

THE ORDER OF AUSTRALIA ASSOCIATION LIMITED

ABN 40 008 612 664

A Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

1. The name of the Company is “The Order of Australia Association Limited” (hereinafter called “the Association”).
2. The objects for which the Association is established are:-
 - 2.1 To promote loyalty to the Sovereign and to the institution of the Crown, and to foster love of and pride in Australian citizenship.
 - 2.2 To uphold the high principles and prestige of the Order of Australia.
 - 2.3 To afford means for members of the Association to conduct commemorative or other functions from time to time.
 - 2.4 To encourage continuing meritorious appointments to and awards of the Order of Australia.
 - 2.5 To foster awareness in the Australian community of Australia’s history, traditions and culture.
 - 2.6 To promote good citizenship by example, by encouragement, and by awards to individuals, institutions and organizations.
 - 2.7 To encourage the development and maintenance of a constructive and positive sense of national unity amongst Australians.
 - 2.8 To do such other lawful things as would further these objects.
3. The Association shall have the following powers:-
 - 3.1 To carry out all and any of the above objects either alone or in conjunction with other bodies, authorities or persons.
 - 3.2 To purchase take on lease or in exchange, hire and otherwise acquire 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, it shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - 3.3 To enter into any arrangement with any government or government institution, municipal, local or other authority, that may seem conducive to enable the Association to carry out its objects or any of them, to seek and obtain from any such government, government institution 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 arrangement, rights, privileges and concessions.
 - 3.4 To appoint, employ, suspend or remove such managerial, secretarial, clerical and other staff as may be necessary or convenient for the purposes of the Association.

- 3.5 To establish and support or aid in the establishment and support of superannuation and insurance schemes calculated to benefit employees or past employees of the Association or their dependants and to grant such pensions and allowances to such persons as may be deemed appropriate from time to time.
- 3.6 To invest and deal with the money of the Association not immediately required in such manner and upon such securities as may from time to time be determined.
- 3.7 To borrow any moneys required by the Association upon such securities as may be determined or without security and to make, accept and endorse cheques, promissory notes, bills of exchange and other negotiable instruments.
- 3.8 To lend or advance money or give credit to any person or corporation, to guarantee or give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or corporation and to secure in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or corporation.
- 3.9 To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.10 To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- 3.11 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 Association.
- 3.12 To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in subparagraph 3.2.
- 3.13 To establish and maintain relations and affiliations with organisations anywhere within the Commonwealth of Australia having similar or the same objects as the Association.
- 3.14 To print and publish any newspapers, periodicals, books, journals, magazines, articles or leaflets that the Association may think desirable for the promotion of its objects.
- 3.15 To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association.
- 3.16 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- 3.17 To transfer all or any part of the property, assets, liabilities, and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- 3.18 To make donations for patriotic or charitable purposes.

- 3.19 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- 3.20 To make, amend, and repeal by-laws in accordance with the Articles of Association for the purposes therein mentioned.
4. It is declared that in interpreting any of the Association's objects or powers set forth in this Memorandum of Association, the meaning thereof shall not be restricted by reference to any other object or power or by the juxtaposition of two or more objects or powers.
5. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no part thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association or other person in return for any service actually rendered to the Association nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate charged by bankers in Canberra on overdraft accounts on money borrowed from any member of the Association or reasonable and proper rent for premises demised or let by any member of the Association.
6. The liability of the members is limited.
7. Every Member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time when he ceased to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding the sum of ten dollars (\$10.00).
8. If, upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 5 hereof, such institution or institutions to be determined by members of the Association at or before the time of dissolution, AND in default thereof, by such Judge of the Supreme Court of the Australian Capital Territory as may have or acquire jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provisions, then to some charitable or public institution.
9. The full names, addresses and occupations of the subscribers hereto are:-
Yvette Fay AMER, OAM
7 Parkin Street,
DRY CREEK South Australia
Community Worker

Alexander Christy FREELEAGUS, CBE, AM, RFD
174 Dornoch Terrace
HIGHGATE HILL Queensland
Solicitor

