



**VETERINARY MANUFACTURERS AND DISTRIBUTORS ASSOCIATION  
LIMITED**

**ACN 124 689 103**

A Company Limited by Guarantee

*Registered under the Corporations Act 2001  
and taken to be Registered in Queensland*

**CONSTITUTION**

1. The Replaceable Rules referred to in Section 141 of the Corporations Act 2001 shall not apply to this Company.

**INTERPRETATION**

2. In this Constitution the following terms shall have the meanings respectively set out below unless the context or subject matter requires otherwise.

**“Act”** means the Corporations Act 2001 and includes an amendment or e-enactment or any legislation passed in substitution.

**“ASIC”** means the Australian Securities and Investments Commission.

**“Association”** means the Veterinary Manufacturers and Distributors Association Limited.

**“Auditor”** means any person appointed to perform the duties or an auditor of the Association.

**“Board”** mean the Directors acting collectively under this constitution.

**“By-Law”** means the rules and regulations made by the Board under Clause 22.

**“Committee”** means a committee established under this constitution.

**“Company”** means Veterinary Manufacturers and Distributors Association Limited ABN 29 819 231 380.

**“Corporations Act”** means the *Corporations Act 2001* (Cth).

**“Director”** includes any person occupying the position of director or alternate director of the Association.

**“Industry”** means an industry which manufactures, or formulates, or produces, or sells in Australia, Animal Health Products.

**“Member”** means a member of the Company.

**“Office”** means the Company's registered office.

**“Register”** means the register of Members.

**“Registered Address”** means the address of a Member noted in the Register.

**“Seal”** means the Company's common seal (if any).

**“Secretary”** means the Executive Director appointed by the Board of Directors to perform the duties of public officer of the Association.

**“Voting Member”** means a member who is entitled to vote under Clause 19.

Headings are for convenience only and shall not be used in the interpretation of this Constitution or any part of this Constitution.

Words importing persons shall include partnerships, associations, corporations, companies, unincorporated and incorporated, whether by Act of Parliament or otherwise, as well as individuals.

Words importing the singular number shall include the plural number and vice versa.

Where any word or phrase is given a defined meaning in this Constitution, any other part of speech, or other grammatical form in respect of such word or part of speech shall have a corresponding meaning.

An expression used in a particular part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, in this Constitution that deals with a matter dealt with by that Part or Division, unless the contrary intention appears, the same meaning as in that Part or Division.

## **OBJECTS**

3. The objects for which the Association is established are:
  - (a) To promote, foster and advance matters affecting the presentation of a united approach to the interest of Member companies;
  - (b) To originate, receive and act upon proposals for the general benefit of member companies;
  - (c) To liaise with the Animal Health Alliance on matters of common interest;
  - (d) to promote and maintain good relations between the Members by providing opportunities for Member companies and industry guests to participate in the Association's social functions.
4. The Association has the power to do any of the activities listed in Clause 3 of this Constitution and also has the power to engage in any other lawful activity that is in line with the objects outlined in Clause 3.

## **MEMBERSHIP**

5. The number of Members with which the Association proposes to be registered is unlimited.
6. Membership shall be by company and not transferable without the consent of the Board.

## **MEMBERSHIP QUALIFICATION**

7. In order to be admitted as a Member, a person must:
  - a) Be engaged in the manufacture, distribution, supply or sale of goods and services to the veterinary industry in Australia;
  - b) Pay the annual membership fee which becomes due and payable on 1st December each year. The annual membership fee shall be recommended by the Directors and approved at an AGM; and
  - c) Agree to comply with all the provisions of the Constitution and Rules of the Association, and any alterations or additions thereto as maybe made from time to time.

## **COMMENCEMENT OF MEMBERSHIP**

8. The Secretary shall, on payment by the nominee of the amounts referred to in Clause 7 within the period referred to in that clause, enter the nominee's name in the register of

Members and, upon the name being so entered the nominee becomes a Member of the Association.

