

Constitution of the Aquatic and Recreation Institute

ACN 003 001 447

THE COMPANIES (NEW SOUTH WALES) CODE

A Company Limited by Guarantee and not having a share capital

MEMORANDUM OF ASSOCIATION of AQUATIC AND RECREATION INSTITUTE

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1. The name of the company (hereinafter called "the Institute") is Aquatic and Recreation Institute.
 2. The objects for which the Institute is established are:
 - (a) To promote and improve aquatic and recreation establishments and to improve the conditions prevailing in such establishments.
 - (b) To forge links with and provide central organisation for officers in charge of or employed in public swimming or recreation establishments and generally to promote the interests and improve the status of such facilities by such officers and promote co-operation and mutual assistance between them.
 - (c) To encourage the study of technical and other questions connected with swimming or recreation establishments, management and improvement thereof, in relation to public health and otherwise, and to improve the standard of technical knowledge and general education of officers in charge of or employed or contemplating employment in swimming or recreation establishments.
 - (d) To provide lectures and courses or instruction and other educational facilities, technical and general, for officers in charge of or employed or about to be employed in public swimming or recreation establishments and to hold examinations and to grant diplomas and certificates of proficiency issued by the authority of the Institute provided that every certificate, on the face of it, shall show that it is merely a certificate granted on an examination by the Institute or upon other qualifications prescribed by the Articles of Association for the time being in force and that it does not take effect under any Statutory or public power.
 - (e) To arrange, convene and hold periodical meetings and conferences.
 - (f) To retain and employ qualified persons for the purpose of teaching or giving instruction or advising the Institute upon any legal, engineering, sanitary, medical or any other questions.
 - (g) To establish, maintain, control and manage or dissolve State offices of the Institute in Australia from time to time as may seem expedient. State branches must be established via a memorandum of understanding (M.O.U) with the Institute and will be subject to all clauses of the constitution except where provided for in the M.O.U." To sell, improve, manage, develop, exchange lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Institute as may be thought expedient with a view to the promotion of its objects.
 - (h) To undertake and execute any trusts which may be lawfully undertaken by the Institute and may be conducive to its objects.
 - (i) To borrow or raise or secure the payment of money in such manner as the Institute 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 Institute in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Institute's property (both and present and future), and to purchase, redeem or pay off such securities.

(j) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Institute's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Institute may think desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concession.

(l) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(m) To print and publish any newspapers, periodicals, books or leaflets that the Institute may think desirable for the promotion of its objects.

(n) To take over the funds and other assets and liabilities of the present unincorporated Association known as "Aquatic and Recreation Institute":.

2A. Solely for the purpose of carrying out the aforesaid objects and not otherwise:-

(i) To promote, support or oppose legislative or other measures of non-political character connected with or affecting the objects of the Institute.

(ii) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement 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 Institute. Provided that in case the Institute shall take or hold any property which may be subject to any trusts the Institute shall only deal with the same in such manner as is allowed by law having regard to such trusts.

3. The income and property of the Institute, whence-so-ever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Institute. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servants of the Institute or to any member of the Institute in return for any services actually rendered to the Institute or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate at the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member of the Institute or reasonable and proper rent for premises demised or let by any member to the Institute so that no member of the Committee or Governing body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees and that no remuneration or other benefit in money or monies worth shall be paid or given by the Institute to any member of such council or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent for reasonable and proper rent for premises demised or let to the Institute.

4. The liability of the members is limited.

5. Every member of the Institute undertakes to contribute to the property of the Institute in the event of the same being wound up during the time that they are a member or within one year they cease to be a member for payment of the debts and liabilities of the Institute contracted before the time at which they cease to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the sum of one hundred dollars (\$100.00").

6. If upon the winding up or dissolution of the Institute there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, and whose Memorandum of Association or constitution shall 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 on the Institute under or by virtue of clause 3 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

7. True accounts shall be kept of the sums of money received and expended by the Institute, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Institute; and, such to any reasonable restrictions as to the time and manner of inspecting the same that maybe imposed in accordance with the Articles of Association for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Institute shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies (New South Wales) Code.

8. No addition, alteration or amendment shall be made to or in the memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Commission.

9. The powers set forth in Sub-section 67(1) of the Companies (New South Wales) Code shall not apply to the company except in so far as they are included in clause 2 hereof.

10. The third, fourth and ninth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Commission to the Institute in pursuance of the provisions of Section 66 of the Companies (New South Wales) Code. For the purpose of the said paragraphs the Commission may from time to time on the application of any member of the Institute and on giving notice to the Institute of their intention so to do and after affording the Institute an opportunity of being heard in opposition, within such item as may be specified in such notice, impose further conditions which shall be duly observed by the Institute.