Ronald Gordon JACKSON, AK
26 Ada Avenue
WAHROONGA New South Wales
Consultant

Thomas Fulton Coleman LAWRENCE, AM
44 Jacka Place
CAMPBELL Australian Capital Territory
Chartered Engineer

Colin York SYME, AK
24 Stonnington Place
TOORAK Victoria
Retired

Arthur Harold TANGE, AC, CBE
32 La Perouse Street
GRIFFITH Australian Capital Territory
Retired Public Servant

Rex Osborne THIELE, AM
43 Dorrington Avenue
GLEN IRIS Victoria
Chartered Accountant

THE ORDER OF AUSTRALIA ASSOCIATION LIMITED

ABN 40 008 612 664

A Company Limited by Guarantee

ARTICLES OF ASSOCIATION

WITH AMENDMENTS AS AT 1 JANUARY 2005

1. PRELIMINARY AND INTERPRETATION

1.1 The Association is established for the purposes set forth in the Memorandum of Association.

1.2 [Deleted 22nd January 1994]

1.3 [Deleted 22nd January 1994]

1.4 In the interpretation of these Articles except where excluded by the context:-

- (i) [Deleted 22nd January 1994]
- (ii) “Branch” means a Branch of the Association established pursuant to Article 16;
- (iii) “By-laws” means the by-laws of the Association made pursuant to Article 21 or as authorised by these Articles;
- (iv) “financial year” means a period of 12 months ending on September 30 in each calendar year or such other period (subject to the Act) ending on such other date as the National Committee may from time to time determine provided however that the first financial year of the Association shall be the period commencing on the date of incorporation of the Association and ending on the following September 30;
- (v) “Honorary Life Member” means a person who has been elected to that class of membership pursuant to Article 4;
- (vi) “Member” means a person who has been admitted to that class of membership pursuant to Article 3;
- (vii) “member” means a person who has been admitted to any one of the classes of membership referred to in Article 2;
- (viii) “State” means a State of the Commonwealth and “Territory” means a Territory of the Commonwealth;
- (ix) [Deleted 22nd January 1994]
- (x) “the Association” means The Order of Australia Association Limited;
- (xi) “the Commonwealth” means the Commonwealth of Australia;
- (xii) “the National Committee” means the Board of Directors of the Association comprising those members referred to in Article 11;
- (xiii) “the Order” means the Order of Australia;

- (xiv) “the President” means the President of the Association referred to in Article 8;
- (xv) “the unincorporated association” means the unincorporated association known as the Order of Australia Association which existed and carried on its activities immediately prior to the incorporation of the Association;
- (xvi) words importing the masculine gender include the feminine gender and words importing the feminine gender include the masculine gender; and
- (xvii) words in the singular include the plural and words in the plural include the singular.

2. **MEMBERSHIP**

2.1 There shall be two classes of members, namely:-

- (i) Members; and
- (ii) Honorary Life Members.

3. **MEMBERS**

3.1 The subscribers to the Memorandum of Association and these Articles shall be the first Members.

3.2 Any person who, immediately prior to the incorporation of the Association, was a member of the unincorporated association shall, upon his application for membership being lodged with the National Secretary, be deemed to have been admitted as a Member. A person may not make an application pursuant to this sub-Article unless he has paid to the unincorporated association all sums due and owing by him to it as at December 31 preceding the date upon which the Association is incorporated.

3.3 A person who has received an appointment as a member or an honorary member of the Order, or an award or an honorary award in the Order, shall on lodging an application in the form prescribed by the National Committee from time to time, accompanied by the prescribed subscription, be admitted as a Member.

3.4 A person admitted as a Member shall be deemed to have agreed to be bound by the provisions of the Memorandum of Association, these Articles and the by-laws made hereunder, and to have agreed to observe all the provisions thereof.

3.5 A Member shall be entitled to receive notice of general meetings, to attend and vote thereat, and shall be eligible to hold any office in the Association.

4. **HONORARY LIFE MEMBERS**

4.1 A person who, immediately prior to the incorporation of the Association, was an Honorary Life Member of the unincorporated association, shall, upon lodging with the National Secretary a consent in a form approved by the National Committee, be deemed to have been elected an Honorary Life Member effective on and from the date of incorporation of the Association.