#### CESSATION OF MEMBERSHIP

9. A ceases to be a Member of the association if it:

- (a) resigns that membership;
- (b) is expelled from the Association by the Board;
- (c) makes no payment of fees;
- (e) is dissolved or otherwise ceases to exist, or has a liquidator or provisional liquidator appointed to it; or
- (g) no longer fulfills the eligibility criteria.

10. A Member may, by notice in writing to the Association, resign Membership with immediate effect or with effect from a specified date not more than six months after the service of the notice.

11. If a Member fails to pay the annual membership fee within two months (or such longer period as the Directors may allow in special circumstances) of the due date for payment, the Secretary may give written notice to the Member requiring payment within one month. If the amount remains unpaid at the end of that period, the Member automatically and without further notice ceases to be a Member.

12. If, in the opinion of the Board, any Member infringes or neglects to comply with the provisions of the Constitution or the By-Laws or is guilty of any act, proceeding or practice which the Board considers to be unbecoming of a Member or prejudicial to the interests of the Association, the Board has the power by disciplinary resolution to:

- (a) expel the Member from the Association;
- (b) suspend the Member from membership of the Association for a specified period or until the breach for which it was suspended is remedied; or
- (c) apply any other sanctions as it reasonably sees fit.

13. Where the Board passes a disciplinary resolution, the Secretary must as soon as practicable, convene a meeting of the Board and serve a notice in writing on the Member:

- (a) setting out the disciplinary resolution of the Board and the grounds on which it is based;

(b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

(c) stating the date, place and time of that meeting; and

(d) informing the Member that the Member may do either or both of the following:

(i) attend and speak at that meeting; and

(ii) submit to the Board at or prior to the date of that meeting written representations relating to the disciplinary resolution.

14. Where a meeting to confirm a disciplinary resolution is held, the Board must:

(a) give the Member an opportunity to make oral representations;

(b) give due consideration to any written representations submitted to the Board by the Member at or prior to the meeting; and

(c) by resolution determine whether to confirm or to revoke the disciplinary resolution.

15. Where the Board confirms an earlier disciplinary resolution, the Secretary must within 7 days after confirmation, by notice in writing inform the Member of that confirmation and of the Member's right to appeal and the disciplinary resolution confirmed by the Board will not have effect unless and until:

(a) 7 days after receiving such notice, where the Member does not exercise that right of appeal; or

(b) where the Member exercises the right of appeal, the disciplinary resolution is confirmed by the Association in general meeting.

16. A Member may appeal to the Association in general meeting against a disciplinary resolution confirmed by the Board within 7 days after receiving notice of such confirmation by lodging with the Secretary a notice to that effect.

17. Upon receipt of notice from the Member, the Secretary will promptly notify the Board, and the Board will convene a general meeting of the Association within 28 days after receipt by the Secretary of the Member's notice. The only business to be conducted at that general meeting will be the question of whether the disciplinary resolution confirmed by the Board should be confirmed or revoked by the Association.

18. After both the Board and the Member have been given an opportunity to state their respective cases either orally or in writing, or both, the Voting Members present will vote by ballot. If a majority of Voting Members vote in favour of confirmation of the

disciplinary resolution, the Board will take disciplinary action against the Member in accordance with its resolution. If a majority of Voting Members vote against confirmation of the disciplinary resolution, the resolution will be revoked.

#### **MEMBERSHIP ENTITLEMENTS ARE NOT TRANSFERABLE**

19. 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 on cessation of the person's membership.

#### **LIABILITY OF MEMBERS**

20. The liability of a Member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Clause 7 (b).

#### **COMMITTEES**

21. Subject to this Constitution and the Corporations Act, By-Laws may:

- (a) provide for the establishment of Committees by the Directors;
- (b) prescribe the functions of the Committees.

#### **BY-LAWS**

22. The Board may by resolution make By-laws prescribing matters required or permitted by this Constitution to be prescribed or necessary or convenient to be prescribed with respect to any matter relating to the control, administration and management of the Association and its affairs, interests and property.

