



## NFIA CONSTITUTION ADOPTED 15 NOVEMBER 2005

### SUMMARY OF PROVISIONS

#### I. MEMBERS.

There are two classes of membership:

1. Members, i.e. employers in the fire protection industry; and
2. Affiliate Members, i.e. employers with an interest in the fire protection industry but not directly involved in that section of the industry represented by this Association, e.g. manufacturers and consultants.

Membership fees will be set by Council for each current financial year.

A Member must give three months notice of any intention to resign and all outstanding fees must be paid prior to or upon resignation. This provision will not apply to Affiliate Members.

#### II. TAXATION REQUIREMENTS.

The Association is exempt from income tax on income paid by Members and Affiliate Members provided that: (a) dividends are not paid; and (b) the constitution contains a clause prohibiting the distribution of its property to Members or Associate Members in the event of winding-up. These provisions will be found in Articles 9 and 11 of the draft Constitution.

#### III. COUNCIL.

Councillors are elected by Members, usually at an Annual General Meeting, for a term of three years, and retire in rotation.

Council of this Association may appoint sub-committees and co-opt any person to Council, within limits, if it requires specialist advice on any subject.

The Constitution specifies that a quorum of Council members is three but does not specify the timing of Council meetings. Council should meet whenever there is business to be transacted.

IV. PRESIDENT, VICE-PRESIDENT AND ADDITIONAL COUNCILLORS.

The above office-bearers are elected at the first Council meeting following the Annual General Meeting, subject to the "rotation" provisions described above.

V. ANNUAL GENERAL MEETING.

An AGM is to be held once a year and, *inter alia*, is to elect Councillors, receive the accounts and appoint an auditor for the coming year. Proxy voting at general meetings is permitted, within time limits for lodgement of proxies.

A quorum of three Members is necessary at each general meeting of Members.

VI. VARIOUS PROVISIONS.

The Constitution contains the usual provisions to safeguard the rights of members. Apart from those mentioned above, these safeguards include the obligation to keep minutes of meetings, the obligation to maintain financial records, all of which are open to inspection by Voting Members, and the duties and requirements of Councillors.

VII. CORRECTION OF ERRORS.

When the proposed constitution was published, several errors in the drafting had not been previously detected. The errors referred to Articles 8, 47 and 51 and clauses LIX, LX, XC and XCI. To preserve the continuity of numbering when compared with the proposed document, these articles and clauses have been retained in sequence but the words "no subject matter" have been added in lieu of the original wording.

The provisions of the new Constitution are set out on the following pages.



CORPORATIONS ACT 2001  
(Commonwealth of Australia)

**CONSTITUTION**  
**OF**  
**NATIONAL FIRE INDUSTRY ASSOCIATION OF NSW LIMITED**  
ABN 35 092 671 666

A Company limited by guarantee

Adopted by resolution of Annual General Meeting  
held on 15 November 2005

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**PART 1.0 NAME**

Article 1. The name of the Company is "National Fire Industry Association of NSW Limited".

**PART 2.0 REGISTERED OFFICE**

Article 2. The Registered Office of the Association will be situated at Sydney in the State of New South Wales.

**PART 3.0 INTERPRETATION**

Article 3. In this Constitution, unless the contrary intention appears:

- I words importing any gender include other genders;
- II words importing natural persons include, unless the context indicates to the contrary, corporations, bodies corporate and unincorporated associations;
- III words importing the singular include the plural and vice versa;
- IV a reference to a statute (or to a provision of a statute) means the provision as modified or amended and in operation for the time being or any statute, code or provision enacted in lieu thereof and includes any regulation or rule for the time being in force under the statute, or provision;
- V a reference to a natural person denotes an individual, a body corporate, a partnership or an unincorporated joint venture;

VI an expression used in the Act that is given a meaning for the purposes of the Act has the same meaning as the Act.

Article 4. In this Constitution:

VII headings and sub-headings in this Constitution shall not affect their construction.

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

Article 5. In this Constitution the following words and expressions have the meanings indicated unless the context requires otherwise:

IX *Act* means the *Corporations Act 2001* of the Commonwealth of Australia as modified or amended from time to time;

X *Alternate Councillor* means a person appointed as an alternate councillor under PART 29.0

XI *Association* means National Fire Industry Association of NSW Limited;

XII *Auditor* means the Association's auditor;

XIII *Chairperson, President, Secretary, Treasurer, and Honorary Treasurer* mean those respective officers of the Association appointed from time to time as provided by the Constitution;

XIV *Constitution* means the constitution of the Association as amended from time to time and a reference to a particular article, clause, sub-clause or paragraph of the Constitution has a corresponding meaning;

XV *Council* means the council of the Association constituted by persons who hold the office of Councillor from time to time. Reference to Council shall include any duly appointed committees of Council exercising any of the powers of Council which have been duly delegated to it;

XVI *Councillor* includes any person occupying the position of director, as that term is defined in the Act, of the Association and includes the President, Treasurer and where appropriate, an Alternate Councillor;

- XVII *Fire Protection Industry* means the industry of the design, manufacture, engineering, supply, installation, maintenance and service of fire protection systems and equipment including all active and passive components used in the detection, warning, extinguishments and control of fires.
- XVIII Subject to Part 9, Membership, *Member* means a person, firm or corporation:
- (a) engaged in and/or employing any worker within the Commonwealth of Australia and its territories in the Fire Protection Industry; and
  - (b) registered as a General Member in the Register of General Members.
- XIX Subject to Part 9, Membership, *Affiliate Member* means a person, firm or corporation registered as a Affiliate Member in the Register of Affiliate Members.
- XX *National Association* means National Fire Industry Association.
- XXI *Registered Address* means the last known address of a Member as noted in the Members or Register of Affiliate Members respectively;
- XXII *Registered Office* means the Registered Office of the Association;
- XXIII *Representative* means a person appointed under Part 18;
- XXIV *Seal* means the common seal of the Association;
- XXV *Secretary* means any person appointed by the Council pursuant to Part 35 to perform the duties of a secretary of the Association;
- XXVI *State* means the State of New South Wales;

## PART 4.0 PRINCIPAL OBJECT

- Article 6. The principal object of the Association is to promote the interests of the Fire Protection Industry in Australia and all such activities as are ancillary thereto.