- 4.2 Upon the recommendation of the National Committee, a general meeting may elect any person who has given outstanding service to the Association to the class of Honorary Life Member.
- 4.3 A recommendation of the National Committee pursuant to Article 4.2 shall only be made where all members voting in person or proxy at the National Committee meeting vote ninety percent in favour of the recommendation.
- 4.4 The number of Honorary Life Members which may be elected shall be limited to one per year.
- 4.5 The rights, privileges and obligations of a Member elected as an Honorary Life Member shall not be disturbed by his election to that class save and except that thereafter he shall not be liable to pay any subscription or levy to the Association.
- 4.6 A person elected as an Honorary Life Member who was not prior thereto a Member, shall have all the rights, privileges and obligations of a Member but shall not be liable to pay any subscription or levy to the Association.

5. **SUBSCRIPTIONS AND LEVIES**

- 5.1 A person who, prior to the incorporation of the Association, had paid to the unincorporated association a once-off subscription which entitled him to be known as a life member of the unincorporated association, shall not be liable to pay any annual subscription to the Association.
- 5.2 A Member who is admitted to membership pursuant to either sub-Article 3.1 or 3.2 and who, by the date of incorporation of the Association, had paid all sums due and owing to the unincorporated association, including its 1986 calendar year subscription fees, shall be deemed to have paid the annual subscription due and owing to the Association in respect of its first financial year.
- 5.3 Subject to sub-Articles 5.1 and 5.7 each Member shall pay such annual subscriptions to the Association as are determined from time to time by the National Committee.
- 5.4 Annual subscriptions shall be due and payable upon the first day of October in each year but, in the case of a Member admitted to membership during a financial year, his subscription for that year shall be determined by the National Committee.
- 5.5 The National Committee may resolve to impose a levy upon Members which shall be such percentage of the annual subscription as is determined by it.
- 5.6 Any levy imposed by the National Committee pursuant to this Article shall be due and payable on the date specified in the resolution imposing the levy.
- 5.7 A Member may, and a person upon admission to membership may, elect to pay a life membership subscription in such sum as may be determined from time to time by the National Committee and any Member or person so electing and paying such subscription shall not thereafter be liable to pay any further annual subscription to the Association.

6. **CESSATION OF MEMBERSHIP**

- 6.1 Any member desiring to resign from the Association shall give notice in writing to that effect to the National Secretary.
- 6.2 If any member dies he shall ipso facto cease to be a member.
- 6.3 Any member whose appointment as a member or honorary member of the Order ceases or whose award or honorary award in the Order is cancelled shall thereupon cease to be a member of the Association.
- 6.4 If a Member shall fail to pay to the Association the subscription or levy payable by him within twelve months after the date upon which such subscription or levy is payable, such Member shall thereupon cease to be a Member but shall be reinstated to membership upon such terms and conditions as are determined by the National Committee.
- 6.5 Upon a member ceasing to be a member he shall cease to be entitled to or have any interest in any of the property or assets of the Association but shall still be liable to pay to the Association all amounts owing to it at the date of his ceasing to be a member.

7. **THE PATRON**

- 7.1 The Association may appoint a Patron whose appointment shall be continuous until he resigns from such appointment or it is otherwise terminated.

8. **THE PRESIDENT OF THE ASSOCIATION**

- 8.1 There shall be a President of the Association.
- 8.2 The President will be elected for a three year term by the National Committee from members. Except in the case described in Article 8.5, the President will not be eligible for re-election to that office for a period of at least three years following the expiry of his term. He may hold any other office in the Association in that period of three years, and thereafter is again eligible for election as President.
- 8.3 The President will be elected by the National Committee at its meeting prior to the annual general meeting, and will hold office from the conclusion of the annual general meeting immediately following the election until the conclusion of the annual general meeting held three years after the election.
- 8.4 Notwithstanding the provisions of the Articles of Association in force at the time of election, the person elected as President at the meeting of the National Committee prior to the annual general meeting in 1996 will hold office until the conclusion of the annual general meeting in 1998 and will not be eligible for re-election except in accordance with Article 8.2 above.
- 8.5 If the President dies, is removed from office or resigns from office, the National Committee may elect a member as President. Any member so elected holds office for the balance of the term of the previous President, and is also eligible to be elected President for a further term upon expiry of the original appointment.