23. Without limiting Clause 21, By-laws may make provision for:

- (a) membership of the Association, including the rights, restrictions and obligations of members and the eligibility criteria for admission to various classes;
- (b) fees payable by each member and prospective Member;
- (c) interest payable by each Member on any amount owing to the Association or such other conduct as to render the member unfit for membership;
- (d) disciplinary procedures for breaches of this constitution or the By-laws or for conduct of a Member prejudicial to the interests of the Association or such other conduct as to render the member unfit for membership.

24. The Board may by resolution amend or revoke By-laws.

25. Each Director, Member and Committee member is bound by and must comply with the By-laws.

26. By-laws and amendments to By-laws come into force on the date the relevant resolution is made or a later date specified in the resolution.

#### **INCOME AND PROPERTY OF THE ASSOCIATION**

27. The income and property of the Association must:

(a) only be applied towards the promotion of the objects of the Association set out in Clause 3; and

(b) not be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or
- (ii) of interest for moneys lent at a rate not exceeding the current rate charged by Australian Banks for overdrawn accounts.

#### **GENERAL MEETINGS**

##### **ANNUAL GENERAL MEETINGS**

28. An Annual General Meeting of the Association shall be held at least once in every calendar year and no more than 5 months after the end of each financial year of the Association in accordance with the provisions of the Act.

##### **GENERAL MEETINGS**

29. Any Member of the Committee may convene a General Meeting whenever they think fit.

30. Subject to the provisions of the Act relating to Special Resolutions and Short Notice, at least 21 days notice of a General Meeting must be given to the Members.

31. The period of 21 days is calculated by excluding the day on which the Notice of Meeting is sent out but including the day on which the General Meeting is to be held.

32. The Notice of Meeting must specify:

(a) The place of the Meeting;

(b) The day on which the Meeting is to be held;

- (c) The time at which the Meeting is to be held;
- (d) The business to be dealt with at the Meeting; and
- (e) Details of any Special Resolutions to be dealt with at the Meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **QUORUM**

33. No business shall be conducted at a General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business.
34. A quorum is four (4) Members present either in person, by proxy or in the case of a corporation, by a duly authorised representative.
35. If a quorum is not present within half an hour of the time at which the Meeting was to commence, the Meeting shall be:
- (a) Dissolved, if the Meeting was convened following a requisition by Members; or
  - (b) In any other case, be adjourned to the same day and at the same time of the next week, unless the Committee determines otherwise.
36. If at an adjourned Meeting, a quorum is not present within half an hour of the time at which the adjourned Meeting was to commence, the Meeting may proceed provided that at least 3 Members are present.

### **CHAIRMAN OF GENERAL MEETINGS**

37. The President of the Association shall preside as Chairman at every General Meeting of the Association.
38. If there is no President, or he is not present within 15 minutes after the time appointed for the Meeting, or if he is unwilling to act, the Vice-President shall preside as Chairman.
39. If there is no Vice-President, or he is not present within 15 minutes after the time appointed for the Meeting, or if he is unwilling to act, the Members present shall elect one of their numbers to act as Chairman of the Meeting.
40. The Chairman may adjourn the Meeting from time to time and from place to place, provided:
- (a) The consent of the Members present at the Meeting has been given; and
  - (b) If directed to do so by the Meeting.



41. If a Meeting is adjourned for 30 days or more, Notice of the adjourned Meeting is required to be given.

42. No new business shall be transacted at any adjourned Meeting.

43. At any General Meeting a resolution put to the vote, shall be decided on a show of hands, unless a poll is demanded.

44. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried; carried unanimously; carried by a particular majority or lost; and the result is recorded in the Minutes of the General Meeting, shall be conclusive evidence of the result.

45. A poll can be demanded by:

(a) The Chairman;

(b) At least three (3) Members present in person or by proxy.

46. A demand for a poll may be withdrawn.

47. If a poll is demanded:

(a) It shall be taken in such manner as the Chairman directs.

(b) The poll may be taken at once or after an interval or adjournment, except that a poll demanded on the election of a Chairman or on a question of adjournment must be taken at once.

48. The result of the poll shall be the resolution of the Meeting at which the poll was demanded.

49. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the vote takes place, is entitled to a second or casting vote.

