in general meeting may by resolution increase or reduce the number of Councillors or Representatives but the number of Councillors may not be reduced below 7.
- 45.4 Each Local Association will appoint one Councillor and one Representative.

### **46. Councillors' and Representatives' Qualifications**

- 46.1 No person may be a Councillor or a Representative unless that person is a member of the Company.

### **47. Constitution of the Board and the Council**

- 47.1 The Council constitutes the Board of the Company.
- 47.2 The Council of the Company comprises:
  - (1) the President elected under Article 49.3;
  - (2) the Councillors, and
  - (3) the Representatives.
- 47.3 The first Councillors and Representatives are appointed in writing by the subscribers to the memorandum and articles of association of the Company.

### **48. Appointment of Councillors and Representatives**

- 48.1 Subject to **article 48.2** a Councillor and a Representative are appointed by each Local Association from among its members.
- 48.2 Appointment of a Councillor or a Representative must be in writing addressed to the Council and consented to in writing by the appointee.
- 48.3 A Councillor or Representative holds office for a period of at least 2 years and not longer than 4 years, with the longest serving Councillor or Representative to be replaced every 2 years. In addition, in the year 2004, a Councillor or Representative may hold office until 31 December in that year, even though the period of office of such Councillor or Representative exceeds 4 years, and/or the longest service Councillor or Representative is not replaced within 2 years.

### **49. Office Bearers and the Executive Committee**

- 49.1 Subject to **articles 49.3** and **49.4** the office bearers of the Company are:
  - (1) the President;
  - (2) the Honorary Treasurer, and
  - (3) the Honorary Secretary.

- 49.2 The persons holding office from time to time under **article 49.1** and the Executive Officer, if any, appointed under **article 62** constitute the executive committee of the Council. In addition, in the year 2004, a Councillor or Representative may hold office until 31 December in that year, even though the period of office of such Councillor or Representative exceeds 4 years, and/or the longest service Councillor or Representative is not replaced within 2 years.
- 49.3 (1) The President will be a member of the Company who has, within at least two years within the previous four years and at the time of nomination as President, been a member of the Council and who is elected by the Council.
- (2) The Honorary Secretary and the Honorary Treasurer will be elected by the Council from among the Council.
- (3) The Honorary Secretary and the Honorary Treasurer (if Councillors) will be entitled to vote as Councillors but will not be entitled to any additional vote by virtue of their positions as Honorary Secretary and Honorary Treasurer.
- 49.4 (1) Elections for positions under this article will take place no later than 31 December in all years when the Company holds a conference in accordance with **article 84.1** provided that any person nominated as Honorary Treasurer or Honorary Secretary is qualified under these Articles to hold office as a Councillor or a Representative and that person is duly appointed and remains as a Councillor or a Representative for the whole of the second term of office of Honorary Treasurer or Honorary Secretary (as the case may be).
- (3) Each person elected to a position under this article will hold office for a term of two years and may be re-elected at the end of that term. However, no person may serve in any such position for a period longer than four years.
- 49.5 No person may be the Honorary Treasurer or the Honorary Secretary unless that person is qualified under these Articles to hold office as a Councillor or a Representative for the whole of the forthcoming term of office of Honorary Treasurer or Honorary Secretary (as the case may be) and that person is duly appointed and remains as a Councillor or a Representative for the whole of the forthcoming term of office of Honorary Treasurer or Honorary Secretary (as the case may be).
- 49.6 Subject to Article 49.4(2), the person who holds the office of President must also hold the office of Company Secretary until another person is duly elected as President.

## **PART 10 - GENERAL PROVISIONS AS TO COUNCIL MEMBERSHIP**

### **50. Casual Vacancies and Additional Councillors or Representatives**

- 50.1 The Company in general meeting may by resolution and the Council may at any time appoint any person qualified to be a Councillor or a Representative under **article 48**, as an addition to the existing Councillors and Representatives, but so that the total number of Councillors or Representatives does not at any time exceed the number fixed in accordance with these articles.
- 50.2 In the event of a casual vacancy, the Local Association whose member has caused the casual vacancy will nominate another of its members to act as Councillor or Representative as the case may be.
- 50.3 A person who is so appointed holds office until the termination of the annual general meeting next held after his or her appointment but is eligible for election at that meeting.