8.6 The by-laws may make provision for the following:-

- (i) the mode in which the nominations for election to office as President shall be made;
- (ii) the closing of such nominations;
- (iii) the manner of conducting elections and the determination of the results thereof; and
- (iv) any other necessary matters relating to such nominations and elections.

9. **GENERAL MEETINGS**

- 9.1 General meetings of the Association shall be held as required by law and, subject thereto, such meetings shall be held at such times and places as are determined by the National Committee, provided however that the annual general meeting shall be held as far as possible each year on January 26.
- 9.2 The National Committee may, whenever it thinks fit, convene an extraordinary general meeting.
- 9.3 The National Committee shall, on the requisition of not less than 5 per centum in number of the members of the Association, call an extraordinary general meeting to be held as required by law but, in any case, not later than 2 months after the receipt by the Association of the requisition.
- 9.4 The requisition for an extraordinary general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Association and may consist of several documents in like form each signed by one or more requisitionists.
- 9.5 If the National Committee does not, within 21 days after the deposit of the said requisition, proceed to convene an extraordinary general meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves, in the same manner as nearly as possible as that in which meetings are to be convened by the National Committee, call a meeting, but a meeting so convened shall not be held after the expiration of 3 months from the said date of deposit of the said requisition.
- 9.6 Any reasonable expenses incurred by the requisitionists by reason of the failure of the National Committee to convene an extraordinary general meeting shall be paid to the requisitionists by the Association.
- 9.7 Subject to any legal requirement relating to special resolutions and agreements for shorter notice, 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 the notice is given, specifying the place, day and the hour of the meeting and in the case of special business the general nature of that business, shall be given to such persons as are entitled to receive notices from the Association.
- 9.8 Any meeting referred to in this Article shall be deemed not to be duly convened if notice of the meeting as required by sub-Article 9.7 has not been given.

9.9 All business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at a general meeting with the exception of the consideration of accounts, balance sheets, the reports of the National Committee and the Auditor and the fixing of his remuneration (if any).

10. **PROCEEDINGS AT GENERAL MEETINGS**

10.1 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. Subject to the provisions of this Article, 10 per centum in number of the members of the Association or 50 members (whichever is the less) at the time when the meeting proceeds to business, present in person or by duly appointed representative and entitled to vote, shall constitute a quorum.

10.2 The President shall preside as chairman at every general meeting or in the event of his absence, or if there is no President or if he is not present within 15 minutes of the time appointed for the holding of the meeting or declines to act, the National Chairman shall preside as chairman of the meeting. In the event of there being no National Chairman or if he is not present within 15 minutes of the time appointed for the holding of the meeting or if he declines to act, the members present shall elect one of their number to be chairman of the meeting.

10.3 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 business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, but except for notice in that case, it shall not be necessary to give any notice of adjournment or of business to be transacted at an adjourned meeting.

10.4 (i) At any general meeting a resolution put to the vote of the meeting shall be decided on the show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands) either by the chairman or by at least three members present in person or by proxy.

(ii) Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.

(iii) The demand for a poll may be withdrawn.

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

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

- 10.7 At any general meeting each member may vote in person or by proxy. On a show of hands every member present shall have one vote. On a poll every member present in person or by proxy shall be entitled to cast one vote on his own behalf and one vote for every member he represents by proxy.
- 10.8 No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 10.9 The instrument appointing a proxy shall be in writing or in the common or usual form under the hand of the appointor or his Attorney duly authorised. A proxy must be a member of the Association. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll and shall be in the following form or a form as near thereto as circumstances permit:-

“The Order of Australia Association Limited
 I of being a member of The Order of
 Australia Association Limited hereby appoint of
 as my proxy to vote for me and on my behalf at the annual/extraordinary general
 meeting of The Order of Australia Association Limited to be held on the
 day of 20.... and at any adjournment thereof.
 Signed this day of 20....

This form is to be used *in favour of/against the resolution.....

