

CONSTITUTION OF NCHA LIMITED

1. Name

- 1.1. The name of the Company is NCHA Limited.
- 1.2. In this constitution the Company is described as “the Association” or “NCHA.”
- 1.3. The Association is a Company limited by guarantee and is subject to the provisions of the Corporations Act 2000 (Cth) (the Act).

2. Constitutional Objects

The objects of NCHA are:

- 2.1. To promote and encourage the breeding, use and exhibition of cutting horses.
- 2.2. To establish and maintain a registry of cutting horses and NCHA members and collect verify and publish information regarding their performance and exhibition.
- 2.3. To conduct, promote, foster, support and encourage events, competitions, shows and exhibitions in relation to horses including cutting horses and to give or contribute to prizes, awards, distinctions and trophies.
- 2.4. To establish and maintain:
 - (a) A National High Points Award Register;
 - (b) A register of all approved judges of cutting horse contests;

- (c) A register of approved cutting horse contests in Australia and rules as to their conduct; and
 - (d) A register of all rules or by-laws adopted by the Association.
- 2.5. To establish and conduct a disciplinary system which encourages and requires, under penalty of sanction, the welfare and safety of livestock and people, the integrity and fairness of competition and the reputation and credit of the sport of cutting horses and of NCHA generally.
- 2.6. To be the premier body for cutting in Australia and, as such, to make and enforce rules and directions for:
 - (a) Controlling the strategic direction of cutting in Australia;
 - (b) Assisting and where necessary controlling and directing affiliates and other bodies that conduct cutting events;
 - (c) Supervising and controlling participants in the sport including competitors, officials, administrators, spectators and those with responsibility for the care and welfare of livestock.
- 2.7. To foster friendly relations among all participants in the sport of cutting and among all affiliates of NCHA within Australia and internationally.
- 2.8. To make, adopt, vary and publish rules, regulations, by laws and conditions for all matters concerning the sport of cutting and for all participants and livestock involved in the sport.
- 2.9. To cooperate and affiliate with other bodies whose interests and objects include sporting activities involving horses and cattle or the use or welfare of livestock.
- 2.10. To raise money to finance the furtherance of the objects of NCHA by public subscription, borrowing or such means as the Association may think fit.

- 2.11. To purchase, take on lease or in exchange hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 2.12. To enter into any arrangements with any Government of authority, state, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 2.13. To appoint, employ, contract with, remove or suspend such managers, clerks, secretaries, servants, and other persons as may be necessary or convenient for the purposes of NCHA.
- 2.14. To take out policies of insurance in respect of the property of the Association, risks or liabilities for which NCHA is or may become liable, risks of accident or other loss to employees of NCHA and risks of injury to members whilst on premises owned or controlled by the Association or whilst travelling as a representative of the Association.
- 2.15. To raise money from members by entrance fees, subscriptions and charges and to grant any rights and privileges to members.
- 2.16. To establish and support or aid in the establishment and support of the Association, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the Incorporated Association or the dependants or connections of any such persons; and to grant pensions and allowances to make payments towards Assurance and Superannuation Funds.

- 2.17. To donate, subscribe or guarantee money for benevolent objects, or for any public, educational or useful object.
- 2.18. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the NCHA interests, and to contribute to, subsidise, or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out alteration or control thereof.
- 2.19. To invest and deal with the monies of the Association not immediately required in such manner as may be permitted by law for the investment of the Association's funds.
- 2.20. To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by Mortgage of the Association's Real Estate and / or by the issue of debentures perpetual or otherwise charged upon all or any of the NCHA property (both present and future), and to purchase, redeem or pay off any such securities.
- 2.21. In furtherance of the objects of the Association to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members.
- 2.22. To take over and to continue to manage the assets, liabilities and affairs of National Cutting Horse Association of Australia Incorporated.
- 2.23. Any other object which, in the opinion of the directors, is in the best interests of cutting.

3. Income and Payments

3.1. Application of income

All the Association's profits (if any), other income and property, however derived, must be applied only to promote its objects.

3.2. No dividends, bonus or profit to be paid to Members

None of the Association's profits or other income or property may be paid or transferred to the members, directly or indirectly, by any means.

3.3. Payments in good faith

Rule 3.2 does not prevent the payment in good faith to an officer or member, or to a firm of which an officer or member is a partner:

- (a) Of remuneration for services to the Association;
- (b) For goods supplied to the Association in the ordinary course of business;
- (c) Of interest on money borrowed from them by the Association at a rate not exceeding the rate fixed for the purposes of this rule by the Association in general meeting; or
- (d) Of reasonable rent for premises let by them to the Association.

MEMBERSHIP

4. Membership

4.1. Membership of NCHA shall be divided into the following classes:

- (a) Ordinary members;
- (b) Life members;
- (c) Youth members;
- (d) Family members;

- (e) Affiliate members;
- (f) Constituent members;
- (g) Honorary members;
- (h) Restricted members;
- (i) Social members.

4.2. The Board shall have power to provide for limitation of the number of members who shall be admitted in any one class.

5. Ordinary Members

An Ordinary Member is any natural person who owns a cutting horse which is either registered or capable of being registered, or who does not own a cutting horse but is interested in the activities of NCHA. A person does not become an Ordinary Member until an application for membership has been received and accepted and such entrance fee and subscription as are due has been paid. Every Ordinary Member is entitled to one (1) vote.

5A Life Members

The Board may determine that an ordinary member who pays a lump sum which represents subscriptions for the number of years fixed by the Board at the time of such determination is classified as a life member for that number of years. A life member has the same rights, privileges and obligations as an ordinary member.

6. Youth Members

A Youth Member is any natural person who is under the age of 18 years who owns a cutting horse which is either registered or capable of being registered, or who does not own a cutting horse but is interested in the activities of NCHA. A person does not become a Youth Member until an application for membership has been received and accepted and such entrance fee and subscription as are due has been paid. A youth member shall not be entitled to be elected to the Board of NCHA nor shall a youth member be entitled to vote.