## PART 5.0 SUPPLEMENTARY OBJECTS

Article 7. The supplementary objects of the Association include but are not limited to:

- XXVII act as an organisation and/or industrial organisation of employers under the laws of the Commonwealth of Australia and its Territories or any state within the Commonwealth for employers who are eligible to be respondents to the *Sprinkler Pipe Fitters' Award 1998*;
- XXVIII bring any industrial disputes, claims or matters relating to industrial matters before any court, commissioner, committee enquiry or any tribunal whatsoever of the Commonwealth of Australia or any of the states of the Commonwealth of Australia, including but without limiting the generality of the foregoing - the High Court of Australia, the Federal Court of Australia, the Australian Industrial Relations Commission and any court or tribunal constituted pursuant to the *Workplace Relations Act 1996*;
- XXIX effect an association of employers for employers who are eligible to be respondents to the *Sprinkler Pipe Fitters' Award 1998* in the Fire Protection Industry with a view to improving the condition of the Fire Protection Industry in every proper and lawful manner;
- XXX improve either abroad or within Australia the relations of members of the Association with their employees;
- XXXI secure to the members of the Association all the advantages of unity of action and to protect the interests of members in any lawful manner whatsoever in all matters relating to the said industry;
- XXXII assist and support any scientific or standardisation or like bodies whose activities are calculated to be of interest to members;
- XXXIII promote or encourage any technical or other forms of education for the development of efficient workmen or employees;
- XXXIV establish branches and branch offices and to provide for the appointment of local committees to deal with local matters;
- XXXV enter into any affiliation or alliance with or to promote or assist in the formation of any other association, company, firm or chamber having objects similar to or

- calculated to benefit generally the members of this Association;
- XXXVI on such terms as may be approved by a general meeting of members, enter into any affiliation or alliance with or to support or promote or assist in the promotion or to enter into any contract with any other association or company having the object of indemnifying in any lawful manner, members or groups of members of this Association against the whole or any part of losses suffered by them in consequence of any industrial dispute or calling out of workmen or employees contrary to the provisions of any Federal or State Awards or agreements or otherwise contrary to law;
- XXXVII act in conjunction or Affiliate with or to appoint representatives to any association or union of employers either in Australia or abroad;
- XXXVIII propose or oppose legislative or other measures affecting or likely to affect the Fire Protection Industry;
- XXXIX prosecute or defend any suits, applications and proceedings before any court or tribunal whatsoever as may be deemed necessary or expedient in the interests of the Association or its members;
- XL act as arbitrators in the settlement of and to appoint committees to deal with disputes between members and their employees;
- XLI print and publish such as may be necessary for the spreading of information with respect to matters having relation to the objects of the Association;
- XLII enter into contracts calculated to benefit members generally;
- XLIII sign and execute all deeds and documents and other instruments of any kind whatsoever for carrying out the purposes of the Association herein set out;
- XLIV make, draw, accept, endorse, discount, execute, negotiate or issue such cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities as may be deemed necessary for carrying out the objects of the Association;
- XLV accept, invoke, or execute any trust or gift which may be deemed in accordance with or which may further the objects of the Association or any of them;

- XLVI      lend, borrow or raise and secure the payment of money in such manner as the Association shall think fit upon such terms and conditions as shall be deemed expedient and in particular by mortgage or debenture, perpetual or otherwise, or other securities and to charge if need by such mortgage, debenture or other securities upon the floating assets or upon all or any of the property of the Association present or future;
- XLVII     raise funds by means of subscription fees and levies on members and otherwise for all the purposes and objects of the Association in such amounts and in such manner as is provided for in these rules;
- XLVIII    represent the interests of employers in the Fire Protection Industry before courts, boards, conciliation committees, other Tribunals, any other bodies and at conferences with Trade Unions and other bodies of employers and employees;
- XLIX      adopt whatever procedure may be advisable in the interests of members of the Association and in the interests of the public;
- L          do all such other lawful things that may appear to be incidental or conducive to the above objects or any of them;
- LI         adopt any additional objects from time to time;
- LII        co-ordinate and safeguard the activities of the members of the Association in their business as fire protection engineers, contractors and/or manufacturers and/or services and/or such other activities as are ancillary to the Fire Protection Industry;
- LIII      establish a code of ethics and good business practice among members;
- LIV      establish, maintain and improve close liaison and friendly and co-operative relations with all governmental, semi-governmental, municipal or other local or public authorities, manufacturers, suppliers or distributors of goods, materials and/or services Affiliated with the Fire Protection Industry;
- LV        by the establishment of a standard of ethics and competence, provide a reasonable assurance to architects, insurance corporations, government bodies and the public in general of the skill, integrity and responsibility of the members;

- LVI improve and elevate the standards of installation and servicing in the Fire Protection Industry and to co-operate with regulatory authorities in the maintenance of proper standards of installation;
- LVII discuss and consider matters affecting the Fire Protection Industry and its ancillaries and to collect, collate, publish or cause to be published such information relating thereto as may be calculated to be of service to its members or to the community; and
- LVIII establish or assist in the establishment of standards of quality in respect of equipment and services in the Fire Protection Industry and to devise and conduct tests to ascertain and establish compliance with such standards.

Article 8. [no subject matter]

LIX [no subject matter]

LX [no subject matter]

## **PART 6.0 INCOME AND PROPERTY OF ASSOCIATION**

Article 9. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association set out in Part 4 and Part 5. No income or property shall be paid or transferred, or distributed directly or indirectly, by way of dividend, bonus or otherwise, to any member except for payments to a member:

- LXI subject to Article 167, in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
- LXII of remuneration to any officer or servant, contractor or agent of the Association or to any member in return for any services actually rendered to the Association;
- LXIII of interest payable in respect of money lent by members to the Association, provided that such rate of interest shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits;
- LXIV of reasonable and proper rent for premises demised or let by any member ; or

LXV of reimbursement of out-of-pocket expenses incurred on behalf of the Association by any member.