**51. Insufficient Councillors**

51.1 In the event of a vacancy or vacancies in the office of a Councillor or offices of Councillors, the remaining Councillors may act, but if the number of remaining Councillors is not sufficient to constitute a quorum at a Council meeting, they may act only for the purpose of increasing the number of Councillors in accordance with **article 50.1** to a number sufficient to constitute such a quorum or convening a general meeting of the Company.

**52. Resignation of Councillor or Representative**

52.1 Any Councillor or Representative may retire from office upon giving notice in writing to the Company of his or her intention to do so.

**53. Removal of Councillors or Representatives**

53.1 Subject to the provisions of these articles and the Law the appointing Local Association or the Company may by resolution passed at any general meeting remove any Councillor or Representative and the Local Association may appoint another person in his or her stead.

**54. Vacation of Office of Councillor or Representative**

54.1 In addition to the circumstances in which the office of a Councillor becomes vacant by virtue of the Law the office of a Councillor or Representative becomes vacant if the Councillor or Representative:

- (1) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (2) is absent from 2 consecutive meetings of Council without the prior leave of the Council or, where no leave is granted, the Council are not satisfied that such absence was justified in all the circumstances;
- (3) fails to pay all arrears of subscription due within 14 days after receipt of a notice in writing signed by the Honorary Secretary stating that the person has ceased to be a financial member of the Association;
- (4) ceases to be qualified as a Councillor or Representative in accordance with **article 46**, or
- (5) holds any office of profit under the Company.

**55. Remuneration and Expenses of Councillors and Representatives**

55.1 No Councillor or Representative may receive any remuneration for his or her services in his or her capacity as a Councillor of the Company.

55.2 Despite **article 55.1** Councillors and Representatives may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Council or any committee of the Company or general meetings of the Company or otherwise in connection with the business of the Company.

## PART 11 - ALTERNATE COUNCILLORS AND REPRESENTATIVES

### 56. Power to Appoint

56.1 A Local Association whose member is unable to act personally by reason of illness, absence or any other cause as either a Councillor or Representative as the case may be, may appoint any person as an alternate Councillor or Representative as the case may be and may do so generally or for a meeting or for any other purpose or for a specified period.

### 57. Rights and Powers of Alternate Councillors and Representatives

57.1 An alternate Councillor or Representative is entitled to notice of meetings of the Council and, if the Councillor or Representative for whom the alternate Councillor or Representative is appointed to act as alternate is not present at such a meeting, is entitled to attend and in the case of an alternate Councillor, may vote, in his or her stead.

57.2 An alternate Councillor or Representative may exercise any powers that the Councillor or Representative for whom the alternate Councillor or Representative is appointed to act as alternate may exercise and the exercise of any power by the alternate Councillor or Representative is deemed to be the exercise of the power by the Councillor or Representative for whom the alternate Councillor or Representative is appointed to act as alternate.

57.3 An alternate Councillor is not taken into account for the purpose of **article 45.1**.

### 58. Suspension or Revocation of Appointment

58.1 The Local Association may revoke or suspend the appointment of an alternate appointed by it.

### 59. Form of Appointment Suspension or Revocation

59.1 Every appointment revocation or suspension under **articles 56** or **58** must be made by notice in writing signed by the Local Association making it.

59.2 The notice may be given by facsimile.

### 60. Termination of Appointment

60.1 The appointment of an alternate Councillor or Representative automatically terminates:

- (1) if the Councillor or Representative for whom the alternate Councillor or Representative acts as alternate ceases to hold office as Councillor or Representative;
- (2) on the happening in respect of the alternate Councillor or Representative of any event which causes a Councillor or Representative to vacate the office of Councillor or Representative, or
- (3) if by writing left at the registered office of the Company the alternate Councillor or Representative resigns from the appointment.