7. Family Members

- 7.1. A family member shall be any person, his or her spouse and all his, her or their children who either owns a cutting horse which is either registered or capable of being registered or is in the opinion of the Board interested in the activities of NCHA and whose application for membership has been received and accepted and where such entrance fee and subscription as are due has been paid.
- 7.2. From time to time a Family member shall appoint not more than one (1) delegate who shall be aged eighteen (18) years or older and who shall be recorded by the secretary in the Register of members as delegate for such family member. Such delegate shall be the only person eligible to represent the family member at meetings of the Association.
- 7.3. A family member shall through its delegate has the right to cast one (1) vote.

8. Affiliate Members

- 8.1. An affiliate member shall be any Corporation, (whether incorporated or unincorporated), Club or other body which conducts cutting horse activities and whose application for membership has been received and accepted and approved by the Board and which shall have paid such entrance fee and subscription as are due.
- 8.2. An Affiliate must have, and continue during its membership to have, a Constitution which is not in conflict with the objects of NCHA and which does not deny or qualify the jurisdiction of NCHA in matters of discipline and rule making in the sport of cutting in Australia and which accepts the power of NCHA to approve, or not approve, any cutting event or show which the Affiliate proposes to conduct.
- 8.3. From time to time an Affiliate member shall appoint not more than one (1) delegate who shall be aged eighteen (18) years or older and who shall be recorded by the secretary in the Register of members as

delegate for such affiliate member. Such delegate shall be the only person eligible to represent the affiliate member at meetings of the Association.

- 8.4. An affiliate member shall through its delegate have the right to cast one (1) vote.
- 8.5. It is a condition of admission to and continuation of membership of an affiliate that NCHA may, in respect of any cutting activity of the affiliate or as a condition of approval of any show conducted by the affiliate, satisfy itself as to the ability of the affiliate to pay all prize money and expenses in such cutting activity or show by requiring the affiliate to provide such information as NCHA requests, including financial statements, minutes of meetings or proof of a cash deposit to be held by NCHA and applied only for such prize money or expenses.
- 8.6. If an affiliate is in breach of the condition of membership or the condition of approval described in clause 8.5, the Board has the power to suspend the membership of an affiliate or to withdraw approval of any show conducted by the affiliate and to advertise such suspension or withdrawal.

9. Constituent Members

- 9.1. A constituent member shall be any Corporation, firm, partnership or syndicate which either owns a cutting horse which is either registered or capable of being registered or is in the opinion of the Board interested in the activities of NCHA and whose application for membership has been received and accepted and where such entrance fee and subscription as are due has been paid.
- 9.2. From time to time a constituent member shall appoint not more than one (1) delegate who shall be aged eighteen (18) years or older and who shall be recorded by the secretary in the Register of members as delegate for such constituent member; such delegate shall be the only person eligible to represent the constituent member at meetings of the Association.

- 9.3. A constituent member shall through its delegate have the right to cast one (1) vote.

10. Honorary Members

- 10.1. An honorary member shall be appointed by unanimous vote of the Board for such period as the Board shall resolve. No honorary member (other than an honorary life member) shall be entitled to be elected to the Board of the Association nor shall an honorary member be entitled to vote.
- 10.2. The Board may appoint an honorary member to such position for the person's life in which event the person is awarded honorary life membership. An honorary life member has all the rights, benefits and duties of ordinary members.

11. Restricted Members

A Restricted Member shall be a person whose application has been received and accepted and shall have paid any appropriate entrance fee and subscription and other dues (if any). A Restricted Member shall not be entitled to a vote and shall be subject to such restrictions or regulations as the Board may from time to time determine.

12. Social Members

A Social Member is a person whose application has been received and accepted. Social membership is for such duration and with such entitlements as the Board determines. Social Membership may be casual for the duration of a function, a day or a show. A Social Member shall not be entitled to a vote at any meeting of NCHA and is subject to such restrictions or regulations as the Board may from time to time determine.

13. Becoming a Member

- 13.1. A candidate for membership after the date of registration of NCHA as Association becomes a member by:

- (a) Applying for membership of the Association in accordance with this constitution,
- (b) Agreeing and acknowledging that he, she, they or it will be bound by this constitution and any rules, by-laws or regulations made by NCHA
- (c) Having such application for membership approved by the Board, and
- (d) Paying such entrance fee, subscription or other financial impost as may be determined by the Board.

13.2. The Board in considering any application for membership may determine upon the acceptance or rejection of the application and shall not be bound to give any reason for the rejection of an application. Any fees paid by an applicant whose application is rejected are to be returned to the applicant.

13.3. The Board may delegate to the Executive Officer its power to approve any application for membership except in respect of Affiliate Members.

14. Membership entitlement not transferable

14.1. A right privilege or obligation which a person has by reason of being a member of the Association –

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates upon cessation of the person's membership.

14.2. If a Family member wishes to replace its delegate registered in accordance with the provisions of Clause 7.2, such Family member shall give written notice of such replacement to the Secretary of the Association and upon receipt of such notice the Secretary shall cause the replacement delegate's name to be recorded in the Register of members.

- 14.3. If an Affiliate Member wishes to replace its delegate registered in accordance with the provisions of Clause 8.3, such Affiliate Member shall give written notice of such replacement to the Secretary of the Association and upon receipt of such notice the Secretary shall cause the replacement delegate's name to be recorded in the Register of members.
- 14.4. If a Constituent member wishes to replace its delegate registered in accordance with the provisions of Clause 9.2, such Constituent member shall give written notice of such replacement to the Secretary of the Association and upon receipt of such notice the Secretary shall cause the replacement delegate's name to be recorded in the Register of members.