## **PART 7.0 LIABILITY OF MEMBERS**

Article 10. If the Association is wound up, every Voting Member undertakes to contribute to the property of the Association such amount required not exceeding \$10.00.

## **PART 8.0 SURPLUS ASSETS ON WINDING UP OR DISSOLUTION**

Article 11. If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other organisation or organisations having objects similar to the objects of the Association which is not carried on for the profit or gain of its individual members.

Article 12. The institution or institutions referred to in Article 11 shall be determined by the Members by majority vote at or before the time of the dissolution, and in default thereof, by application to the Supreme Court of New South Wales for determination.

## **PART 9.0 MEMBERSHIP**

Article 13. The number of Members and Affiliate Members which the Association may admit to membership is unlimited.

Article 14. Subject to Part 41, *Transitional Provisions*, and Article 17, the members of the Association are:

LXVI the members immediately prior to the adoption of this Constitution; and

LXVII any other members which Council admits to Membership or Affiliate Membership in accordance with this Constitution.

- Article 15. The Association may admit to Affiliate Membership any corporation which, in the opinion of Council, may be of assistance or support to the Association, or who may enhance or contribute to the objects of the Association.
- Article 16. Except by resolution of Council, no corporation shall be admitted as an Affiliate Member if that corporation is eligible for admission as a Member.
- Article 17. Following adoption of this Constitution, applications for Membership of Affiliate Membership shall be accepted only from corporations incorporated under the laws of a state (including a State other than New South Wales) or territory of the Commonwealth of Australia.
- Article 18. Notwithstanding the provisions of Article 17, Council may, by resolution of which at least one month's notice has been given, admit to Membership or Affiliate Membership any corporation incorporated under any law of a nation other than Australia.

## **PART 10.0 ADMISSION TO MEMBERSHIP**

- Article 19. Applications for Membership or Affiliate Membership must be forwarded to the Association in such form as Council from time to time prescribes.
- Article 20. Applications shall be accompanied by:
- LXVIII payment in full of the current Membership or Affiliate Membership subscription fee as the case may be; and
  - LXIX if required by Council, a statement providing evidence of the eligibility of the applicant for Membership or Affiliate Membership.
- Article 21. The Secretary shall, as soon as practicable, place applications for Membership and, if required by Council, Affiliate Membership before a meeting of Council after such applications have been received. Applications may be assessed and, at the discretion of Council, accepted by a committee of the Council appointed for that purpose.
- Article 22. If the Council or its committee asks for more evidence of eligibility or information required under Article 20, determination of an

application for membership shall be deferred until that evidence is given.

Article 23. Council or its committee will consider each application and Council's decision to admit or not to admit applicants for any category of membership shall be final and conclusive.

Article 24. The Council shall in no case be required to give any reasons for the acceptance or rejection of any application for any category of membership.

Article 25. The name of every person admitted to Membership or Affiliate Membership shall be forthwith entered in the Register of Members or the Register of Affiliate Members, as the case may be, together with the date of admission and Registered Address.

Article 26. The Secretary shall promptly notify applicants for any category of membership of their admission or rejection of their applications. The Secretary shall promptly refund the entrance and subscription fees paid by all unsuccessful applicants.

## **PART 11.0 CHANGE OF ADDRESS**

Article 27. Any member who shall at any time change his or her Registered Address shall immediately give notice thereof in writing to the Association and such new address shall be promptly recorded in the Register of Members or the Register of Affiliate Members as the case may be.

## **PART 12.0 CESSATION OF MEMBERSHIP**

Article 28. A Member shall cease to be a Member:

LXX on the expiration of three months following the date on which the Member has given written notice to the Association of his intention to resign his or her membership;

LXXI if his or her subscription fee remains unpaid for one calendar month after the date of any default notice sent to him pursuant to Article 39;

- LXXII if a resolution is passed by the Council or by a meeting of the Members to expel the General Member or Industrial Member as provided in Part 15;
- LXXIII if, being a natural person, he or she dies or becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- LXXIV if he or she ceases to qualify for membership or becomes ineligible for membership under Article 5.XVIII or Article 5.XIX, as the case may be, and fails to remedy the defect under that clause for a period of fourteen days after service on him or her of a notice of ineligibility issued by the President, upon a resolution of Council; or
- LXXV if being a corporation, it goes into liquidation or a resolution is passed that it be wound up except for the purpose of reconstruction;
- LXXVI and the name of the Member shall be forthwith removed from the Register.

## **PART 13.0 CESSATION OF AFFILIATE MEMBERSHIP**

Article 29. An Affiliate Member shall cease to be an Affiliate Member:

- LXXVII if his or her subscription fee remains unpaid for one calendar month after the date of any default notice sent to him pursuant to clause Article 39;
- LXXVIII if a resolution is passed by the Council to expel the Affiliate Member as provided in Part 15;
- LXXIX if, being a natural person, he or she dies or becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- LXXX if he ceases to qualify for Affiliate Membership under Article 5.XI and fails to remedy the defect under that clause for a period of fourteen (14) days after service on him or her of a notice of ineligibility issued by the President, upon a resolution of Council; or
- LXXXI if being a corporation it goes into liquidation or a resolution is passed that it be wound up except for the purpose of reconstruction;

LXXXII and his name shall forthwith be removed from the Register of Affiliate Members.

## **PART 14.0 CESSATION OF MEMBERSHIP: OTHER PROVISIONS**

Article 30. If a member ceases to be a member for any reason, Council may notify this fact to all associations, organisations, authorities, companies or persons to whom a list of members has been supplied by the Association with the request that the list of members be amended accordingly.

Article 31. Any member ceasing to be a member pursuant to Parts 12 and 13:

LXXXIII will not be entitled to any refund (or part refund) of a subscription fee; and

LXXXIV will remain liable and will pay to the Association all subscription fees and moneys which were due at the date of ceasing to be a member.