### 61. Power to Act as Alternate for More than One Councillor or Representative

61.1 A Councillor or Representative or any other person may act as alternate Councillor or Representative to represent more than one Councillor or Representative.

## PART 12 - EXECUTIVE OFFICER

### 62. Power to Appoint

- 62.1 The Council may appoint any person, not being a Councillor, to the position of Executive Officer for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

### 63. Not a Member of the Council

- 63.1 The Executive Officer is not a member of the Council of the Company but may attend meetings of the Council except where the Council otherwise request.
- 63.2 The Executive Officer is a member of the Executive and may vote at any meeting of that committee.

### 64. Temporary Appointments

- 64.1 If an Executive Officer becomes incapable of acting in that capacity the Council may appoint any other person, not being a Councillor, to act temporarily as Executive Officer.

### 65. Powers of Executive Officer

- 65.1 The Council may, upon such terms and conditions and with such restrictions as they think fit, confer upon an Executive Officer any of the powers exercisable by them.
- 65.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Council.
- 65.3 The Council may at any time withdraw or vary any of the powers so conferred on an Executive Officer.

### 66. Remuneration of Executive Officer

- 66.1 Subject to the Law and to the provisions of any contract between the Company and an Executive Officer the remuneration of the Executive Officer is fixed by the Council.

## PART 13 - POWERS AND DUTIES OF COUNCIL

### 67. General Business Management

- 67.1 Subject to the Law and to any other provision of these articles, the business of the Company is managed by the Council, who may pay all expenses incurred in promoting and forming the Company, and may exercise all powers of the Company which are not, by the Law or by these articles, required to be exercised by the Company in general meeting.
- 67.2 No article made or resolution passed by the Company in general meeting can invalidate any prior act of the Council which would have been valid if that article or resolution had not been made or passed.

### 68. Borrowing Powers

- 68.1 Without limiting the generality of **article 67.1**, the Council may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

**69. Appointment of Attorney**

- 69.1 The Council may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Council), for the period and subject to the conditions they think fit.
- 69.2 Any power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Council think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

**PART 14 - PROCEEDINGS OF COUNCIL**

**70. Meetings of Council**

- 70.1 The Council must meet for the despatch of business at least once a year and may adjourn and otherwise regulate its meetings as it thinks fit.
- 70.2 The minutes of any Council meeting must state the method of meeting and the persons present.

**71. Convening of Meeting**

- 71.1 The President may at any time, and the Honorary Secretary must on the requisition of the President, convene a Council meeting, subject to the agreement of all of the Local Associations.

**72. Notice of Meeting**

- 72.1 Notice of a Council meeting must be given to each Councillor, Representative and alternate Councillor and Representative except that it is not necessary to give notice of a Council meeting to any Councillor or Representative who:
- (1) has been given special leave of absence, or
  - (2) is absent from Australia and has not left a facsimile number at which he or she may be given notice.
- 72.2 Any notice of a Council meeting may be given in writing or orally, and whether by facsimile, telex, telegram, cable, telephone or any other means of communication.

**73. Quorum**

- 73.1 At a Council meeting, the number of Councillors whose presence is necessary to constitute a quorum is one Councillor from each of the Local Associations entitled to vote or such greater number as is determined by the Councillors and the President or Honorary Secretary for the time being. An alternate Councillor is counted in a quorum at a meeting at which the Councillor who appointed the alternate is not present (so long as the alternate is, under the Law, entitled to vote).

**74. Chairman at Council Meetings**

- 74.1 The President is the chairman of all Council meetings.
- 74.2 At a Council Meeting if:
- (1) no President has been elected as provided by **article 49**, or

- (2) the President is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act

the Councillors present may elect one of their number to be chairman of the meeting.