15. Fees and Subscriptions

- 15.1. The Financial year of the Association shall end on the 31st day of December in each year or such other date as the Board may from time to time determine.
- 15.2. An entrance fee of such sum (if any) as may from time to time be determined by the Board shall be paid by each person admitted to membership.
- 15.3. All membership subscriptions shall become due and payable on the 1st day of January in each year and shall be for twelve (12) months ending on the 31st of December in each year or from the date on which a person is admitted to membership for the period ending on 31 December in that year.
- 15.4. All membership subscriptions and the duration of life memberships shall be fixed by the Board in its absolute discretion from time to time.
- 15.5. The Board may in its absolute discretion reduce the membership subscription for the then current year of members admitted in a later part of the year.

- 15.6. If the subscription of any member shall be unpaid for a period of one (1) calendar month after the same becomes due then such member shall automatically be deemed to be an unfinancial member.
- 15.7. A member who has not paid the annual subscription, but has not become an unfinancial member is entitled to receive notice of, but is not entitled to vote at, any General Meeting of the members of the Association. Voting rights are restored to such member immediately upon payment of the annual subscription.
- 15.8. An unfinancial member shall not be entitled to exercise any of such member's rights of membership and shall not be entitled to enjoy any privileges of membership and shall not be eligible to vote. Subject to Rule 18.1(f), an unfinancial member is reinstated when such member has paid all arrears and current subscriptions and all other monies which may at that date be due and payable to NCHA.

16. Resignation of membership

- 16.1. A member of NCHA is not entitled to resign that membership except in the accordance with this rule.
- 16.2. A member of NCHA who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of NCHA by first giving notice (being not less than one (1) month or not less than such shorter period as the Board may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 16.3. A member who or which is indebted to the Association remains liable to the Association for the amount of such debt whether or not the member has resigned or purported to resign in accordance with this rule.
- 16.4. A member who has resigned from the Association but who is later found to be indebted to the Association, either pursuant to these rules

or in the ordinary course of business, remains liable to the Association in respect of the amount of such debt notwithstanding the resignation of a member.

17. Suspension of Members

17.1. A member whose membership is suspended by decision after disciplinary proceedings in accordance with this Constitution, or for any other lawful reason, is a suspended member.

17.2. A member who or which is indebted to the Association for any reason including a fine imposed following disciplinary proceedings in accordance with this Constitution or by reason of commercial dealings and who shall, where such indebtedness has not been discharged for a period of two months after it is due to be paid or such longer period as the Board in its absolute discretion may allow, is a suspended member.

17.3. A suspended member shall not be entitled to exercise any of such member's rights of membership and shall not be entitled to enjoy any privileges of membership and shall not be eligible to vote. The membership of a suspended member is reinstated upon the end of a period of suspension or upon discharge of indebtedness provided that such member has paid all arrears and current subscriptions and all other monies which may at that date be due and payable to the Association.

18. Ceasing to be a Member

18.1. A member ceases to be a member of the Association if the member: –

- (a) Resigns that membership in accordance with rule 16;
- (b) If a natural person, dies;
- (c) If a natural person, is convicted in any Court in Australia of an offence and is imprisoned for a minimum term greater than six months;

- (d) If a corporation, is dissolved or otherwise ceases to exist, has a liquidator or provisional liquidator appointed to it or is unable to pay its debts;
- (e) Has its membership terminated by expulsion following disciplinary proceedings in accordance with this Constitution;
- (f) Is an unfinancial member pursuant to rule 15 for more than 24 months; or
- (g) Is a suspended member pursuant to rule 17 for more than 24 months.

18.2. No member whose membership ceases has any claim against the Association or the directors for damages or otherwise.

18.3. A person who has ceased to be a member is entitled to apply for membership at any time.

DISCIPLINARY SYSTEM

19. Purpose of Disciplinary System

19.1. The purposes of the disciplinary system of NCHA include the encouragement and enforcement of behaviour by natural persons that:

- (a) Ensures the health and welfare of all livestock involved in NCHA activities;
- (b) Ensures the health and safety of all persons involved in NCHA activities whether they be competitors, Judges, staff or spectators;
- (c) Ensures the fairness and integrity of competition and of the judging system;
- (d) Ensures the reputation and wellbeing of NCHA generally.

(e) Ensures compliance with the requirements of this constitution and all rules, regulations and by-laws of NCHA.

19.2. It is a breach of the rules of NCHA for any member to do anything, or omit to do anything, which offends the purposes of the NCHA disciplinary system. Disciplinary proceedings may be commenced for a breach of this rule even if there is no specific rule, by-law or regulation describing or prohibiting the behaviour in question.

19.3. The jurisdiction of the NCHA disciplinary system includes all affiliated cutting shows and events in Australia, all sales of livestock by NCHA and all the activities of Affiliates.

20. NCHA On the Spot Fine System

From time to time the Board may publish a list of breaches of NCHA rules which may be dealt with pursuant to the on the spot breach system and the fine that will apply to each such breach.

21. On the Spot Breach Officer

21.1. From time to time and for either one or more than one show or event, or days of a show or event, the Board may appoint an on the spot breach officer.

21.2. An on the spot breach officer cannot be a participant or judge at the show or event to which the person is appointed.

21.3. An on the spot breach officer only has jurisdiction at a cutting show or event being conducted by NCHA or an affiliate of NCHA and at which the officer is present and only for the duration of such show or event.

22. On the Spot Breaches

If an on the spot breach officer observes, or forms the view based on information which the officer reasonably considers to be reliable, that a member has committed an on the spot rule breach then the officer may either:

- 22.1. Inform the offender of the breach and warn the offender that no action will be taken on this occasion but that any repetition could result in further action,
- 22.2. Inform the offender of the breach and impose the fine that corresponds to the breach,
- 22.3. Inform the offender of the breach and that the matter will be referred to the Disciplinary Committee, or
- 22.4. Lodge a complaint in writing in accordance with rule 25.1.