## **PART 15.0 MISCONDUCT**

Article 32. If any Member:

- (a) wilfully refuses or neglects to comply with the provisions of the Constitution; or
- (b) is guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interest of the Association,
- (c) the Council shall have power by majority resolution to censure, suspend or expel the member from the Association and in the case of expulsion to erase his name from the Register of General Members or the Register of Industrial Members or the Register of Affiliate Members, as the case may be;
- (d) PROVIDED THAT at least one week before the meeting of the Council at which such resolution is passed,

- (e) the member shall have had notice of such meeting and of what is alleged against him or her and of the intended resolution; and
- (f) the member or the Representative of such member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing and explanation or defence he or she may think fit;
- (g) AND PROVIDED FURTHER that any Member, but not a Affiliate Member,
- (h) may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Council, elect to have the question dealt with by the Association in general meeting; and
- (i) in that event an extraordinary general meeting of the Association shall be called for the purpose; and
- (j) if at the meeting such a resolution is passed by a majority of two thirds of those present and voting (such vote to be taken by ballot with the Member concerned not having a vote);
- (k) the Member concerned shall be punished accordingly and in the case of a resolution for his or her expulsion the Member shall be expelled and his or her name removed from the Register of Members.

## **PART 16.0 SUBSCRIPTIONS AND OTHER FEES**

- Article 33. Council shall, at least once in each year, determine the rate of the subscription fee payable by Members and Affiliate Members.
- Article 34. When such rates have been determined, the Secretary shall promptly give notice thereof to all Members and Affiliate Members.
- Article 35. All subscription fees are due and payable in full yearly in advance on 1 July in each year.
- Article 36. No new or additional annual membership fees will become due and payable within two calendar months of such notice being given.

- Article 37. Each applicant for membership shall, if required by resolution of Council, pay an entrance fee, the amount of which shall be determined by the Council from time to time. At the time of the adoption of this Constitution this entrance fee shall be \$50.00.
- Article 38. A Member or Affiliate Member shall be liable to pay any subscription fee that shall become due and payable while he is such a member, without any refund, notwithstanding that he subsequently ceases to be a Member or Affiliate Member.
- Article 39. If a Member's subscription fees remains unpaid for at least two calendar months after the due date for payment as determined in accordance with Article 28, the Secretary shall, upon a resolution of Council, issue a default notice to that member stating that unless the member pays such fees within one calendar month following the date of the default notice the member shall cease to be a Member of the Association. The Council may in its absolute discretion on payment of all arrears re-admit any Member whose membership ceases in this way.
- Article 40. All subscription fees, entrance fees and other charges payable under this Constitution shall not include Goods and Services Tax or similar charge by whatever name so called imposed or required to be imposed by law.
- Article 41. All subscriptions shall constitute a debt enforceable at law.

## **PART 17.0 POWERS OF ATTORNEY**

- Article 42. If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Association or the membership in the Association of the Member, that member must deliver the instrument appointing the Attorney to the Association for notation.
- Article 43. If the Association asks the Member to file with it a certified copy of the instrument for the Association to retain, the Member will promptly comply with that request.
- Article 44. The Association may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

## **PART 18.0 REPRESENTATIVES**

Article 45. Any corporation or organisation which is a Member may by written notice to the Secretary:

LXXXV appoint a natural person to act as its Representative in all matters connected with the Association as permitted by the Act; and

LXXXVI remove a Representative.

Article 46. Subject to this Constitution, a Representative is entitled to:

LXXXVII exercise at a general meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person;

LXXXVIII stand for election as an office bearer or Councillor; and

LXXXIX be counted towards a quorum on the basis that the member corporation or organisation is to be considered personally present at a general meeting by its Representative.

Article 47. A certificate executed in accordance with section 127 of the Act is rebuttable evidence of the appointment or of the removal (as appropriate) of the Representative.

Article 48. Subject to this Constitution, the chairperson of a general meeting may allow a person purporting to be a representative of a corporation or organisation to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.

## **PART 19.0 GENERAL MEETINGS**

Article 49. A general meeting of the Association shall be held at least once in every calendar year and otherwise in accordance with the provisions of Section 250N(2) of the Act.

Article 50. The President and any Councillor may, at any time, call a general meeting of Members.

Article 51. A general meeting shall be convened by the Secretary on receipt of the requisition of not fewer than three Members.

XC [no subject matter]

XCI [no subject matter]

Article 52. Subject to the provisions of the Act allowing general meetings to be held on shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Voting Members of any general meeting.

A notice calling a general meeting:

XCII must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and

XCIII must state the general nature of the business to be transacted at the meeting; and

XCIV may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

Article 53. Council may postpone or cancel any general meeting whenever it thinks fit (other than a meeting called as a result of a request under Article 51).

Article 54. Council must give notice of the postponement or cancellation of a general meeting to all Voting Members and other persons entitled to receive notices from the Association.

Article 55. The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Voting Member or the non-receipt of a notice (or form) by any Voting Member does not invalidate the proceedings at or any resolution passed at the general meeting.

## **PART 20.0 PROCEEDINGS AT GENERAL MEETINGS**

Article 56. In this Part, Member includes a Voting Member present in person or by proxy, attorney or representative.

- Article 57. No business shall be transacted at any general meeting unless a quorum of Members is present when the meeting proceeds to business.
- Article 58. A quorum shall be constituted by three persons who are Members.
- Article 59. If within half an hour from the time appointed for the meeting a quorum is not present:
- XCV the meeting, if convened upon the requisition of Members, shall be automatically dissolved; and
- XCVI in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as Council may determine.
- Article 60. If at the adjourned meeting a quorum is not present within half an hour from time appointed for the meeting, the Members present (being not less than two persons who are Members) shall be a quorum. If a quorum is still not present the meeting shall be dissolved.
- Article 61. The President shall preside as Chairperson at every general meeting of the Association. If the President is absent or is unwilling to act, then the Members present shall elect one of their number to be Chairperson of the meeting.
- Article 62. The Chairperson shall be responsible for the general conduct of the meeting and may make rulings and, in addition to any general power, to adjourn the meeting without putting the question to the vote if such action is required to ensure the orderly conduct of the meeting.
- Article 63. The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- Article 64. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- Article 65. Subject to Articles 63 and 64 it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- Article 66. Subject to the Act in relation to special resolutions, a resolution is carried if the majority of votes cast on the resolution are in favour of the resolution.
- Article 67. At any general meeting a resolution put to the vote of the meeting shall be decided by the Members on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- XCVII by the Chairperson; or
- XCVIII by at least three persons who are Voting Members present in person or by proxy.
- Article 68. Unless a poll is so demanded a declaration by the Chairperson 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- Article 69. The demand for a poll may be withdrawn.
- Article 70. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the appointment of a Chairperson or on a question of adjournment shall be taken forthwith.
- Article 71. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- Article 72. On a show of hands every person present who is a Member shall have one vote.
- Article 73. On a poll every Member present in person shall have one vote for each Member (including himself if he is a Member) he represents.