## **75. Voting**

- 75.1 Subject to these articles, questions arising at a Council meeting are decided by a majority of votes of Councillors present and voting and any such decision is for all purposes deemed a decision of the Council.
- 75.2 In case of an equality of votes, the chairman of the meeting, in addition to his or her deliberative vote (if any), has a casting vote. The chairman has discretion both as to whether or not to use the casting vote and as to the way in which it is used.
- 75.3 A person who is an alternate Councillor is entitled (in addition to his or her own vote if he or she is a Councillor) to 1 vote on behalf of each Councillor whom he or she represents as an alternate Councillor at the meeting and who is not present at the meeting.

## **76. Teleconference Council Meetings**

- 76.1 For the purpose of these articles the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means (**‘telecommunication meeting’**) of a number of the Councillors not less than a quorum is deemed to constitute a Council meeting. All the provisions of these articles relating to a Council meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **article 77.1**. The following provisions apply to a telecommunication meeting:
  - (1) all the Councillors and Representatives for the time being entitled to receive notice of a Council meeting (including any alternate Councillor or Representative) are entitled to notice of a meeting;
  - (2) all the Councillors and Representatives participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the telecommunication meeting;
  - (3) notice of the meeting may be given on the telephone or other electronic means;
  - (4) each of the Councillors and Representatives taking part in the meeting must be able to hear and be heard by each of the other Councillors and Representatives taking part at the commencement of the meeting and each Councillor and Representative so taking part is deemed for the purposes of these articles to be present at the meeting, and
  - (5) at the commencement of the meeting each Councillor and Representative must announce his or her presence to all the other Councillors and Representatives taking part in the meeting.
- 76.2 If the Honorary Secretary is not present at a telecommunication meeting one of the Councillors present must take minutes of the meeting.
- 76.3 A Councillor may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless the Councillor has previously notified the chairman of the meeting.
- 76.4 A Councillor is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that Councillor has previously obtained the express consent of the chairman to leave the meeting.

- 76.5 A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of time observance of all necessary formalities if the minute is certified to be a correct minute by the chairman of the meeting.

## **77. Circulated Resolutions**

- 77.1 If all the Councillors at that time present in Australia and any Councillor absent from Australia who has left a facsimile number at which he or she may be given notice have signed a document containing a statement that they are in favour of a resolution of the Council in terms set out in the document, a resolution in those terms is deemed to have been passed at a Council meeting held on the day on which the document was signed and at the time at which the document was last signed by a Councillor or, if the Councillors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Councillor.
- 77.2 For the purposes of **article 77.1**, two or more separate documents containing statements in identical terms each of which is signed by one or more Councillors are deemed together to constitute one document containing a statement in those terms signed by those Councillors on the respective days on which they signed the separate documents.
- 77.3 A reference in **article 77.1** to all the Councillors does not include a reference to a Councillor who, at a Council meeting, would not be entitled to vote on the resolution.
- 77.4 Every resolution passed under **article 77.1** must as soon as practicable be entered in the minutes of the Council meetings.
- 77.5 A facsimile, telex, cable, telegram or similar means of communication addressed to or received by the Company and purporting to be signed by a Councillor for the purpose of these articles is deemed to be a document in writing signed by that Councillor.

## **78. Committees of Council**

- 78.1 The Council may delegate any of their powers to:
- (1) the Executive; and
  - (2) other committees consisting of those Councillors they think fit or consisting of any other persons they think fit, whether or not those persons are members of the Company provided that such persons will not be entitled to vote;
- and may revoke the delegation.
- 78.2 Any committee formed under **article 78.1** must in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Council.
- 78.3 Otherwise the meetings and proceedings of any committee consisting of 2 or more members are governed by the provisions in these articles regulating the meetings and proceedings of the Council.
- 78.4 The Council may establish any local boards or agencies for managing any of the affairs of the Company in any specified locality and may appoint any persons to be members of the local board or any managers or agents and may fix their remuneration.

## **79. Regional Branches and Administration**

- 79.1 The Council may provide for the management and administration of the affairs of the Company in any specified region or locality in the manner they think fit.
- 79.2 Without limiting the operation of **article 79.1** the Council may:
- (1) establish any regional or local committees or branches;

- (2) appoint any members of the Company or any nominated representative of a corporate member to be a member of the local committee or branch;
- (3) appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the Council, and
- (4) authorise the members for the time being of the local committee or branch to fill any vacancies on it and to act despite vacancies.