23. On the Spot Fines

If the on the spot breach officer imposes a fine in accordance with rule 22.2 then:

- 23.1. The on the spot breach officer will report the name of the offender, the title of the breach, the date of the breach and the amount of the fine to the secretary within seven days,
- 23.2. The fine is due and payable by the offender to NCHA within 21 days,
- 23.3. If the fine is paid then no further action will be taken by NCHA and the details of the offender will not be recorded or published by NCHA, though a list of misdemeanours without identifying the offenders can be published for the purposes of deterrence.
- 23.4. The offender has the option, instead of paying the fine of having the matter referred to the Disciplinary Committee in which case the fine is not payable and rule 26 shall apply.
- 23.5. If after 21 days the offender has not paid the fine and has not elected to have the matter referred to the Disciplinary Committee in accordance with rule 23.4, then the membership of the member is suspended until such fine has been paid.

24. Referral Outside on the Spot System

If the on the spot breach officer decides, in accordance with rule 22.3 not to impose an on the spot fine but to refer the matter to the Disciplinary Committee, or if the person upon whom an on the sport fine is imposed determines to contest the breach in accordance with rule 23.4, then the matter will proceed as if it was a complaint to the Disciplinary Committee in accordance with these rules.

25. Complaints to the Board

25.1. If a person complains in writing to NCHA about a member of NCHA then such complaint will first be considered by the Board.

25.2. The Board when considering a complaint may decide to:

- (a) Dismiss the complaint outright and take no further action, or
- (b) Refer the complaint to the Disciplinary Committee, or
- (c) Appoint a member of the Board or of the staff to investigate the complaint and after such investigation make a recommendation to the Board. After such recommendation the Board may proceed to a decision in accordance with (a) or (b) of this Rule and shall not be bound by the recommendation of the Investigation Officer.

25.3. The Board may delegate its power under this rule to one or more members of the Board or the staff of NCHA or a combination of directors and staff or an independent complaints officer for such period and upon such conditions as the Board sees fit. A decision pursuant to such delegated authority cannot be reviewed or overturned by the Board. However the delegation itself can be withdrawn by the Board at any time.

26. Referral to Disciplinary Committee:

26.1. If:

- (a) The Board or such person or people to whom it has delegated its authority pursuant to rule 25.3, determines to refer a complaint to the Disciplinary Committee pursuant to rule 25.2(b), or
- (b) The Board of its own motion determines to commence disciplinary proceedings against a member, or
- (c) An on the spot breach officer refers a breach to the Disciplinary Committee in accordance with rule 22(c), or
- (d) An offender who has received an on the spot breach fine challenges that breach in accordance with rule 23(d)

then the jurisdiction of the Disciplinary Committee is invoked and the matter will be referred to it for determination in accordance with the rules.

26.2. The complainant in any proceedings before the Disciplinary Committee is NCHA which has the burden of proof to the degree of comfortable satisfaction.

27. Disciplinary Committee

27.1. The Disciplinary Committee has the jurisdiction, independent of and not as a delegate of the Board, to exercise the Association's powers of discipline in respect of members.

27.2. Not later than two (2) months after the Annual General Meeting the Board will appoint to the Disciplinary Committee:

- (a) A chair of the Disciplinary Committee who is be legally trained who is not a director, and
- (b) Up to four members.

- 27.3. The term of office of members of the Disciplinary Committee, including the chair, is from the end of the board meeting at which the member is appointed until the member resigns or the end of the Board meeting at which members are appointed the following year whichever happens first. A member may be re-appointed.
- 27.4. The Board will endeavour to appoint a chair of the Disciplinary Committee who had legal training or experience but the lack of such training or experience does not disqualify a person from holding that position. No member of the Disciplinary Committee can be a current director of NCHA or have been a director during the period of two (2) years prior to the date of appointment.
- 27.5. Additional members (temporary members) of the Disciplinary Committee may be appointed by decision of both the general manager and the chair of the Disciplinary Committee. Temporary members hold office for such period as they are appointed or to hear and determine such matters as both the general manager and the chair of the Disciplinary Committee decide.

28. Meetings of Disciplinary Committee

- 28.1. The Disciplinary Committee shall be constituted and shall meet at times and places as the chair of discipline may from time to time determine or as may be required by the Board and the quorum at any meeting shall be three members. If the chair of discipline is not present at a meeting then the members who are present will elect their own chair for such meeting.
- 28.2. The Disciplinary Committee has control of and responsibility for its own procedures. The Disciplinary Committee is not bound by the rules of practice or evidence and can inform itself on any matter in such a manner as it considers appropriate. In exercising its functions and powers the Disciplinary Committee must conform to the rules of natural justice.

28.3. All findings of the Disciplinary Committee shall be decided by a simple majority of votes and if the voting is equal the chair of the meeting may exercise a casting vote in addition to his or her deliberative vote.

28.4. Any matter to be determined by the Disciplinary Committee shall be heard and determined as soon as practicable and in any event within one month of being referred to the Disciplinary Committee by the secretary.

29. Functions and Powers of Disciplinary Committee

29.1. The functions and powers of the Disciplinary Committee are:

- (a) To hear and determine such matters as are referred to it pursuant to the rules.
- (b) To dismiss any matter at any time with or without reasons.
- (c) To make a finding that a member is in breach of the constitution, rules, regulations or by-laws of NCHA.
- (d) In the case of a finding that a member is in breach of the constitution, rules, regulations or by-laws of NCHA, to hear and determine the question of penalty or sanction.
- (e) To impose penalties or sanctions including one, or a combination of:
 - (i) Discharge without penalty.
 - (ii) Warning, caution or reprimand.
 - (iii) Imposition of a fine of not more than \$50,000.00 and the determination of time to pay the fine by way of lump sum or instalments.
 - (iv) Suspension of membership of NCHA for not more than 5 years.