Article 74. No Member shall be entitled to vote at any general meeting if his membership fees are in arrears at the commencement of the meeting.

Article 75. No Affiliate Member shall be entitled to vote in any general meeting of the Association or vote on any matter whatsoever which may arise in the conduct (whether in the ordinary course of business or not) of the Association.

## **PART 21.0 VOTING BY PROXY, ATTORNEY OR REPRESENTATIVE**

Article 76. A Member may vote in person or by proxy or by attorney or by a duly appointed Representative. The proxy, attorney or Representative so appointed need not be a member.

Article 77. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly as the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.

Article 78. The instrument appointing a proxy shall be in the form or substantially in the form set out in Schedule 1 to the Constitution, given under the hand of the person appointing the proxy or of his or her attorney or, if the proxy is given by a corporation, under seal or under the hand of an officer whose appointment has been duly notified to the Association or attorney duly authorised.

Article 79. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Article 80. A Member shall be entitled to instruct his or her proxy in favour of or against any proposed resolutions or on the election of Councillors. Unless otherwise instructed the proxy may vote as he or she thinks fit.

Article 81. For the purposes of Article 76, an appointment received at an electronic address will be taken to be signed by the Member if:

XCIX a personal identification code allocated by the Association to the Member or which may be reasonably assumed to be that of the Voting Member has been input into the appointment; or

C the appointment has been verified in a manner approved by Council.

Article 82. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association, or at such other place as is specified for that purpose in the notice convening the meeting, not less than two business days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. A legible facsimile transmission copy of any such instrument will be accepted as if it was the original instrument.

Article 83. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used.

## **PART 22.0 COUNCIL**

Article 84. Council shall, upon the adoption of this Constitution, consist of not fewer than three Councillors, all of whom shall be Members of the Association.

Article 85. All Councillors shall be appointed pursuant to clause of this Constitution and shall hold office as provided by the Constitution.

Article 86. The continuing Councillors may act notwithstanding any vacancy but so that if the number of Councillors falls below three, Council shall not, except for the purpose of filling the vacancy or convening a general meeting, act as long as the number is below either minimum.

Article 87. Subject to PART 32.0, not more than one authorised representative of any one firm or company which is a Member shall be capable of being a Councillor at the same time.

- Article 88. The office of Councillor shall automatically be vacated if the Councillor:
- CI ceases to be a Councillor by virtue of the Act;
  - CII by notice in writing to the Association resigns his office;
  - CIII 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;
  - CIV absents himself or herself from three consecutive Council meetings without special leave of absence from Council and Council resolves that his office be vacated;
  - CV becomes prohibited from being a Councillor by reason of any order made under the Act;
  - CVI is removed from his office, and his or her office declared vacant, by ordinary resolution of Voting Members;
  - CVII ceases to be either a Voting Member or a duly authorised representative of a firm or company, which is a Voting Member; or
  - CVIII is a duly authorised representative of a company or firm which ceases to be a Voting Member.
- Article 89. Councillors shall not be paid any fees for their services as such. The Association shall reimburse to Councillors out of the funds of the Association any outlay or expenses properly incurred by them on behalf of or at the request of the Association.
- Article 90. A Councillor must retire at the conclusion of the third Annual General Meeting after the Councillor was last elected.
- Article 91. A retiring Councillor shall be eligible for re-election, such re-election occurring simultaneously with, and effective on the retirement of a Councillor pursuant to Article 93.
- Article 92. The Councillors to retire in every year shall be those who have been longest in office since their last election but as between persons who became members of the Council on the same day those to retire shall (unless otherwise agreed amongst themselves) be determined by lot.
- Article 93. The Association at the meeting at which a Councillor so retires may fill the office vacated by such retiring Councillor by electing a person to the position of Councillor including the retiring Councillor to fill such vacancy and in default the retiring Councillor, if he shall

have offered himself for re-election, shall be deemed to have been re-elected unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that Member is put to the meeting and lost.

## **PART 23.0 ELECTION OF COUNCIL**

- Article 94. Subject to Parts 22, 25 and 26, the appointment of Councillors by Members shall be by election as provided in the Constitution.
- Article 95. For the purposes of conducting all elections of Councillors the Secretary shall be the Returning Officer unless another person, not being a candidate for election to office, is appointed by Council to act as Returning Officer.
- Article 96. A person other than a retiring Councillor is not eligible for election as a Councillor unless the Member who intends to propose the person has deposited at the Registered Office a form of nomination and acceptance in the form or to the effect of the form specified in Schedule 2 to this Constitution.
- Article 97. Nominations for the position of Councillor:
- CIX shall be signed by the nominator, the seconder and the nominee, all of whom shall be Voting Members;
  - CX in the case of an election to be held at each Annual General Meeting, not later than fourteen days before the date of such Annual General Meeting or such later time as Council may permit in its absolute discretion; or
  - CXI in any other case, at least 28 days prior to the meeting at which the election is to be held.
- Article 98. If the number of Members nominated for election to the Council together with the retiring Councillors who shall have sought re-election does not exceed the number of vacancies on the Council to be filled, the Members so nominated together with the retiring Councillors who shall have sought re-election shall, at the meeting concerned, be declared elected as Councillors.
- Article 99. If the number of Members nominated for election to the Council together with the retiring Councillors who shall have sought re-election exceeds the number of vacancies on the Council to be

filled, an election shall be conducted by secret ballot in the manner provided by Part 24.