11. The names, addresses and occupations of the subscribers are as follows :

Charles William Elliott, Olympic Pool Residence, North Sydney, 2060. Swimming Pool Superintendent.

Arthur Bristoe, Olympic Pool Residence, Dapto, 2530. Swimming Pool Superintendent.

David Charles Anderton, 48 Robsons Road, Keiraville, 2500. Swimming Pool Superintendent.

Barry Stanley Vines, 12 Sarah Crescent, Baulkham Hills, 2153. Swimming Pool Superintendent.

Desmond James Regan, 8 Merrett Drive, Moss Vale, 2577. Swimming Pool Superintendent

INTERPRETATION

1. In these regulations -

"the Code" means the Companies (New South Wales) Code;

"the Institute" means the "AQUATIC AND RECREATION INSTITUTE";

"the Committee" means the board of directors and governing council of the Institute;

"the Seal" means the common seal of the Institute ;

"the State" means the State of New South Wales;

"the Secretary" means any person appointed to perform the duties of a secretary of the Institute and includes an honorary secretary;

"the unincorporated Association" means the unincorporated body known as the Aquatic and Recreation Institute; expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; words of expression contained in these regulations shall be interpreted in accordance with the provisions of the Companies and Securities (Interpretation and Miscellaneous Provisions) (New South Wales) Code and of the Code as in force at the date at which these articles become binding on the Institute.

2. The Institute is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. Membership shall be open to all persons subscribing to the objects of the Institute and paying the prescribed fees at the time of application, but the Committee shall have the right to refuse membership to any person without assigning any reason therefore.

Each applicant accepted by the Committee shall be admitted to membership of the Institute in one of the classes hereinafter defined.

FULL MEMBER

Any person who is currently employed as the officer in charge of an aquatic or other recreation centre, or with qualifications that are acceptable to the committee which would allow that person to be employed as an officer in charge of an aquatic or other recreation centre

Full members may hold any position on the executive or Committee and shall have full voting rights, provided that such person has been a member for at least three calendar months.

ASSOCIATE MEMBER

Any person, with a proven interest in the aquatic or other recreation field.

Associate members may not hold an executive position but, provided that such person has been a member for at least three calendar months, they may hold a position on the Committee or any sub-committee and will have voting rights, except on matters relating to the Memorandum or Articles of Association of the Institute.

STUDENT MEMBER

Any full time student, with a proven interest in the aquatic or other recreation field.

Student members may not hold an executive position but, provided such person has been a member for at least three calendar months, they may hold a position on the Committee or any sub-committee and will have voting rights except on matters relating to the Memorandum or Articles of Association of the Institute.

LEISURE CORPORATE MEMBER

Any corporation, company or other like body, with a proven interest in the management of aquatic or recreation establishments. Leisure establishments. Leisure Corporate memberships are categorised by NSW Local Government Areas. Multiple facilities can be considered as one Leisure Corporate Member provided they are all located within the same Local Government Area. Any additional facilities on a Leisure Corporate Membership that are in different Local Government Areas, other than nominated, will receive the discounted annual membership fee of \$250.00

Each Leisure Corporate Member may appoint up to four delegates from amongst its own members to represent it within the Institute. Each such delegate shall have all the privileges of individual membership without the payment of further subscription. Leisure Corporate members shall notify the Secretary, in writing, of the appointment of their delegates and may, from time to time, in writing revoke any such appointment and substitute another delegate. A Leisure corporate delegate may be an office bearer or other member of Committee and may be appointed as the Leisure corporate delegate to Committee. A Leisure corporate member will have the right to one vote on all matters other than those relating to the Memorandum or Articles of Association of the Institute.

TRADE CORPORATE MEMBER

Any corporation, company or other like body, with a proven interest in the aquatic or other recreation field.

Trade Corporate memberships are categorised as providing goods and/or services to aquatic and recreation establishments.

Each Trade Corporate Member may appoint up to four delegates from amongst its directors or staff to represent it within the institute. Each such delegate shall have all the privileges of individual membership without the payment of further subscription. Trade Corporate members shall notify the Secretary, in writing, of the appointment of their delegates and may, from time to time, in writing revoke any such appointment and substitute another delegate. A Trade corporate delegate may be an office bearer or other member of Committee and may be appointed as the Trade corporate delegate to Committee. A Trade corporate member will have the right to one vote on all matters other than those relating to the Memorandum or Articles of Association of the Institute.