- (v) Expulsion from NCHA.
- (vi) Suspended penalty whereby a penalty is imposed but is suspended if the member agrees to and complies with such conditions and for such period of time as the Disciplinary Committee determines.
- (vii) An order that, in addition to or lieu of a fine, the person pay NCHA's costs being those actual expenses of NCHA paid to or for members of the Disciplinary Committee and, witnesses and any other evidence at the hearing.
- (f) To report its proceedings and determinations to the NCHA secretary.
- (g) To make such recommendations and requests to the Board as the Disciplinary Committee sees fit.
- (h) To do all such things as may be appropriate in furtherance of the purposes of the disciplinary system.

30. Hearings of the Disciplinary Committee

A hearing of the Disciplinary Committee shall not be open to the public or members of NCHA. Only the following persons may be present: -

- 30.1. The members of the Disciplinary Committee;
- 30.2. Persons appointed to assist members of the Disciplinary Committee;
- 30.3. The member of NCHA against whom proceedings have been initiated and his or her legal representative or other support person (if any),
- 30.4. Witnesses called to give evidence, but only while giving evidence and being cross-examined, and
- 30.5. Representatives of NCHA to present the complainant's case.

31. Decisions of the Disciplinary Committee

Any decision by the Disciplinary Committee to suspend or expel a member does not take effect until the period to lodge an appeal has expired, or if an appeal is lodged, until the appeal has been heard.

32. Appeals from decisions of the Disciplinary Committee

32.1. From time to time the general manager will appoint an Appeals Committee of at least three people at least one of whom is a qualified legal practitioner and none of whom are currently directors or were directors during the period of two (2) years prior to the date of appointment or members of the Disciplinary Committee. A quorum of the Appeals Committee is three and the members shall appoint their own chair for each meeting.

32.2. NCHA, a complainant, or any person penalised or adversely affected by any decision of the Disciplinary Committee shall be entitled to appeal to the appeals committee against such decision.

32.3. For the avoidance of doubt NCHA has power, exercisable by the Board, to appeal to the Appeals Committee from any decisions of the Disciplinary Committee including a decision by the Disciplinary Committee to dismiss a matter before it and as to any penalty imposed by the Disciplinary Committee.

33. Hearing of Appeals

33.1. Any appeal to the Appeals Committee from a decision of the Disciplinary Committee must be lodged with the secretary within 21 days of such decision and shall be accompanied by a deposit of \$2,000.00 and a written statement of the grounds of appeal. An appeal once lodged cannot be withdrawn except with the leave of the appeals committee and leave to withdraw may be made subject to any terms determined by the appeals committee.

- 33.2. Any matter to be determined by the appeals committee shall be heard and determined as soon as practicable and in any event within one month of the appeal being lodged.
- 33.3. The appeals committee may determine procedures and give directions in respect of any matter before it.
- 33.4. The appeals committee may confirm, reverse or vary in any manner whatsoever the decision against which the appeal has been and may make any order or recommendation to give effect to its determination. The Appeals Committee has all the powers of the Disciplinary Committee. Proceedings before the appeals committee are by way of review but not by way of rehearing.
- 33.5. A decision of the appeals committee is final.
- 33.6. The powers of the appeals committee include the power to order the deposit or part thereof to be refunded and to order that all or any part of the expenses of such appeal incurred by NCHA be paid by NCHA or by such person or body out of the deposit as the appeals committee may determine.

34. General

- 34.1. A matter may be heard by the Disciplinary Committee or the Appeals Committee in the absence of the person concerned if the Committee hearing the matter is satisfied that the person has been notified of and is aware of the proceedings and of the date, place and time of the meeting.
- 34.2. Any application by any party in proceedings for an adjournment is to be considered by the Committee appointed to hear the matter and decided on its merits. An application for adjournment can be dealt with in advance of the date, time and place fixed for hearing and in such manner as the chair of the Disciplinary Committee or the members of the Appeals Committee determined.

- 34.3. The law applicable to disciplinary proceedings in NCHA is the law of the State in Australia in which NCHA has its registered office.

DIRECTORS

35. Board of Directors

- 35.1. There shall be a Board of Directors of the Association (“the Board”) and, subject to the Act, this constitution or any special resolution passed by the Association in general meeting, the Board –
- (a) Shall control and manage the affairs of the Association;
 - (b) May exercise all such functions that may be exercised by the Association other than those functions that are required by the Act or this constitution to be exercised by a general meeting of the members of the Association; and
 - (c) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

36. Membership of the Board

- 36.1. Subject to Rule 41.3 the term of Office of directors is three years commencing at the end of the Annual General Meeting at which their appointment is declared pursuant to Rule 39.6 or at which they are elected pursuant to Rule 39.7 and ending at the end of the Annual General Meeting in the year which is three years later.
- 36.2. Three Board members will be elected for a term of office commencing at the end of the Annual General Meeting at which their election is declared (or in the case an equality of votes at which they are elected) and ending at the conclusion of the third Annual General Meeting thereafter.

- 36.3. The Board may, but is not bound to, at any time appoint a person to be a director of the Association. The term of office of such person commences at the end of the meeting at which the person is appointed and ends at the end of the first director's meeting after one (1) year after the date of appointment. A person may be re-appointed as an appointed director. A person who was a candidate for election to the Board, but was not elected, is not eligible to be appointed to the Board pursuant to this clause for a period of twelve (12) months after the date of the Annual General Meeting after that election. Rules 36.1 and 36.2 do not apply to any director appointed pursuant to this rule.
- 36.4. The number of directors is nine or, in the event that the Board appoints a person pursuant to clause 36.3, ten.

37. Casual Vacancy

- 37.1. In the event of a casual vacancy in the Board, the secretary will advertise such casual vacancy in the NCHA newsletter or on the NCHA website and invite members to nominate themselves to fill such casual vacancy.
- 37.2. Not less than 21 days after the casual vacancy is advertised as provided in 37.1, the directors may appoint a person to be a director to fill such casual vacancy. Such person may be, but need not be, a person nominated in response to the advertisement.
- 37.3. A director appointed under this rule holds office under the end of the term of the director in whose place they were appointed.