.....
 SIGNATURE OF MEMBER *Strike out whichever is not desired.
 (Unless otherwise instructed the proxy may vote as he thinks fit)”

- 10.10 The instrument appointing a proxy and the Power of Attorney or any other authority, if any, under which it is signed shall be deposited with the National Secretary not less than 48 hours before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 48 hours before the time appointed for the taking of the poll and, in default, the instrument of proxy shall not be treated as valid.
- 10.11 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 was executed if no intimation in writing of such death unsoundness of mind or revocation has been received by the National Secretary before the commencement of the general meeting or adjourned general meeting at which the instrument is used.
- 10.12 Subject to any legal requirement, a resolution in writing signed by all the members shall be as valid and effectual as if it had been passed at a general meeting thereof duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members.

11. THE NATIONAL COMMITTEE

- 11.1 There shall be a Board of Directors of the Association which shall be known as “the National Committee”.
- 11.2 The first National Committee after the incorporation of the Association shall be comprised of those persons holding office on January 26, 1986 as members of the National Committee of the unincorporated association. Persons holding a particular office on that Committee shall hold an equivalent office on the first National Committee.
- 11.3 Subject to sub-Article 11.6 (i) the members of the first National Committee shall hold office until the conclusion of the first annual general meeting and thereafter the National Committee shall be comprised of :-
- (i) the President;
 - (ii) the office bearers referred to in sub-Article 11.7; and
 - (iii) the nominees of each Branch hereinafter referred to in this Article.
- 11.4 Each Branch may nominate one of its members to hold office as members of the National Committee.
- 11.5 A person nominated by a Branch pursuant to sub-Article 11.4 shall hold office from the conclusion of the annual general meeting following upon his nomination until the conclusion of the next annual general meeting.
- 11.6 (i) After 60 days have expired following upon the incorporation of the Association, no person shall be eligible to hold office as a member of the National Committee unless he is a member.
- (ii) No person shall be qualified to hold office as a member of the National Committee if he is employed by the Association or any of its Branches.
- 11.7 (i) The National Committee will elect from among the members a National Chairman. The National Chairman will be elected by the National Committee at its meeting prior to the annual general meeting and will hold office for two years from the conclusion of the annual general meeting immediately following the election to the conclusion of the annual general meeting held two years after the election. The National Chairman will be eligible for re-election for one further two year term commencing on the expiry of the initial two year term.
- (ii) Notwithstanding the provisions of the Articles of Association in force at the time of election, the person elected as National Chairman at the meeting of the National Committee prior to the annual general meeting in 1996 will hold office until the conclusion of the annual general meeting in 1997 and will be eligible for re-election in accordance with Article 11.7 (i) above.
- (iii) The National Committee will elect from the members a Deputy National Chairman, a National Secretary and a National Treasurer and such other office bearers as it sees fit. The office bearers referred to in this sub-Article 11.7 (iii) will hold office until the conclusion of the annual general meeting following their election and will be eligible for re-election.