## **PART 24.0 CONDUCT OF BALLOTS**

- Article 100. Ballot papers shall be prepared setting out the names of the candidates for the Council and providing for voters to cast their votes by placing a mark opposite the names of the candidates for whom they desire to vote.
- Article 101. The order in which candidates' names appear on the ballot papers shall be determined by lot drawn by the Returning Officer.
- Article 102. The Returning Officer shall enclose with the notice convening the general meeting at which an election of Councillors is to take place a proxy form to enable a Member appointing a proxy to direct the voting of the proxy on the election.
- Article 103. The proxy form shall set out the names of the candidates in the same sequence as is on the ballot paper.
- Article 104. The Returning Officer shall circulate brief biographical information on each candidate for election to the Council where such information is provided to the Secretary with the nomination form and the Returning Officer is satisfied that the information is not false or misleading;
- Article 105. At the meeting at which the election is to take place, each Member shall be handed:
- CXII one ballot paper for his own use; and, except where Article 109 applies,
  - CXIII one ballot paper for each General Member whose proxy he holds.
- Article 106. A Member may direct his proxy as to how he is to vote on an election of Councillors by completing the relevant section of the proxy form so as to indicate the one or more candidates for whom he or she desires to vote. Where completed in this manner the proxy form shall, for the purposes of this Constitution, be treated as if it was a ballot paper tendered by the proxy on behalf of the Member concerned.

- Article 107. Where completed in the manner specified in the preceding paragraph the proxy form shall for the purposes of the Constitution be treated as if it was a ballot paper tendered by the Member of behalf of the Voting Member concerned.
- Article 108. The Returning Officer shall be responsible for:
- CXIV the issuing of ballot papers to Voting Members present at the meeting;
  - CXV the receipt of completed ballot papers;
  - CXVI the verification of proxy votes;
  - CXVII the counting of all votes validly cast; and
  - CXVIII all other matters incidental to the proper conduct of the election.
- Article 109. Upon request, Council shall appoint two persons, not being candidates for election to office, to act as scrutineers.
- Article 110. The scrutineers shall:
- CXIX be responsible for overseeing the conduct of the election;
  - CXX be entitled to witness all actions taken by the Returning Officer or his assistants; and
  - CXXI have access to all proxy forms, ballot papers and other documents necessary to fulfil these responsibilities.
- Article 111. Any question about the validity of any vote shall be determined by the Returning Officer and his or her decision shall be final.
- Article 112. The Returning Officer shall report the result of the ballot to the Chairperson of the meeting who shall declare the result.
- Article 113. When declaring the result the Chairperson shall specify the number of terms for which each of the Councillors has been appointed in accordance with the Constitution.
- Article 114. The result of the ballot and the number of terms for which each of the Councillors has been appointed shall be recorded in the minutes of the meeting.
- Article 115. A vote, to be counted as valid, shall not be cast for more than the number of positions to be filled by the election.

Article 116. A vote shall not be invalid if the Member has not cast a vote for the full number of the positions to be filled by the election.

## **PART 25.0 ADDITIONAL AND CASUAL COUNCILLORS**

Article 117. Council may appoint any Member as a Councillor to fill a casual vacancy on Council other than a vacancy caused by the retirement or removal of an Industrial Member from Council.

Article 118. Council may appoint any Industrial Member as a Councillor to fill a casual vacancy caused by either:

CXXII the retirement or removal of an Industrial Member from Council; or

CXXIII the failure of Voting Members in general meeting to elect one of their number as an Industrial member of Council.

Article 119. A Member appointed as Councillor under Articles 120 or 121 will hold office until the next general meeting of the Association when he or she shall be eligible for nomination and election to Council.

## **PART 26.0 OFFICE-BEARERS**

Article 120. Councillors elected at each Annual General Meeting in each year shall, as soon as practicable after the conclusion of that Annual General Meeting, elect from their number:

CXXIV a President;

CXXV a Vice-President; and

CXXVI any other office-bearer, deemed by Council to be required for the proper administration of the Association.

Article 121. The Secretary shall forthwith inform all members the name of the elected office-bearers.

Article 122. Any office-bearer of Council shall be vacated if the person holding that office ceases to be a Councillor.

Article 123. Council may appoint any Councillor from amongst their number to fill any vacancy in the office occurring under Article 122 above and any Councillor so appointed shall hold office for the balance of the term that the person whose office he is appointed to fill would have served had such office not been vacated.

## **PART 27.0 POWERS OF COUNCIL**

Article 124. The management and control of the business and affairs of the Association, shall, subject to the Constitution, be vested in Council.

Article 125. In addition to the powers and authorities expressly conferred upon Council, Council may exercise all such powers and do all such acts and things as are within the scope of the Constitution and are not hereby or by statute or by the Constitution expressly directed or required to be exercised or done by the Voting Members in general meeting.

Article 126. No variation to the Constitution shall invalidate any prior act of Council which would have been valid if such variation had not been made.

Article 127. Council shall not sell or otherwise dispose of the main undertaking of the Association either absolutely or conditionally without the prior approval of the Members in general meeting.

Article 128. Council may exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association or of any other person and guarantee or become liable for the payment of money or the performance of any obligation by or of any other person.

Article 129. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of

Council or in such other manner as Council from time to time determines.

## **PART 28.0 PROCEEDINGS OF COUNCIL**

- Article 130. Council may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum, which shall not be less than two, necessary for the transaction of business.
- Article 131. Reasonable notice of all Council meetings shall be given to all Councillors at their normal address for service.
- Article 132. Upon the written request of two Councillors the Secretary shall convene a meeting of Council.
- Article 133. A meeting of Council must be called on at least forty-eight hours notice of a meeting to each Councillor and each Alternate Councillor, but it is not necessary to give notice to a Councillor whom the Secretary reasonably believes to be temporarily outside Australia.
- Article 134. The President shall be entitled to act as Chairperson at meetings of Council. If at any meeting the President is not present within five minutes after the time appointed for holding the same, the Councillors present may choose one of their number to be Chairperson of the meeting.
- Article 135. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairperson shall have a second or casting vote.
- Article 136. A meeting of Council at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under the Constitution for the time being vested in or exercisable by Council.
- Article 137. A resolution in writing (comprising one or more documents in like form) signed by all Councillors entitled to vote on the resolution shall have the same force and effect as a resolution passed at a

meeting of Council notwithstanding that such resolution shall not have been passed at a meeting of Council provided that notice of the proposed resolution has been given to all Councillors. The resolution is passed when the last Councillor signs.