38. Election of Directors

- 38.1. At the election of the Directors, except as otherwise expressly provided, the following provisions and procedures shall be adopted and applied.
- 38.2. The retiring directors shall be eligible for re-election.

- 38.3. Each member of NCHA eligible to vote shall have the right to nominate for any vacancy to be filled by ballot.
- 38.4. Nomination of candidates for election to the Board shall be made in writing, signed by two (2) voting members of NCHA and accompanied by the written consent of the candidate which may be endorsed on the form of nomination. Such written consent must include acknowledgement that the candidate accepts and if elected will be bound by this constitution including Rule 41.
- 38.5. All nominations shall be delivered to the Secretary of NCHA not less than eight weeks before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 38.6. If insufficient nominations are received any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- 38.7. If the number of nominations received is equal to, or less than, the number of vacancies to be filled, the candidates nominated shall be deemed to be elected.
- 38.8. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 38.9. In the case that a ballot is required to be held, the Secretary at the direction of the returning officer, appointed as hereinafter provided shall prepare a ballot paper listing the names of the members in an order nominated by random ballot and shall cause such ballot paper to be posted by prepaid post to each financial voting member of NCHA entitled to vote for such members not less than twenty eight (28) days before the date fixed for the holding of the Annual General Meeting.
- 38.10. Every ballot paper posted in accordance with Rule 38.9 hereof shall be marked with a separate and distinct symbol, number or letter which the Secretary shall cause to be recorded in the Association's books as a true record or list of all symbols, numbers or letters used so that a proper audit of ballot papers can be conducted if required.

38.10A.

The Board may approve and constitute a system for electronic voting of candidates nominated for election to the Board provided that such system includes all of the following:

- (a) For each member to be able to opt out of voting by electronic means by a date that is fixed by the Secretary each year and notified to all members;
- (b) For the making of a record of each member who has voted by electronic means;
- (c) For the authentication and secrecy of the vote of each member who votes by electronic means;
- (d) For the security, accuracy, integrity, swiftness, privacy and accessibility of the system of voting by electronic means;
- (e) For ensuring that each member can only vote once, whether by electronic means or by returning a completed ballot paper; and
- (f) For ensuring that the system of voting by electronic means is open to examination by the Returning Officer to confirm compliance with all of the above requirements.

38.10B.

The Board may make regulations for or with respect to electronic voting which include:

- (a) The electronic voting method or methods that may be authorised;
- (b) The period during which electronic voting is permitted; and
- (c) The independent auditing of the secrecy and authenticity of voting by electronic means.

38.11. No election of Board members shall be deemed to be invalid or informal by reason of the fact that a member entitled to vote has not been sent or has not received a ballot paper in accordance with the provisions of this Rule or has been unable to access the internet for the purpose of electronic voting.

39. Ballot Papers, Voting, Returning Officer and Validity

39.1. From time to time, the Board shall appoint a Returning Officer and a Scrutineer. The Returning Officer may be the Secretary.

39.2. The Returning Officer may be an employee of the Association or a person or entity contracted by the Board to conduct the ballot. The Association must provide such services and assistance to the Returning Officer as are reasonably required.

39.3. Each financial voting member of the Association or in the case of Affiliate, Constituent and Family members each delegate of such member shall have the right to vote for not more than the number of candidates to be elected to the Board and any ballot paper or electronic vote which in the opinion of the Returning Officer (whose determination shall be conclusive and binding upon the Association) records votes cast other than in accordance with this Clause shall be deemed to be informal and shall not be deemed to cast or constitute a valid vote.

39.4. A ballot paper or electronic vote shall not be deemed to cast or constitute a valid vote unless it has been received by the Association at its office by 3:00pm not less than seven (7) days before the date fixed for the holding of the Annual General Meeting. The Returning Officer shall determine the means by which electronic votes shall be received and secured but the number of votes for each candidate shall not be counted until the time provided for the receipt of ballot papers in accordance with this rule.

- 39.5. Forthwith upon the ballot closing, the returning officer shall cause to be counted the votes as recorded on the ballot papers or electronic votes in the presence of both the scrutineer, the Secretary and such other persons as the Returning Officer may permit.
- 39.6. The returning officer shall declare the result of the ballot at the Annual General Meeting to be held next after the closing of the ballot.
- 39.7. In the event of an equality of votes in favour of any candidate, the Association shall at its Annual General Meeting at which the result of the ballot is declared, elect one of such candidates to fill the vacancy for which such candidate was nominated.
- 39.8. The returning officer shall determine whether a particular ballot paper or electronic vote is or is not valid or whether a particular candidate has or has not been elected to the Board and their determination shall be final and binding upon the Association.

40. Removal of Director

- 40.1. The Association in General Meeting may by special resolution remove any member of the Board from the Board before the expiration of the member's term of office and the term of office of a person so removed shall end at the conclusion of the meeting at which the Special Resolution was passed.
- 40.2. A member of the Association desiring to give notice of a Special Resolution to propose the removal of a member of the Board pursuant to Rule 40.1 must provide with the notice:
- (a) The name of the proposing member;
 - (b) The name of the member who will second the proposal (the seconder);
 - (c) The written consent of the seconder; and

- (d) A statement in writing of the reasons on which the member will rely when proposing the resolution to a General Meeting of the Association.

40.3. Where a member of the Board to whom a proposed resolution referred to in Rule 40.1 or 40.2 relates makes representations in writing to the Secretary and requests that the representations be notified to the members of the Association, the Secretary shall send a copy of the representations to each member of the Association with the Notice of Meeting.

40.4. The Notice of meeting shall include the material in 40.2 above as well as any representations by the member of the Board pursuant to Rule 40.3.