- 11.8 If a Branch originally nominated any of the persons elected as National Chairman, Deputy National Chairman, National Secretary or National Treasurer to hold office as a member of the National Committee pursuant to sub-Article 11.4, that Branch may upon such election nominate another of its members to hold office as a member of the National Committee.
- 11.9 A nomination made pursuant to either sub-Article 11.4 or 11.8 shall be made in writing pursuant to a resolution of the Branch and shall be lodged with the National Secretary and thereupon the persons or person (as the case may be) named therein shall be deemed to have been appointed to membership of the National Committee.
- 11.10 A Branch which has made a nomination pursuant to either sub-Article 11.4 or 11.8 may, by notice in writing, revoke the nomination of a person made by it and nominate another of its members in his stead. Upon such notice being lodged with the National Secretary, the person whose nomination has been revoked shall be deemed to have vacated office and the person nominated in his stead shall be deemed to have been appointed a member of the National Committee and shall hold office until the person in whose stead he was appointed would have vacated office.
- 11.11 The provisions of sub-Article 11.10 shall not apply to the persons elected as National Chairman, Deputy National Chairman, the National Secretary or the National Treasurer.
- 11.12 The Association in general meeting may by ordinary resolution (of which special notice shall have been given) remove any member of the National Committee from office.
- 11.13 If the member of the National Committee removed from office pursuant to sub-Article 11.12:-
- (i) was any one of the office bearers referred to in sub-Article 11.7, the National Committee may elect another Member or Honorary Life Member to fill the vacancy. Any person so elected shall hold office only until the person in whose stead he was elected would have vacated office and shall be eligible for re-election; or
 - (ii) was not one of the office bearers referred to in sub-Article 11.7, the Branch which originally nominated him to office may thereupon nominate another of its members to fill the vacancy. Any person so nominated shall hold office only until the person in whose stead he was nominated would have vacated office and shall be eligible for re-nomination.
- 11.14 The provisions of sub-Article 11.13 shall apply mutatis mutandis if there shall occur a casual vacancy among any of the office bearers referred to in sub-Article 11.7 or amongst any of the persons nominated by a Branch pursuant to sub-Article 11.4.
- 11.15 A member of the National Committee shall be deemed to have vacated his office if he:-
- (i) ceases to be a member of the National Committee by virtue of any applicable law;
 - (ii) becomes an insolvent under administration;
 - (iii) becomes prohibited from being a member of the National Committee by reason of any order made under any applicable law;
 - (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any law relating to mental health;

- (v) resigns his office by notice in writing to the National Committee;
- (vi) is absent without leave granted by the National Committee from two consecutive meetings thereof;
- (vii) becomes an employee of the Association or any of its Branches;
- (viii) does not become qualified as required by sub-Article 11.6 (i) or ceases to be so qualified;
- (ix) has his nomination revoked pursuant to sub-Article 11.10 by the Branch that nominated him; or
- (x) is directly or indirectly interested in any contract or proposed contract with the Association, and fails to declare the nature of his interest in the manner required by law.

12. **ALTERNATE MEMBERS OF THE NATIONAL COMMITTEE**

- 12.1 The provisions of this Article shall not apply to the National Chairman, Deputy National Chairman, National Secretary and National Treasurer.
- 12.2 A member of the National Committee nominated to office by a Branch may, with the prior consent in writing of that Branch, appoint a member to be an alternate member of the National Committee in his place. A member of the first National Committee shall for the purposes of this Article only be deemed to have been nominated to office by the Branch of which he is a member **PROVIDED HOWEVER THAT** if that Branch be deemed consequent on this sub-Article to have nominated to office more than three of its members as members of the first National Committee, then none of its members (being members of the first National Committee) shall be entitled to exercise the rights conferred upon them pursuant to this Article.
- 12.3 The provisions of sub-Articles 11.6 and 11.15 apply in the case of an alternate member of the National Committee, mutatis mutandis.
- 12.4 An alternate member of the National Committee is entitled (subject to sub-Article 14.4) to notice of meetings of the National Committee and if the appointor is not present at such a meeting, is entitled to attend and vote in his stead.
- 12.5 An alternate member of the National Committee may exercise any powers that the appointor may exercise and the exercise of any such power by such alternate member shall be deemed to be the exercise of the power by the appointor.
- 12.6 An alternate member of the National Committee shall automatically vacate office if his appointor vacates office as a member of the National Committee or removes the appointee from office.
- 12.7 Any appointment or removal under this Article shall be effected by notice in writing under the hand of the member of the National Committee making the same addressed to the National Secretary.

13. **POWERS AND DUTIES OF THE NATIONAL COMMITTEE**

- 13.1 The business of the Association shall be managed by and vested in the National Committee which may exercise all such powers of the Association as are not required by law or these Articles to be exercised by the Association in general meeting.
- 13.2 The National Committee may engage all such officers and employees as it may consider necessary and shall regulate their duties and fix their remuneration.
- 13.3 The National Committee shall cause minutes to be made:-
- (i) of all appointments of officers;
 - (ii) of the names of members of the National Committee present at all meetings of the National Committee; and
 - (iii) of all proceedings of general meetings and meetings of the National Committee;
- and shall cause those minutes to be entered, within one month after the relevant meeting is held, in the minute book.
- 13.4 The minutes referred to in sub-Article 13.3 shall be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting.