50. A Member may vote:

(a) In person, by its duly appointed representative.

(b) By proxy;

51. The vote, of 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 be executed, whether on a show of hands or on a poll, by his Committee, his Trustee or any other person who has the management of his estate

52. No Member shall be entitled to vote at any General Meeting if his annual subscription is more than 1 month in arrears at the date of the Meeting.

53. The instrument appointing a proxy shall be in writing and duly executed:

54. A duly appointed proxy has the authority to demand or join in a poll.

55. A Member is entitled to instruct his proxy how to vote. If no instruction is given, the proxy may vote as he thinks fit.

56. The instrument appointing a proxy shall be in the form determined by the Committee from time to time and may make provision for the Chairman of the Meeting to act as proxy in the absence of any other appointment or if the person nominated fails to attend.

57. The instrument appointing a proxy, duly executed, together with any accompanying documents, such as a copy of the Power of Attorney, must be lodged at the Registered Office of the Association, or any other nominated address, not less than:

(a) 48 hours prior to the time of the General Meeting or adjourned Meeting; or

(b) 24 hours before the time appointed for the taking of a poll.

58. The instrument appointing a proxy may be delivered by:

(a) Mail;

(b) Facsimile; or

(c) Email

59. A vote given in accordance with the terms of an instrument of proxy 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 is executed, if no notification of such death, unsoundness of mind or revocation has been received by the Association before the commencement of the Meeting or adjourned Meeting.

### **Votes of Members**

60. There is no restriction on the number of representatives of a member company attending general meetings but each financial member company is restricted to only one vote

### **BOARD OF DIRECTORS**

61. The Board shall consist of :

(a) The Office-bearers of the Association; and

(b) Four non-executive Directors elected from Members at an AGM.

62. The Officer-Bearers of the Association shall be:

- (a) A President;
- (b) A Vice-President (who automatically becomes President in the year following appointment); and
- (c) Treasurer.

63. The terms of the Board members (Directors) shall be two years with half its members (three or four as the case may be) being elected at an AGM.

64. The Vice President shall be elected and the incumbent Vice President confirmed as President at an AGM.

65. In the event of the unavailability of the incumbent Vice President to take up the Presidency an AGM shall elect the President and the Vice President.

66. The Board shall appoint the Treasurer from its Directors.

67. The President, Vice President and Treasurer hold office for one year at a time.

68. The Board shall appoint the Executive Director.

69. The Board shall appoint casual vacancies until the next AGM.

70. Should a Director not be able to attend a meeting of the Board he may appoint a delegate from a VMDA member company by advising the Executive Director of his inability to attend and naming the delegate to vote in his/her stead.

71. The Board, with the approval of a minimum of 51% of financial Members shall have the power to alter or amend the Constitution and Rules and such alterations and amendments shall be binding and effectual on all member companies as if they were inserted and contained in the original Constitution and Rules.

#### **ELECTION OF BOARD MEMBERS**

72. The two nominees for election to the Board with the highest number of votes shall be elected to the Board.

73. The election of Office-Bearers and Members of the Board shall take place as follows:

- (a) Any two Members of the Association may nominate any other Member to serve as an Office-Bearer or other Member of the Board.
- (b) The Nomination is to be in writing and lodged with the Secretary at least 28 days before the Annual General Meeting at which the election is to take place.
- (c) The Nomination must be signed by the Member, his proposer, and seconder.

(d) The Secretary shall prepare a list of the candidates (in alphabetical order), with the proposers' and seconders' names and post a copy of the list to each Member of the Association, together with the Ballot Paper, at least 21 days before the date of the Annual General Meeting.

(e) Each Ballot Paper shall contain the names of the candidates (in alphabetical order) within their respective Membership Categories.

(f) Each Member shall be entitled to vote for any number of candidates but not exceeding the total number of candidates by either:

(i) Completing and delivering the Ballot Paper to the Registered Office before the Annual General Meeting commences; or

(ii) Completing and presenting the Ballot Paper at the Annual General Meeting.