41. Ceasing to be a Director

The office of a director becomes vacant when the Act says it does and also if the director:

- 41.1. Becomes of unsound mind or whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- 41.2. Resigns office by notice in writing to the Association;
- 41.3. Ceases to be a member of NCHA; or
- 41.4. Is not present personally at three consecutive directors meetings without leave of absence from the directors.
- 41.5. Is removed from office under Rule 40.
- 41.6. Is suspended as a member by the Disciplinary Committee or Appeals Committee for more than 28 days. The vacancy occurs at the end of the period for an appeal or, if an appeal is lodged, upon the pronouncement of the decision of the Appeals Committee.

Any such vacancy shall be filled as a casual vacancy pursuant to Rule 37.

42. Conduct of Directors

- 42.1. A director must at all times:
- (a) Comply with duties and responsibilities of directors pursuant to the Corporations Act (notwithstanding that the Association is not a Corporation), any directions of ASIC or the government department which administers the Act, and the settled law;
 - (b) Comply with any code of conduct or charter determined by the Board or by resolution of the members in general meeting,
 - (c) Act in the interests of the Association, and
 - (d) Keep confidential all business and dealings of the Board and all papers and other materials that come before the director in that capacity.
- 42.2. A director has only such power and authority as is conferred by the Act, these rules, or a decision of the Board. In particular a director has no authority, independent of the Board, in respect of the conduct of the affairs of the Association or of any show or event.
- 42.3. A complaint by the Board for a breach by a director of this rule is a matter which can be referred by the Board to the disciplinary committee pursuant to the disciplinary provisions of this Constitution.

43. President and Vice Presidents

- 43.1. The directors may from time to time elect one of the directors who has been a director for at least twelve (12) months on the date of the election as President and one or two of the directors as Vice Presidents and may determine the period for which each director is to be President and Vice President and may remove any of the President or Vice Presidents and may appoint a director (including the one who was removed) as the new President or Vice President(s).
- 43.2. The President is the Chairman of the Board and the head of NCHA.

43.3. The Board may confer upon the President and Vice President such powers and entitlements as it thinks fit.

44. Meetings of the Board

44.1. The Board shall meet at least three (3) times in each period of twelve (12) months at such places and times as the Board may determine.

44.2. Additional meetings of the Board may be convened by the President or requisition of three (3) Directors.

44.3. Oral or written notice of a meeting of the Board shall be given by the secretary to each member of the Board at least fourteen (14) days (or such period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.

44.4. A quorum of the Board consists of six (6) members. The continuing directors may notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed pursuant to this constitution as the necessary quorum of directors, act for the purpose only of increasing the number of directors to that number or for the purpose of summoning a general meeting of the Association, but for no other purpose.

44.5. No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day the following week.

44.6. If at the adjourned meeting a quorum is not present within half an hour of the appointed time for the meetings, the meeting shall be dissolved.

44.7. At any meeting of the Directors –

(a) The President shall preside as chairman; but

- (b) If the President is absent or unwilling to act as chairman then one of the Vice Presidents as may be chosen by those present shall preside as chairman.

44.8. Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

45. Delegation by Board to Sub-Committee

45.1. The Board may, by resolution, delegate to one or more sub-committees (consisting of such member or directors, members of NCHA and others as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than –

- (a) This power of delegation, and
- (b) A function which is a duty imposed on the Board by the Act or by any other law.

45.2. A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

45.3. A delegation under this section may be made subject to such further conditions or limitations as the Board in its absolute discretion deems fit and which shall be specified in the instrument of delegation.

45.4. Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated. In the event of a conflict between the decision of a sub-committee and the Board, the Board's decision shall prevail.

45.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.

45.6. The Board may, by resolution, revoke or amend wholly or in part any delegation under this rule.

45.7. A sub-committee may meet and adjourn as it thinks proper.

46. Voting and Decisions

46.1. Subject to Rule 44.4, the Board may act notwithstanding any vacancy on the Board.

46.2. Any act or thing suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-Committee.

GENERAL MEETINGS

47. General Meetings

47.1. A general meeting shall be held at such times and places as may be determined by the Board. There shall be at least one general meeting in every calendar year. Every member of NCHA is entitled to attend any general meeting.

47.2. The right to vote of at any General Meeting is limited to members or their delegates and is as set out in rule 5 to 14 of this constitution.

47.3. The Board shall convene an Annual General Meeting of NCHA to be held each year in accordance with the provisions of the Act. All meetings other than the Annual General Meetings shall be called general meetings.

47.4. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice twenty one (21) days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in the case of special

business the general nature of that business shall be given to such persons as entitled to receive such notices from the Association.

- 47.5. Except as is specifically provided in this constitution, general meetings shall be called, convened and held in accordance with the Act.
- 47.6. Only a special resolution in accordance with Section 39 of the Act binds the Association and the Directors and then only to the extent that the Act and this Constitution permit. Any resolution of a general meeting that is not a special resolution constitutes the opinion of the members and is a recommendation to the Board.
- 47.7. A quorum at any general meeting is twenty (20) persons who are themselves or by their proxy entitled to vote at a general meeting of the Association.
- 47.8. If within half an hour from the time appointed for the commencement of the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the persons entitled to vote who are present (being not less than ten (10)) shall be a quorum.
- 47.9. The President shall preside as Chairman at every General Meeting of the Association, or if there is no President, or if the president is not present within fifteen (15) minutes after the time appointed for holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting.
- 47.10. The Chairman may, with the consent of any meeting at which a quorum is present (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. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment for the business to be transacted at an adjourned meeting.

48. Adjournment

- 48.1. The Chairman of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting of which the adjournment took place.
- 48.2. When a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 48.3. Except as provided in this rule, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

49. Making of Decisions

- 49.1. A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 49.2. At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than three (3) members present in person or by proxy at the meeting.
- 49.3. Where a poll is demanded at a general meeting, the poll shall be taken –
- (a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) In any other case, in such a manner and at such a time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

50. Voting

- 50.1. Upon any question arising at a general meeting of the Association a member has one vote only.
- 50.2. All votes shall be given personally or by proxy but no member may hold more than 5 proxies. If a member is found to hold more than 5 proxies then all proxies held by that member are invalid.
- 50.3. In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 50.4. A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.