14. **PROCEEDINGS OF THE NATIONAL COMMITTEE**

- 14.1 The National Committee shall meet at such times and places as may be determined from time to time by it, and in the absence of any such determination at such times and places as the National Secretary, on the instructions of the National Chairman or on the requisition of not less than three members of the National Committee, shall notify to members thereof.
- 14.2 Every member of the National Committee shall have one vote except the person presiding at a meeting thereof who, in the event of there being an equality of votes, shall be entitled to a second or casting vote.
- 14.3 Not less than 14 days notice shall be given to every member of the National Committee of any meeting thereof specifying the time, place and general nature of the business of such meeting, but where the National Chairman considers an emergency exists he may take such steps as he considers necessary to notify members of the National Committee of the proposed meeting, notwithstanding that 14 days notice shall not have to be given.
- 14.4 A member of the National Committee who is not within the Commonwealth shall not be entitled to receive notice of a meeting of the National Committee nor need the National Chairman give him any notification pursuant to sub-Article 14.3.
- 14.5 A quorum for a meeting of the first National Committee shall be 14 members. A quorum for a meeting of subsequent National Committees shall be one-half in number of the members thereof for the time being or the closest whole number above that fraction.

14.6 The National Committee may act, notwithstanding any vacancy in its body, but if and so long as its number is reduced below a number which is equivalent to one-half in number of the Branches plus two the National Committee may act for the purpose of:-

- (i) dealing with business of an urgent nature;
- (ii) summoning a general meeting of the Association; or
- (iii) acting under sub-Article 11.13 (i);

but for no other purpose.

14.7 At every meeting of the National Committee, the National Chairman shall preside unless he declines to act or is absent, in which case the Deputy National Chairman shall preside. If the Deputy National Chairman declines to act or is absent after 15 minutes have elapsed after the time appointed for the meeting, the members of the National Committee present, provided they constitute a quorum, may elect one of their number as chairman of that meeting.

14.8 All acts done by any meeting of the members of the National Committee or by any person acting as a member thereof are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a member of the National Committee, or to act as a member thereof, or that a person so appointed was disqualified, as valid as if the person had been duly appointed to be a member of the National Committee or to act as a member thereof as the case may be.

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

14.10 For the purposes of these Articles, a meeting of the National Committee shall mean:-

- (i) a meeting of the members of the National Committee assembled in person on the same day at the same time and place; or
- (ii) the members of the National Committee communicating with each other by any technological means whereby they are able simultaneously to hear each other and participate in discussion notwithstanding they are not physically present in the same place.

15. **SUB-COMMITTEES OF THE NATIONAL COMMITTEE**

15.1 The National Committee may establish an Executive sub-Committee comprising:-

- (i) the President (ex-officio);
- (ii) the National Chairman;
- (iii) the Deputy National Chairman;
- (iv) the National Secretary; and

- (v) the National Treasurer.
- 15.2 Such sub-Committee shall meet at such times and places as the National Committee shall determine, and may exercise all the powers (except those powers referred to in sub-Article 15.3) and carry out all the duties and functions of the National Committee between meetings of the National Committee and when it does, the provisions of these Articles applicable to the National Committee shall apply to it, mutatis mutandis. The quorum for a meeting of the Executive sub-Committee shall be three persons.
- 15.3 The National Committee may delegate any of its powers and duties to such other sub-Committees as it thinks fit from time to time. Any such other sub-Committee shall consist of at least one member of the National Committee and such other persons as it may determine. The powers and duties delegated to such a sub-Committee shall be upon such terms and conditions as the National Committee may determine, including the fixing of a quorum for a meeting thereof. The National Chairman and the National Secretary shall be, ex-officio, members of any such sub-Committee.
- 15.4 Each member of the Executive sub-Committee and of any other sub-Committee established by the National Committee shall have one vote except the person presiding at a meeting thereof who, in the event of there being an equality of votes, shall be entitled to a second or casting vote.
- 15.5 For the purpose of this Article, a meeting of the Executive sub-Committee or of any other sub-Committee established by the National Committee shall mean:-
- (i) a meeting of the members of such a sub-Committee assembled in person on the same day at the same time and place; or
 - (ii) the members of such sub-Committee communicating with each other by any technological means whereby they are able simultaneously to hear each other and participate in discussion notwithstanding that they are not physically present in the same place.