#### **RESIGNATION AND RE-ELECTION AT ANNUAL GENERAL MEETING**

74. The term of office of an Office-Bearer and any other Member of the Committee shall expire no later than the end of the second Annual General Meeting after the Member is elected.

75. At the completion of two years Members of the Board shall resign at the Annual General Meeting.

76. Every Member resigning in accordance with Clause 74 shall be eligible for re-election.

#### **NUMBER OF OFFICE-BEARERS AND BOARD MEMBERS**

77. The Association may from time to time by Ordinary Resolution passed at a General Meeting, increase or reduce the number of Office-Bearers or other Members of the Board.

#### **CASUAL VACANCY**

78. The Board shall have the power, at any time, and from time to time, to appoint any person to the Board, either to fill a casual vacancy or as in addition to the existing Office-Bearers or other Members of the Board, provided that, the Board shall not at any time exceed the number fixed in accordance with this Constitution.

79. Any Office-Bearer or other Member of the Board appointed as provided in Clause 78, shall hold office for the same period of time as the retiring Office-Bearer.

#### **REMOVAL OF OFFICE-BEARERS AND COMMITTEE MEMBERS**

80. The Association may, by ordinary resolution, remove any Office-Bearer or other Member of the Board before the expiration of his period of office, and may, by ordinary resolution, appoint another person from the Membership in his stead.

81. Where Member companies have common ownership, whether controlling or minority, or where control is not at arms length (that is, a normal supplier-customer relationship) then such group of Members combined shall not hold more than 2 positions on the Board.

#### **OFFICE BECOMING VACANT**

82. The office of a Member of the Board shall become vacant if the Member:

- (a) Ceases to be a Member of the Board by virtue of the Act;
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) Becomes prohibited from being a Director of a Company by reason of an order made under Part 2D.6 of the Act;
- (d) 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;
- (e) Resigns his office by notice in writing to the Association;
- (f) Is absent, without the permission of the Board, from meetings of the Board for more than 6 months.
- (g) Holds any office of profit under the Association;
- (h) Ceases to be a Member of the Association; or
- (i) Is directly or indirectly interested in any contract or proposed contract with the Association and has failed to disclose that interest.

#### **POWERS AND DUTIES OF THE BOARD**

83. The business of the Association shall be managed by the Board who may:

- (a) Pay all expenses incurred in promoting and registering the Association;
- (b) Exercise all such powers of the Association as are not, by the Act or by this Constitution, required to be exercised by the Association in General Meeting.

84. The exercise of the powers provided for in Clause 83 are subject to:

(a) Any of the provisions of this Constitution or the Act, not being inconsistent with this Constitution as may be prescribed by the Association in General Meeting; and

(b) Provided that:

(i) Any rule, regulation or by-law of the Association made by the Board may be disallowed by the Association in a General Meeting; and

(ii) No resolution of or regulation made by the Association in a General Meeting shall invalidate any prior act of the Board, which would have been valid if that resolution or regulation had not been passed or made.

85. The Board may exercise all the powers of the Association to:

(a) Borrow money and to mortgage or charge its property, or any part thereof; and

(b) Issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.

86. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two Members of the Board or in such manner as the Board from time to time determine.

#### **RECORDING PROCEEDINGS OF ASSOCIATION AND BOARD**

87. The Board shall cause Minutes to be made of:

(a) All appointments of officers and servants;

(b) Names of Members of the Board present at all Meetings of the Association and of the Board; and

(c) All proceedings of all Meetings of the Association and of the Board.

88. Such Minutes shall be signed by the Chairman of the Meeting at which the proceedings were held or by the Chairman of the next succeeding Meeting.

#### **PROCEEDINGS OF THE BOARD**

89. The Board may meet together for the despatch of business, adjourn, and otherwise regulate its Meetings as it thinks fit.

90. A Member of the Board may at any time, and the Secretary shall on the requisition of a Member of the Board, summon a Meeting of the Board

91. Subject to this Constitution, questions arising at any Meeting of the Board shall be

decided by a majority of votes and a determination by a majority of the Members of the Board shall for all purposes be deemed a determination of the Board.