51. Appointment of Proxies

- 51.1. Each member who is entitled to vote shall be entitled to appoint another member as proxy by notice given to the secretary no later than

seven (7) days before the time of the meeting in respect of which the proxy is appointed.

- 51.2. The notice appointing the proxy shall be in the form required by the Act and fixed by the Board.

RULES

52. Rule Book

- 52.1. The Board has the function and power to make rules and regulations in connection with the activities of NCHA and all or some of its objects and to publish some or all of such rules and regulations in the NCHA Rule Book.
- 52.2. The Rule Book of the Incorporated Association as at the date on which this clause takes effect is the Rule Book of the Association pursuant to this rule.
- 52.3. The contents of the Rule Book are binding upon all members of NCHA, all participants in NCHA activities and all Affiliates of NCHA.
- 52.4. An alleged breach of any of the matters set out in the Rule Book published pursuant to this rule is a matter for which disciplinary proceedings may be taken in accordance with this constitution.

MISCELLANEOUS

53. Meetings

- 53.1. The Board, the Disciplinary Committee, the Appeals Committee or any Committee of the Board may meet by telephone or video link or some other electronic medium which enables all participants to simultaneously participate. However the Board shall not so meet if prior to the meeting four (4) participants indicate their objection to a particular meeting being conducted in that manner.

53.2. A resolution in writing signed by all the members of the Board or of any Committee for the time being entitled to attend a meeting shall be as valid and effectual as if it had been passed at a meeting duly convened and held. Any such resolution may consist of several documents in like form, each signed by one of more members of the Board or Committee.

54. Secretary and Public Officer

The Secretary and Public Officer shall in accordance with the Law be appointed by the Board for such term, at such remuneration and upon such conditions as the Board thinks fit; and any Secretary and Public Officer so appointed may be removed from that position by the Board.

55. General Manager

55.1. The Board may appoint a General Manager of NCHA and may appoint such other staff members as it may from time to time consider necessary. The remuneration of the General Manager and staff members shall be fixed by the Board which shall have full power at any time to suspend or dismiss.

55.2. The General Manager shall under the direction of the Board conduct the affairs of the Association and keep in proper books full and accurate minutes of proceedings of all meeting of the Association and of the Board and Committees. The General Manager shall also keep correct accounts and books showing financial affairs of the Association including all particulars usually shown in books of account of like nature and shall also keep the Register of members and preserve all records and documents of the Association.

55.3. Unless the Board determines otherwise, the General Manager shall be the Secretary.

56. Seal

The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of members of the Board authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

57. Records

57.1. The Board shall cause proper accounting and records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided, however, that the Board 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 as required by the Law.

57.2. The Board shall from time to time determine at what times, places and under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Association except as authorised by the Board or by the Association in General Meeting.

58. Service of Documents

58.1. Document includes notice

In this part **document** includes a notice.

58.2. Methods of Service on a Member

The Association may give a document to a Member:

- (a) Personally;
- (b) By sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) By sending it to a fax number or electronic address nominated by the Member; or
- (d) By posting the document on the NCHA website and notifying all members of that posting by email to each member that has nominated an electronic address and on such social media platforms as the Association conducts.

58.3. Methods of service on the Association

A Member may give a document to the Association:

- (a) By delivering it to the Registered Office;
- (b) By sending it by post to the Registered Office;
- (c) To a fax number or electronic address nominated by the Association.

58.4. Post

A document sent by post:

- (a) If sent to an address in Australia, may be sent by ordinary post; and
- (b) If sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

58.5. Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) To be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) To have been delivered on the day following its transmission.

59. Indemnity

59.1. Indemnity of officers

Every person who is or has been:

- (a) A Director;
- (b) An Executive Officer;
- (c) A Secretary or
- (d) A staff member
- (e) A member of the Disciplinary Committee or the Appeals Committee.

is entitled to be indemnified out of the property of the Association against:

- (i) Every liability incurred by the person in that capacity (including a liability for legal costs) and;
- (ii) All legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless

- (A) The Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (B) An indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

59.2. Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Secretary, Executive Officer, staff member, member of the Disciplinary Committee or member of the Appeals Committee against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) The Association is forbidden by statute to pay or agree to pay the premium; or
- (b) The contract would, if the Association paid the premium, be made void by statute.

60. Winding Up

60.1 Contributions of Members on winding up

Each Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.

The contribution is for:

- (a) payment of the Company's debts and liabilities contracted before their membership ceased;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

and the amount is not to exceed \$20.00.

60.2 Excess property on winding up

If on the winding up or dissolution of the Company, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (a) having objects similar to those of the Company; and
- (b) whose constitution prohibits (or each of those constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.

That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

61. Definitions and Interpretation

61.1. In this Constitution:

- (a) **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
- (b) **(AGM)** a reference to an Annual General Meeting in a calendar year is a reference to the annual general meeting required to be held by the Association in that calendar year; and
- (c) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.

61.2. In this Constitution unless the contrary intention appears:

- (a) **(gender)** words importing any gender include all other genders;
- (b) **(person)** the word person includes a firm, a body corporate, a partnership, a **joint** venture, an unincorporated body or association or an authority;

- (c) **(successors)** a **reference** to an organisation includes a reference to its successors;
- (d) **(singular includes plural)** the singular includes the plural and vice versa;
- (e) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (f) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (g) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- (h) **(writing)** “writing” and “written” includes printing,, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

61.3. Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

61.4. “Include” etc

In this Constitution the words “include,” “includes,” “including” and “for example” are not to be interpreted as words of limitation.

61.5. Powers

A power, an authority or a discretion reposed in a Director, the Directors, a Committee, the Association in general meeting or a Member may be exercised at any time and from time to time.