79.3 A local committee or branch may remove any person appointed under **article 79.2(3)** and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation is affected by it.

## **80. Validation of Acts of Councillors**

80.1 All acts done at any Council meeting or of a committee of Council or by any person acting as a Councillor are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a Councillor and was entitled to vote.

## **PART 15 - COUNCILLORS' AND REPRESENTATIVES' INTERESTS**

### **81. Prohibition on Being Present or Voting**

81.1 Except to the extent permitted by the Law a Councillor who has a material personal interest in a matter that is being considered at a Council meeting:

- (1) must not be counted in a quorum;
- (2) must not vote on the matter, and
- (3) must not be present while the matter is being considered at the meeting.

81.2 If a Councillor who has a material personal interest in a matter that is being considered at a Council meeting is not prohibited by the Law from being present at the meeting and voting, the Councillor may be present, be counted in the quorum and may be heard but may not vote on the matter.

81.3 Except to the extent permitted by the Law a Representative who has a material personal interest in a matter that is being considered at a Council meeting must not be present while the matter is being considered at the meeting.

81.4 If a Representative who has a material interest in a matter that is being considered at a Council meeting is not prohibited by the Law from being present at the meeting, the Representative may be present and may be heard.

### **82. Existence of Interest**

82.1 A Councillor or Representative may not hold any other office or place of profit under the Company in conjunction with the office of Councillor or Representative as the case may be.

82.2 A Councillor or Representative may to the extent permitted by the Law:

- (1) enter into contracts or arrangements or have dealings with the Company either as vendor, purchaser, mortgagee or otherwise, or
- (2) be interested in any contract, operation, undertaking or business entered into undertaken or assisted by the Company or in which the Company is or may be interested.

- 82.3 The Councillor or Representative is not because of entering into any relationship or transaction referred to in **article 82.2**:
- (1) disqualified from the office of Councillor or Representative, or
  - (2) liable to account to the Company for any profit arising from the relationship or transaction by reason of being a Councillor or Representative of the Company or of the fiduciary relationship between the Councillor or Representative and the Company.
- 82.4 For the purpose of **article 82.1** 'Company' includes any subsidiary of the Company and any other company in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.

### **83. Disclosure of Interest**

- 83.1 The nature of the Councillor's or Representative's interest as referred to in **article 82.2** must be disclosed by the Councillor or Representative before or at the Council meeting at which the question of entering into the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first Council meeting after the Councillor or Representative becomes so interested.
- 83.2 It is the duty of a Councillor or Representative of the Company who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company to declare the nature of his or her interest in accordance with the provisions of the Law.
- 83.3 It is the duty of a Councillor or Representative of the Company who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Councillor or Representative to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Law.

## **PART 16 - CONFERENCE**

### **84. Bi-ennial Conference**

- 84.1 The Company will hold a conference every two years.
- 84.2 Notwithstanding **article 84.1**, the Council may resolve to vary the timing of the conference.

## **PART 17 - EDITOR**

### **85. Appointment of Editor**

- 85.1 The Council may appoint a person ('Editor') to oversee the production of any journal or other publication of the Company.
- 85.2 The Editor will be given notice of all Council Meetings and is entitled to attend Council meetings by invitation.

## **PART 18 - INADVERTENT OMISSIONS**

### **86. Formalities Omitted**

- 86.1 If some formality required by these articles is inadvertently omitted or is not carried out the omission does not invalidate any resolution, act, matter or thing which but for the omission would have been valid unless it is proved to the satisfaction of the Council that the omission has directly prejudiced any member financially. The decision of the Council is final and binding on all members.