Article 138. For the purposes of this Article, separate copies of a document may be used for signing by Councillors if the wording of the resolution and statement is identical in each copy.

Article 139. Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

Article 140. A meeting of the Council shall include:

CXXVII a meeting of Councillors assembled in person on the same day at the same time and place;

CXXVIII subject to the Act, Councillors communicating with each other by telephone or any other technological or electronic means by which they are able to simultaneously hear each other and participate in discussion notwithstanding they (or one or more of them) are not physically present in the same place;

CXXIX and a Councillor participating in the meeting under this clause shall be deemed to be present (including for the purposes of constituting a quorum) and entitled to vote at the meeting notwithstanding that he is not physically present at the place appointed for the meeting.

## **PART 29.0 ALTERNATE COUNCILLORS**

Article 141. Each Councillor may, with the approval of the Council, be entitled to appoint an Alternate Councillor for a period determined by the Councillor.

Article 142. An Alternate Councillor is entitled to notice of Councillors' meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Councillor.

Article 143. An Alternate Councillor is an officer of the Association and is not an agent of the appointor.

Article 144. The provisions of this Constitution which apply to Councillors also apply to Alternate Councillors.

### THE APPOINTMENT OF AN ALTERNATE COUNCILLOR:

- CXXX may be revoked at any time by the appointor or by the other Councillors; and
- CXXXI ends automatically when the appointor ceases to be a Councillor.

Article 145. Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

### PART 30.0 VALIDITY OF ACTS

Article 146. All acts done at any meeting of Council or by a committee appointed by Council in pursuant of Part 31 or by any person acting as a Councillor shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Councillors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

### PART 31.0 COMMITTEES

Article 147. Council may by resolution or by power of attorney or writing under the seal of the Association delegate any of its power to a committee or committees consisting of one or more Councillors and/or other persons as it thinks fit

Article 148. Any committee so formed or person or persons so appointed shall in the exercise of the powers so delegated comply with any directions that may from time to time be given by Council.

Article 149. Council may at any time revoke any delegation of power to a committee.

Article 150. Meetings and proceedings of any committee shall be governed by the provisions contained in this Constitution for regulating the meetings and proceedings of Council so far as the same are applicable thereto and are not superseded by any direction made by the Council under Article 147.

Article 151. Council may from time to time appoint one or more special advisers or advisory committees to provide advice to Council on such matters as the Council may determine.

Article 152. Special advisers and advisory committee members need not be members or Councillors.

**NO SPECIAL ADVISER OR ADVISORY COMMITTEE SHALL HAVE OR EXERCISE ANY POWERS OR AUTHORITIES OF COUNCIL.**

### **PART 32.0 CO-OPTING OF MEMBERS.**

Article 153. Notwithstanding the provision of clause Article 87, Council may, by resolution, co-opt not more than two members to serve on Council for a period of not more than twelve months. Such co-opted Members shall:

CXXXII hold office only until the conclusion of the period specified in the resolution or until the conclusion of the next Annual General Meeting, whichever first occurs; and

CXXXIII be capable of exercising a vote at any meeting of Council and exercise that vote should he or she so desire.

### **PART 33.0 COUNCILLORS' INTERESTS**

Article 154. Each Councillor must disclose his or her interests to the Association in accordance with the Act.

Article 155. The Secretary shall record any such declaration in the minutes of the relevant meeting and send a copy thereof to each Councillor as is required by the Act.

Article 156. The disclosure obligations of this clause shall apply to Alternate Councillors, co-opted Councillors, members of committees of Council, special advisers and members of advisory committees as if they were Councillors.

Article 157. No contract made by a Councillor with the Association and no contract or arrangement entered into by or on behalf of the Association in which any Councillor may be in any way interested is avoided or rendered voidable merely because of the Councillor

holding office as a director or because of the fiduciary obligations arising out of that office.

Article 158. No Councillor contracting with or being interested in any arrangement involving the Association is liable to account to the Association for any profit realised by or under any such contract or arrangement merely because of the Councillor holding office as a Councillor or because of the fiduciary obligations arising out of that office.

Article 159. A Councillor is not disqualified merely because of being a Councillor from contracting with the Association in any respect.

Article 160. A Councillor or a body or entity in which a Councillor has a direct or indirect interest may:

CXXXIV enter into any agreement or arrangement with the Association;

CXXXV hold any office or place of profit other than as auditor in the Association; and

CXXXVI act in a professional capacity other than as auditor for the Association;

Article 161. The Councillor or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Association or from holding an office or place of profit in or acting in a professional capacity with the Association.

Article 162. A Councillor who has a material personal interest in a matter that is being considered at a Councillors' meeting must not:

CXXXVII be present while the matter is being considered at the meeting; or

CXXXVIII vote on the matter,

CXXXIX unless permitted by the Act to do so, in which case the Councillor may:

CXL be counted in determining whether or not a quorum is present at any meeting of Councillors considering that contract or arrangement or proposed contract or arrangement;

CXLI be counted in determining whether or not a quorum is present at any meeting of Councillors considering that

contract or arrangement or proposed contract or arrangement;

CXLII sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and

CXLIII vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

## **PART 34.0 MINUTES**

Article 163. At all Annual General Meetings, general meetings, Council meetings and committee meetings, minutes shall be made:

CXLIV of any appointment or removal of officers or servants;

CXLV of names of Members, Councillors and all other persons present at the meeting;

CXLVI of all proceedings at the meeting including all resolutions considered and passed; and

CXLVII of all disclosure of interests made by Councillors.

Article 164. Minutes shall be signed by the Chairperson of the meeting or the next succeeding meeting.

## **PART 35.0 SECRETARY**

Article 165. Council shall in accordance with the Act appoint a person to be the Secretary of the Association for such terms and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it.