COUNCIL MEMBER

Any Local Council having a proven interest in the aquatic or other recreation field.

Each council member may appoint up to four delegates from amongst its own members to represent it within the Institute. Each delegate shall have all the privileges of individual membership without the payment of further subscription. Council members shall notify the Secretary, in writing, of the appointment of their delegates and may, from time to time, in writing, revoke any such appointment and substitute another delegate.

A council delegate may be an office - bearer or other member of the Committee, and may be appointed as the council delegate to Committee. A Council member will have the right to one vote on all matters other than those relating to the Memorandum or Articles of Association of the Institute.

3.1 Voting Rights

Notwithstanding any of the above conditions of membership, any serving member of the Committee shall have FULL VOTING RIGHTS.

Any member who is, for any reason whatsoever not financial, shall forfeit all voting rights.

4. Wherever possible an applicant for membership shall be proposed by one and seconded by another full or associate member of the Institute. The application for membership shall be made in writing, signed by the applicant and, where possible, the proposer and seconder, and shall be on such form that the Committee from time to time prescribes.

5. At the next meeting of the Committee after the receipt of any application for membership such application shall be considered by the Committee, which shall determine upon the admission or rejection of the applicant.

6. When an applicant has been accepted for membership, the designated officer of the Institute shall forthwith send to the applicant written notice of acceptance together with a copy of the institute's Constitution and any other literature that the Committee may, from time to time, consider appropriate.

7. The joining fee and annual subscription payable by the members of the Institute shall be such as the members, at a general meeting shall, from time to time, determine. All annual subscriptions shall become due, and payable in advance.

LIFE MEMBERSHIP

8. (1) Life membership of the Institute may be granted to a member subject to that member fulfilling the following conditions:-

(i) Candidates for Life Membership must have been a financial member of the Institute for ten (10) years.

(ii) Candidates must have served as an executive or Committee member for a period of at least (12) years not necessarily consecutively of the Institute or of a State Branch prior to the Institutes Corporation.

(iii) Candidates shall have carried out their allotted duties for the Institute to a standard of excellence acceptable to the Committee.

(iv) All nominations for life membership must be supported by a written submission detailing the membership and service of the nominee and must be signed by the proposer and seconder who must both be financial members of the Institute. Such nomination must be in the hands of the Secretary at least sixty days prior to the Annual General Meeting.

(v) Nominations for life membership are to be notified to the membership, in the Institute journal, or by other means, at least fourteen days prior to the Annual General Meeting.

(vi) (a) The written nomination for Life Membership shall be presented at the Annual General Meeting as a notice of motion and shall be voted on by financial members attending the Annual General Meeting.

(b) A majority of seventy five percent (75%) of the votes are required for a nomination for Life Membership to be successful.

(c) Candidates for Life Membership are to be absent during voting.

(vii) Life Membership badges will be presented to new Life Members.

(viii) Life Members shall have all rights of full members and are not required to pay annual fees.

(ix) Notwithstanding the provisions of Articles 8 (i) and (ii) the Directors may unanimously approve, if exceptional circumstances exist, a reduction in the time periods referred to in those articles.

(x) No more than two life memberships shall be granted in any one calendar year.

FELLOW OF THE INSTITUTE

S. (2) Members may elect at an Annual General Meeting Fellows of the Institute who must be persons who have rendered meritorious professional and / or technical service to the Institute. The Committee must approve any nomination for Fellow of the Institute.

HONORARY MEMBERS

8. (3) Any person, who in the opinion of the Committee, has contributed greatly to the ideals and aims of the Institute or the Swimming and Recreation Industry, may be invited by the Committee, to become an honorary member of the Institute.

RETIRED MEMBERS

8. (4) Not previously included. Any individual who has held continuous full or associate membership for a period of not less than five consecutive years prior to retirement is eligible to apply to the Committee for membership as a retired member. Retired members shall have all rights of a full member and are not required to pay annual fees.

CESSATION OF MEMBERSHIP

9. If the subscription of a member shall remain unpaid for a period of three calendar months after it becomes due then the member shall be declared not financial. The Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.

10. A member may at any time by giving notice in writing to the Secretary resign his membership of the Institute but shall continue liable for any annual subscription and all arrears due and unpaid at the date of their resignation and for all other moneys due by them to the Institute. In addition for any sum not exceeding one hundred dollars (\$100.00) for which they are liable as a member of the Institute under clause 5 of the Memorandum of Association of the Institute.

11. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Institute or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Institute the Committee shall have power by resolution to censure, suspend or expel the member from the Institute. Provided that at least one week before the meeting of the Committee at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against such member and of the intended resolution and that they shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence they may think fit.