## **PART 19 - MINUTES**

### **87. Minutes to be Kept**

- 87.1 The Council must carry out the obligations imposed on the Company by the Law to cause:
- (1) minutes of all proceedings of general meetings and of Council meetings to be entered, within 1 month after the relevant meeting is held, in books kept for that purpose, and
  - (2) those minutes to be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting.
- 87.2 Without limiting **article 87.1(1)** the Council must cause minutes to be made of:
- (1) all appointments of officers and servants;
  - (2) the names of the Councillors and Representatives and alternate Councillors and Representatives present at all Council meetings and the Company, and
  - (3) of the method by which a Council meeting was held.

## **PART 20 - SEAL**

### **88. Company Seal**

- 88.1 The Council must provide for the safe custody of the seal.
- 88.2 The seal of the Company may not be affixed to any instrument except by the authority of a resolution of the Council or of a committee of the Council duly authorised by the Council.
- 88.3 Every instrument to which the seal is affixed must be signed by at least 1 Councillor and countersigned by another Councillor, the Honorary Secretary or another person appointed by the Council to countersign that document or a class of documents in which that document is included.

### **89. Affixing of Seal by Interested Councillor**

- 89.1 A Councillor may sign or countersign as Councillor any instrument to which the common seal of the Company is affixed although the instrument relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature is effective in regard to compliance with the requirements of these articles as to the affixing of the common seal despite his or her interest.

## PART 21 - ACCOUNTS, AUDIT AND RECORDS

### 90. Accounts

- 90.1 The Council must cause proper accounting and other records to be kept in accordance with the Law.
- 90.2 The Honorary Treasurer will faithfully keep all general records accounting books and records of receipts and expenditure connected with the operations and business of the Company in such form and manner as the Council may decide.
- 90.3 The Honorary Treasurer will on behalf of the Company receive all moneys paid to the Company and forthwith after receipt issue official receipts for such moneys.
- 90.4 The Council will cause to be opened with such bank as they select a bank account in the name of the Company into which all moneys received will be paid by the Honorary Treasurer as soon as possible after receipt.
- 90.5 The Council may receive from the Company's bank or bank as for the time being the cheques drawn by the Company on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims actions suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or they surrender to the Company.
- 90.6 Except with the authority of the Council no payment of a sum exceeding \$200 will be made from the funds of the Company otherwise than by cheque drawn on the Company's bank account but the Council may provide the Honorary Treasurer with a sum to meet urgent expenditure subject to the observance of such conditions in relation to the use and expenditure as the Council may impose.
- 90.7 No cheques will be drawn on the Company's bank account except for the payment of expenditure that has been authorised by the officers of the Company. All such expenditure will be reported to the Council meeting next following the date of payment.
- 90.8 Each cheque, draft, bill of exchange, promissory note and other negotiable instrument will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any one of the President, Honorary Secretary or Honorary Treasurer and will be counter signed by any other of them.
- 90.9 Any funds not required for the purposes of the Company from time to time may be invested in such manner authorised for the investment of trust funds as the Councillors will decide. No funds will be withdrawn from such an investment except on the written order of any two of the President, Honorary Secretary and Honorary Treasurer.
- 90.10 The Council must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Law.

### 91. Audit

- 91.1 A registered company auditor must be appointed at each annual general meeting of the Company.
- 91.2 A person so appointed will hold office until the next annual general meeting and is eligible for re-appointment.
- 91.3 The first auditor of the Company may be appointed by the Council before the first annual general meeting and if so appointed will hold office until the first annual general meeting unless previously removed by a resolution of the members at a general meeting in which case the members at that meeting may appoint an auditor to act until the first annual

general meeting.