Article 166. The Secretary shall not, by reason of office only, be a member of the Association or a Councillor and shall not, by reason of office only, have any right to vote at any meeting of the Association or of Council.

## **PART 36.0 TREASURER**

Article 167. Council may appoint a Treasurer for any term and upon any condition or remuneration as it thinks fit. The Treasurer may be removed by Council and another person appointed in his place.

Article 168. Council may appoint a member as Honorary Treasurer who shall become an officer of the Association and if not already a member of Council shall become an ex officio member of Council and shall be bound by the provisions of the Constitution in all respects.

## **PART 37.0 SEAL**

Article 169. Council shall provide for the safe custody of the Seal which shall be used only by the authority of Council or of a duly authorised committee of Council.

Article 170. Every instrument to which the Seal is affixed shall be signed by a Councillor and shall be countersigned by the Secretary or by a second Councillor or by some other person appointed by Council for the purpose.

## **PART 38.0 ACCOUNTS AND AUDIT**

Article 171. Council shall cause proper accounting and other records to be kept and shall distribute to Members a copy of every profit and loss account and balance sheet, and every document required by law to be attached thereto, accompanied by a copy of the auditor's report thereon as required by the Act.

Article 172. Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five months before the date of the meeting.

Article 173. Council shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members.

Article 174. A properly qualified auditor shall be appointed in accordance with the Act and his duties shall be regulated in accordance with the Act.

## **PART 39.0 NOTICES**

Article 175. Any notice required by law or by or under the Constitution to be given to any Member or Affiliate Member may be given by sending it by post at his or her postal address, or by serving it on him or her personally.

Article 176. Where a notice is sent by post, the notice shall be deemed to be given by properly addressing, prepaying, and posting a letter containing the notice and shall be deemed to have been served at the time at which the letter would be delivered in the ordinary course of the post.

Article 177. Such notice may also be given or served by facsimile or other electronic means to a location supplied by the member for the purpose of routinely receiving such notices or other communications.

Article 178. Where a notice is sent by facsimile or other electronic means, service of the notice shall be deemed to be effected on the day following the day of transmission.

Article 179. Notice of every general meeting shall be given in any manner hereinbefore authorised to:

CXLVIII every Member;

CXLIX every Councillor and Alternate Councillor; and

CL the auditor for the time being of the Association.

Article 180. No other person shall be entitled to receive the notices of general meetings unless Council, in its absolute discretion, so resolves.

Article 181. The accidental omission to give notice to or the non-receipt by a Voting Member of any notice shall not invalidate the proceedings of any general meeting or any resolution passed thereat.

## **PART 40.0 INDEMNITY OF OFFICERS**

Article 182. To the extent permitted by law, every Councillor, auditor, Secretary and other officer and employee for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office or which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the court in respect of any negligence default breach of duty or breach of trust.

## **PART 41.0 TRANSITIONAL PROVISIONS**

Article 183. This Constitution shall take effect from the conclusion of the general meeting of Members at which it is adopted.

Article 184. Any amendment of this Constitution subsequent to its adoption shall take effect from the conclusion of the general meeting of Members at which that amendment is adopted.

**SCHEDULE 1: FORM OF PROXY**

**NATIONAL FIRE INDUSTRY ASSOCIATION OF NSW LIMITED**  
 ("the Association") ABN 35 092 671 666  
**APPOINTMENT OF PROXY**  
 (NOTE: PROXY FORMS MUST BE DELIVERED TO THE ASSOCIATION  
 BY (time) ..... ON (date) .....)

I (insert your name >>>)	
of (insert your Company's name >>>)	
being a Member or representative of a Member (tick one only >>>)	<input type="checkbox"/> Member <input type="checkbox"/> representative of a Member
hereby appoint (insert name of appointee >>>)	
of (insert name of appointee's Company >>>)	
or, failing him or her, (if desired, insert name of alternative appointee and Company name >>>)	
<p>or, failing both of them, the Chairman as my proxy to vote for me on my behalf at the Annual General Meeting of the Association to be held on the... day of .... and at any adjournment thereof.</p> <p>In respect of the resolutions shown below, my proxy is authorised to vote in favour of or against each resolution as indicated by my mark placed next to either: (1) the statement "in favour of the adjacent resolution"; OR (2) the statement "against the adjacent resolution"; OR (3) the statement "as he or she sees fit in respect of the adjacent resolution".</p>	
Resolution (specify) (tick one only >>>) ..... .....	<input type="checkbox"/> in favour of the resolution <input type="checkbox"/> against the resolution <input type="checkbox"/> as he or she sees fit in respect of the resolution
Other resolution (specify) (tick one only >>>) ..... .....	<input type="checkbox"/> in favour of the resolution <input type="checkbox"/> against the resolution <input type="checkbox"/> as he or she sees fit in respect of the resolution
Today's date >>>	
Name of Member >>>	
Signed for and on behalf of the Member by	X.....

**SCHEDULE 2: FORM OF NOMINATION AND ACCEPTANCE FOR ELECTION TO COUNCIL**

<b>NATIONAL FIRE INDUSTRY ASSOCIATION OF NSW LIMITED</b> <b>("the Association") ABN 35 092 671 666</b> <b>NOMINATION FOR ELECTION AS COUNCILLOR</b>	
I (insert your name >>>)	
of (insert your Company's name >>>)	
being a financial Member of the Association, wish to nominate (insert the name of the person you wish to nominate >>>)	
of (insert name of your nominee's Company >>>)	
for election as a Councillor of this Association.	
Signed on behalf of the Nominating Member by (sign your name here >>>)	
This nomination is seconded by (Seconding Member to sign here >>>)	
of (insert Seconding Member Company's name here >>)	
<b>NATIONAL FIRE INDUSTRY ASSOCIATION OF NSW LIMITED</b> <b>ACCEPTANCE OF NOMINATION</b>	
I (insert your name >>>)	
of (insert your Company's name >>>)	
being a financial Member of the Association, consent to being nominated for election as a Councillor of the Association.	
My date of birth is >>>	
My place of birth is >>>	
My residential address is >>>	
My position with the Company is >>>	
Today's date >>>	
Signed for an on behalf of the Member by >>>	X.....