92. In the case of an equality of votes, the Chairman of the Meeting shall have a second or casting vote.

93. A Member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising there from. If he does vote, his vote shall not be counted.

#### **QUORUM**

94. The quorum necessary for the transaction of business of the Board shall be three (3) or such greater number as may be fixed by the Board.

#### **VACANCY IN OFFICE**

95. The continuing Members of the Board may act notwithstanding any vacancy in the Board but, if and so long as the number of Members is reduced below the number fixed for a quorum as prescribed in Clause 94, the continuing Member or Members may act only for the purpose of:

- (a) Increasing the number of Members of the Board to that number; or
- (c) Calling a General Meeting of the Association.

#### **CHAIRMAN**

96. The President shall preside as Chairman at every Meeting of the Board.

97. If there is no President, or he is not present within 10 minutes after the time appointed for the Meeting, the Vice-President shall preside as Chairman.

98. If the Vice-President is not present at the Meeting, the Members present shall elect one of their number to act as Chairman of the Meeting.

#### **DELEGATION OF POWERS**

##### **Sub-Committees**

99. The Board may delegate any of its powers and/or functions to one or more Sub-Committees.

100. Any such Sub-Committee must include at least one Member of the Board.

101. Any such Sub-Committee so formed shall conform to any regulations that may be imposed by the Board and, subject to those regulations, shall have the power to co-opt

any Member or Members of the Association. Any Member so co-opted shall have no vote.

102. The Board may also delegate any of its powers and/or functions (not being duties imposed on the Committee as the Directors of the Company by the Act or by general law) to one or more Sub-Committees.

103. Any such Sub-Committee may consist of any Member or Members of the Association as the Board thinks fit.

104. Any such Sub-Committee so formed shall conform to any regulations that may be imposed by the Board and, subject to those regulations, shall have the power to co-opt any Member or Members of the Association. All Members of such Sub-Committee shall have one vote each.

### **Advisory Boards**

105. The Board may appoint one or more Advisory Boards consisting of such Member or Members of the Board as the Board thinks fit.

106. Such Advisory Boards shall act in an advisory capacity only.

107. Such Advisory Boards shall conform to any regulations that may be imposed by the Board and, subject to those regulations, may co-opt any Member or Members of the Association. All Members of such Advisory Boards have one vote each.

### **PROCEEDINGS OF SUB-COMMITTEES**

108. A Sub-Committee may meet and adjourn as it thinks fit.

109. Questions arising at any Meeting shall be determined by a majority of votes of the Sub-Committee Members present.

110. In the case of an equality of votes, the Chairman of the Sub-Committee shall have a second or casting vote.

111. All acts done by any Meeting of the Board or of a Sub-Committee or by any person acting as a Member of the Board or Sub-Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment or any such Member of the Board or Sub-Committee, or that the Members of the Board or Sub-Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board or Sub-Committee.

### **RESOLUTION IN WRITING**



112. A resolution in writing signed by all Members of the Board for the time being, being entitled to received notice a Meeting of the Board, shall be as valid and effectual as if it had been passed at a Meeting of the Board duly convened and held.

113. Any such resolution may consist of several documents in like form, each signed by one or more Members of the Board.

#### **SECRETARY**

114. The Secretary (known as the Executive Director) shall be appointed by the Board in accordance with the Act and shall be appointed for such term, such remuneration, and upon such conditions as the Board thinks fit.

115. Any Secretary appointed in accordance with the provisions of Clause 114, may be removed by the Board.

116. The Board may appoint a Member of the Association as Honorary Secretary.

117. Any Member appointed as Honorary Secretary shall become an Office-Bearer of the Association and, if not already a Member of the Board, shall become an ex-officio Member of the Board.

#### **SEAL**

118. The Board shall provide for the safe custody of the seal.

119. The seal shall only be used by the authority of the Board or of a Sub-Committee of Members of the Board authorised by the Board.

120. Every instrument to which the seal is affixed shall be signed by a Member of the Board and countersigned by the Secretary or by a second Member of the Board or by some other person appointed by the Board for that purpose.