GENERAL MEETINGS.

12. An annual general meeting of the Institute shall be held in accordance with the provision of the Code. All general meetings, other than the Annual General Meeting, shall be called extraordinary general meetings.

13. The secretary shall call an extraordinary General Meeting after being requested to do so by at least three members of the Committee.

14. Subject to the provision of the Code relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Institute.

15. For the purposes of article 14 all business shall be special that is transacted at the extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring, and the appointment of the Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 25 members present in person shall be a quorum. For the purpose of this article "member" includes a person attending as a proxy or is representing a corporation, which is a member.

17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

18. The President shall preside as chairperson at every general meeting of the Institute, or if there is no President, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the chairperson or if the Vice President is not present or is unwilling to act then the members present shall elect one of their number to be the chairperson of the meeting.

19. The chairperson 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 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

20. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(a) the chairperson or

(b) by at least three members present in person or by proxy

Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution the demand for a poll *may* be withdrawn.

21. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting *vote*.

23. A Member may *vote* in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

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

25. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of a officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolubn. Unless otherwise instructed the proxy may vote as he thinks fit.

26. The instrument appointing a proxy may be in the following form or in a common or usual form,

<p>I, of</p> <p>being a member of the</p> <p>hereby appoint of</p> <p>or failing him..... of</p> <p>as my proxy to vote for me on my behalf at the (annual /extraordinary), as the case may be, general meeting of the Institute, to be held on the day of</p> <p>19.....and any adjournment thereof.</p> <p>My proxy is hereby authorised to vote *in favour of / *against the following resolutions.</p> <p>Signed thisday of..... 19.....</p> <p><i>NOTE: In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit. * Delete whichever is not desired.</i></p>

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Institute or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than twenty four hours before the time for hold the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default of the instrument of proxy shall not be treated as valid.

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

THE COMMITTEE (INCLUDING OFFICE BEARERS)

29. The office bearers of the Institute shall consist of a President, a Vice President, an Honorary Treasurer, all of whom shall be full members of the Institute, an Assistant Treasurer and an Assistant Secretary, who may be full, associate or student members of the Institute.

30. The following named persons who have subscribed to the Memorandum of Association shall constitute the first Committee and the first office bearers shall be set out below:

President: Charles William Elliott

Vice President: Raymond Malcolm

Martin Honorary Treasurer: Arthur Bistoe

Committee Members: Barry Stanley Vines, Desmond James Regan, David Charles Anderton and Fredrick Lewis-Christie.

They shall all retire at the first Annual General Meeting but shall be eligible for re-election. Committee members must attend a minimum 50% of the years' meetings. Attendance will be reviewed by the committee annually.

31. The Committee shall be comprised of the office bearers, and the following other members:

- (i) Six other members, all of who shall be full, associate or student members of the Institute
- (ii) A corporate delegate
- (iii) A council delegate all of whom shall be elected as hereinafter determined.
- (iv) The position of Trade Representative

31.1 The immediate past President shall ex-officio be a member of the Committee.

32. At the Annual General Meeting of the Institute each year the office bearers and other members of the Committee shall be elected from among the members. Such elected office bearers and other members of the Committee shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.

33. The election of office bearers and other members of the Committee shall take place in the following manner:

(a) Any two members of the Institute shall be at liberty to nominate any other member, who qualifies to serve in the nominated capacity, as an office bearer or other Committee member.

(b) The nomination can only be made in writing and signed by the member and proposer and seconder and shall be lodged with the Secretary at least 14 days before the Annual General Meeting at which the election is to take place or on the day of the Annual General Meeting where all three are in attendance.

(c) Voting for the office bearers, corporate delegate to Committee and council delegate to

Committee shall be carried out in the following manner :-

- (i) With only two candidates by a show of hands.
- (ii) Where there are more than two candidates, ballot papers must be drawn up with the candidates shown in alphabetical order. The Preferential Voting System will be used with each voter required to vote for ALL candidates in descending order of preference. That is: the voters first choice will be marked 1, second choice will be marked 2, and so on.

(d) Voting for the other members of the Committee shall be carried out in the following manner:-

Where there are more candidates than vacancies to be filled ballot papers must be drawn up with the candidates shown in alphabetical order. Each voter will be required to vote for the exact number of candidates required to fill the vacancies ie if there are four vacancies then the voter must vote for exactly four candidates.

(e) In the case there shall not be sufficient numbers of candidates elected the Committee may fill any remaining vacancies, as and when it sees fit, provided that the appointees qualify to serve in the appointed capacity.