- 91.4 Except as provided in **article 91.3** the auditor may only be removed from office by special resolution.
- 91.5 If a casual vacancy occurs in the office of auditor during the course of the financial year of the Company the Council may appoint a person as the auditor and the person so appointed will hold office until the next annual general meeting.
- 91.6 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.
- 91.7 The accounts of the Company will be examined by the auditor at least once in each financial year.
- 91.8 The auditor will certify as to the correctness of the accounts of the Company and will report to the members present at the annual general meeting.
- 91.9 In the auditor's report and in certifying the accounts, the auditor will state:
- (1) whether the information supplied by the auditor has been requested;
  - (2) whether in the auditor's opinion the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Company according to the information at the disposal of and the explanations given to the auditor and as shown by the books of the Company; and
  - (3) whether the rules relating to the administration of the funds of the Company have been observed.
- 91.10 The Honorary Secretary will cause to be delivered to the auditor a list of all the accounts, books and records of the Company.
- 91.11 The auditor:
- (1) has a right of access to the accounts, books, records, vouchers and documents of the Company;
  - (2) may require from the servants of the Company such information and explanations as may be necessary for the performance of the auditor's duties as auditor;
  - (3) may employ persons to assist in investigating the accounts of the Company; and
  - (4) may in relation to the accounts of the Company examine any Councillor, Representative or any servant of the Company.

## **92. Rights of Inspection**

- 92.1 Subject to the Law the Council determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of members other than Councillors, and a member other than a Councillor does not have the right to inspect any document of the Company except as provided by law or authorised by the Council or by the Company in general meeting.

## PART 22 - NOTICES

### 93. Service of Notices

93.1 A notice may be given by the Company to any member either by serving it on the member personally or by sending it by post or facsimile transmission to the member at the address shown in the Register or the address or facsimile number supplied by the member to the Company for the giving of notices.

### 94. Method of Service

94.1 If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to be effected, on the next business day after the date of its posting.

94.2 If a notice is sent by facsimile transmission, service of the notice is deemed to be effected by properly addressing the facsimile transmission and transmitting it to the number supplied to the Company for that purpose and to be effected on the next business day after the date of its transmission unless:

- (1) the Company's facsimile machine fails to issue a transmission report which shows that the relevant number of pages comprised in the notice has been sent, or
- (2) the addressee notifies the Company immediately that the notice was not fully received in a legible form.

94.3 For the purpose of this article 'business day' means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in the place where the Company has its registered office.

### 95. Persons Entitled to Notice of General Meeting

95.1 Notice of every general meeting must be given in the manner authorised by **articles 93 and 94** to:

- (1) every member, and
- (2) the auditor for the time being of the Company.

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

## PART 23 - INDEMNITY

### 96. Right to Indemnity

96.1 To the extent permitted by law, any person who is, or was, a Councillor, Representative, Honorary Secretary, or executive officer (as defined in the Law) of the Company will be indemnified by the Company against any liability incurred by such person in that capacity to a person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith.

96.2 Every person who is or was a Councillor, Representative, Honorary Secretary or executive officer (as defined in the Law) of the Company will be indemnified by the Company against any liability for costs and expenses incurred by the person in defending any proceedings, whether civil or criminal, issued against the person in connection with the performance by the person of his or her position with the Company in which judgment is given in favour of the person or in which the person is acquitted or in

connection with an application in relation to any proceedings in which the Court grants relief under the Law.

- 96.3 The Company may, at the discretion of the Council, pay a premium in respect of a contract insuring a person who is, or has been, a Councillor, Representative, Honorary Secretary or executive officer (as defined in the Law) of the Company against liability incurred by such person in that capacity except for a liability arising out of conduct involving a willful breach of duty in relation to the Company or a contravention of subsections 232(5) or (6) of the Law. In the case of a Councillor or Representative, any such premium may be paid in addition to remuneration paid to that Councillor or Representative by the Company in accordance with these articles.

## **PART 24 - WINDING UP**

### **97. Winding Up**

- 97 .1 The provisions of clauses 6 and 7 of the memorandum of association relating to the winding up or dissolution of the Company have effect and must be observed as if they were repeated in these articles.

We, the several subscribers to the memorandum of association agree to the foregoing articles of association.

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**Signature of Subscribers**

**Signature and Name,  
address and occupation  
of witness to signature**

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**Carolyn Irene Webster**

**Elizabeth Rosalind Webb**

**Leonie Maureen Lorenz**

**Dianne Ruth Binns**

**Jill Irene Hilbig**

**Cheryl Patricia O'Brien**

**Lynette Fay Tozer**

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**DATED the 12th day of November 1996**

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