#### **ACCOUNTS**

121. The Board shall cause proper accounting and other records to be kept.

122. The Board shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto).

123. The Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss accounts made up to a date not more than 5 months before the date of the Annual General Meeting.

#### **INSPECTION BY MEMBERS**

124. The Board shall from time to time determine at what times, places and under what conditions, the accounting and other records of the Association shall be open to the inspection of the Members of the Association, who are not Members of the Board.

125. No Member of the Association, not being a Member of the Board, shall have the right of inspecting any account or book or paper of the Association except as conferred by the Board as provided by Clause 124.

#### **AUDIT**

126. A properly qualified Auditor may be appointed and his duties regulated in accordance with the Act.

#### **NOTICES**

127. Any Notice required by law or under this Constitution to be given to any Member of the Association shall be given by sending it by:

- (a) Post to the address recorded in the Register of Members;
- (b) Facsimile to a facsimile number provided by the Member;
- (c) Electronic transmission to an electronic address provided by the Member.

128. Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the Notice and to have been effected:

- (a) In the case of a Notice of a Meeting, on the day after the day of its posting;  
and
- (b) In any other case at the time at which the letter would be delivered in the ordinary course of post.

129. Where a Notice is sent by facsimile or electronic means, service of the Notice shall be deemed to be effected on the business day after it is sent.

130. Notice of every General Meeting shall be given in any manner as provided in Clause 127 and shall be given to:

- (a) Every Member; and
- (b) The Auditor, if appointed.

131. No other person shall be entitled to receive Notices of General Meetings.

#### **WINDING UP**

132. If the Association is wound up:

- (a) each Member; and
- (b) each Member who has ceased to be a Member in the preceding year, undertakes to contribute to the property of the Association for the:
- (c) payment of debts and liabilities of the Association (in relation 132(b),

contracted before the it ceased to be a Member) and payment of costs, charges and expenses of winding up; and

(d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$50.00.

133. If any surplus remains following the winding up of the Association, the surplus must not be paid to or distributed amongst Members, but must be given or transferred to another corporation or association which, by its constitution or charter:

(a) has objects similar to the objects of the Association;

(b) is required to apply its profits (if any) or other income in promoting its objects; and

(c) is prohibited from making any distribution to its members or paying fees to its directors at least to the extent as so prohibited under this constitution, such corporation or association to be determined by the Members at or before the winding up and in default, by application to the Federal Court for determination.

## **INDEMNITY AND INSURANCE**

134. Subject to the Act, the Association may indemnify any Member of the Board, Secretary and Office-Bearer of the Association against a liability:

(a) Incurred by the Member of the Board, Secretary or Office-Bearer acting in that capacity to a person other than the Association or a related body corporate where the liability does not arise out of a lack of good faith;

(b) For the costs and expenses incurred by the Member of the Board, Secretary or Office-Bearer:

- (i) In defending proceedings, whether civil or criminal, in which judgment is given in favour of the Member of the Board, Secretary or Office-Bearer or in which he or she is acquitted; or
- (ii) In connection with an application, in relation to such proceedings, in which the court grants relief to the Member of the Board, Secretary or Office under the Act.

135. Every Employee who is not a Member of the Board or Secretary will be indemnified out of the property of the Association against a liability:

(a) Incurred by the Employee acting in the capacity;

(b) For the costs and expenses incurred by an Employee:

- (i) In defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or
- (ii) In connection with an application, in relation to such proceedings, in which the Court grants relief to the employee under the Act.

136. Subject to the Act, the Association may pay insurance premiums in respect of insurance for the benefit of a Member of the Board, Secretary or Office-Bearer acting in the capacity against:

- (a) Costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) A liability arising from negligence or other conduct not being liability incurred by the person acting in that capacity and arising out of conduct involving a willful breach of duty in relation to the company or a breach of the provisions of the Act dealing with improper use of inside information or position.

137. The Association may pay insurance premiums in respect of insurance for the benefit of an Employee of the Association who is not a Member of the Board, Secretary or Office-Bearer concerned in the management of the Association.