(f) ~~New committee members will be list in Schedule 1 – Appendix # listing role on the committee and contact details.~~

34. The Institute 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 Committee.

35. The Committee shall have the power at any time and from time to time to appoint members to fill vacant positions on the Committee, as and when it sees fit, provided that the appointees qualify to serve in the appointed capacity. At no time shall the total number of office bearers or other members of the Committee exceed the number fixed in accordance with these articles. Any person so appointed shall hold office only until the next following Annual General Meeting.

36. The Institute may by ordinary resolution of which special notice has been given remove any office bearer or other member of the Committee before the expiration of their period of office, and may by an ordinary resolution appoint another person in their stead; the person so appointed shall hold office only until the next following Annual General Meeting.

37. The office of a member of the Committee shall become vacant if the member-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally
- (b) becomes prohibited from being a director of a company by reason of any order made under the Code;
- (c) ceases to be a member of the Committee by operation of Section 226 of the Code;
- (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 Institute;
- (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
- (g) holds any office of profit under the company;
- (h) ceases to be a member of the company; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Institute.

Provided always that nothing in this paragraph shall affect the operation of clause 3 of the Memorandum of Association of the Institute.

POWERS AND DUTIES OF THE COMMITTEE

38. The business of the Institute shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Institute.

39. All cheques, drawn, accepted, endorsed or otherwise executed, as the case may be, shall be signed by any two of the members authorised to do so.

40. Committee shall cause minutes to be made:-

(a) of all appointments of officers and servants;

(b) of names of members of the Committee present at all meetings of the Institute and of the Committee; and

(c) of all proceedings at all meetings of the Institute and of the Committee.

Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

PROCEEDINGS OF THE COMMITTEE

41. The Committee may meet together, in person or via electronic means, for the dispatch of business, adjourned and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.

42. Subject to these articles questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

43. The quorum necessary for the transaction of the business of the Committee shall be a majority of the total Committee.

44. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these articles as a necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of the members of the Committee to that number or of summoning a general meeting of the Institute, but for no other purpose.

45. The President shall preside as Chairperson at every meeting of the Committee, or if there is no President, or if at any meeting that person is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be Chairperson or if the Vice President is not present at the meeting then the members may choose one of their number to be Chairperson of the Meeting.

46. The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the Directors of the Institute by the Code or the general law) to one or more sub committees consisting of such member or members of the Institute as the Committee thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed by the Committee and subject thereto shall have the power to co-opt any member or members of the Institute and all members of such sub-committees shall have one vote.

47. The Committee may appoint one or more advisory boards consisting of such member or members of the Committee as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Institute and all members of such advisory boards shall have one vote.

48. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.

49. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or the member of the Committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Committee.

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

SECRETARY

51. The Secretary shall in accordance with the Code be appointed by the Committee for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Institute as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Institute and, if not already a member of the Committee, ex officio a member of the Committee and they shall be subject to the provisions of clause 3 of the Memorandum of Association.

EXECUTIVE OFFICER

52. The Committee may for such term and upon such conditions that it thinks fit, appoint an Executive Officer and any Executive Officer so appointed may be removed by the Committee. The position of Executive Officer is not an office bearing position nor is it a position on the Committee and will, therefore, not carry any voting rights whatsoever. However, any Executive Officer so appointed will be expected to attend all Committee and general meetings of the Institute.

SEAL (details of seal)

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

ACCOUNTS

54. The Committee shall cause proper accounting and other 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 Code provided, however, that the Committee shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than five months before the date of the meeting.

55. The Committee shall from time to time determine in accordance with clause 7 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Institute shall be open to the inspection of members.

AUDIT

56. A properly qualified Auditor or Auditors shall be appointed and their duties regulated in accordance with the Code.

NOTICE

57. Any notice required by law or by or under these articles to be given to any member shall be given by sending it by post to them at their registered address, or (if they have no registered address within the State) to the address, if any within the State supplied by them to the Institute for the giving of notices to them,, or to an e-mail address nominated by the member for correspondence from the Institute. 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 in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

58. Notice of the Annual General Meeting shall be given to every member except those members who have not supplied to the Institute an address or an e-mail address. This notification may be via the Institute's website.

WINDING UP

59. The provision of clause 6 of the Memorandum of Association relating to the winding up or disillusion of the Company shall have effect and be observed as if same were repeated in these articles.

INDEMNITY

60. Every member of the Committee, Auditor, Secretary and other officer for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability arising out of the execution of the duties of this office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

1st, August 2002