16. **BRANCHES OF THE ASSOCIATION**

- 16.1 The National Committee shall establish a Branch in each State or Territory.
- 16.2 The members of each Branch shall comprise those members of the Association residing within the geographical area of the State or Territory in respect of which the Branch has been established provided however that a member may, at any time, elect to be a member of a different Branch if it would be more convenient for him.
- 16.3 Each Branch shall establish a Committee which shall comprise such persons and have such powers, functions and duties (in addition to those conferred by these Articles) as are specified in the by-laws.
- 16.4 Each Branch shall have such powers, functions and duties and conform to such requirements as may from time to time be promulgated by the National Committee in the by-laws.
- 16.5 Each Branch shall within its geographical area further the objects and conform to the policies of the Association.

16.6 The National Committee shall transfer to each Branch conforming to these Articles and the by-laws such part of the subscriptions and levies received from Members who are also members of that Branch as is determined from time to time by the National Committee.

16.7 A Branch shall not impose any financial subscription or levy upon its members.

16.8 A Branch shall not incur any financial liability in excess of funds in hand unless previously authorised by the National Committee so to do.

17. **THE NATIONAL SECRETARY**

17.1 The National Committee may vest in the National Secretary such powers, duties and authorities as it may from time to time determine and the National Secretary shall exercise all such powers and authorities subject at all times to the control of the National Committee.

18. **ACCOUNTS OF THE ASSOCIATION**

18.1 The Association shall:-

- (i) keep such accounting records as correctly record and explain the transactions of the Association and its financial position; and
- (ii) keep its accounting records in such a manner as will enable the preparation from time to time of true and fair accounts of the Association and its accounts to be conveniently and properly audited as required by law.

18.2 The National Committee shall cause to be laid before each annual general meeting of the Association held as required by law:-

- (i) a copy of the accounts made out as required by law for the last financial year of the Association;
- (ii) a copy of the report of the National Committee made out as required by law in respect of that financial year;
- (iii) a copy of the auditor's report required by law to be attached to the accounts of the Association; and
- (iv) a copy of the statement by the National Committee required by law to be attached to the accounts of the Association.

19. **AUDITOR**

19.1 As required by law, one or more Auditors of the Association shall be appointed.

20. **COMMON SEAL**

20.1 The National Committee shall provide for the safe custody of the common seal of the Association.

20.2 The common seal shall not be affixed to an instrument except by the authority of a resolution of the National Committee, the Executive sub-Committee or of a sub-Committee authorised by the National Committee in that behalf. Every instrument to which the common seal is affixed shall be signed by a member of the National Committee and shall be

countersigned by another member thereof, the National Secretary or some other person appointed by the National Committee for the purpose.

21. **BY-LAWS**

21.1 The National Committee shall have power from time to time to make such by-laws as are in its opinion necessary or desirable for the proper control, administration and management of the affairs, operations, finances, interests, effects and property of the Association, including its Branches and to amend and repeal from time to time such by-laws.

21.2 Notwithstanding the foregoing provisions of this Article, the Association in general meeting may amend or repeal any by-law made by the National Committee.

21.3 A by-law shall:-

- (i) be subject to the Memorandum of Association and these Articles;
- (ii) be not inconsistent with any provisions contained in the said Memorandum or Articles;
- (iii) when in force, be binding on all members and shall have the same effect as these Articles.

22. **NOTICES**

22.1 A notice may be given by the Association to any member either personally or by sending it by post to him at his registered address. Where a notice is sent by post service of the notice shall be deemed to be effective by properly addressing, pre-paying and posting a letter containing the notice and to have been effective in the case of a notice of a general meeting on the day after its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

22.2 (i) Notice of every general meeting shall be given in any manner hereinbefore authorised to every member, to the Patron and to the Auditor for the time being of the Association.

(ii) No other person shall be entitled to receive notice of a general meeting.

23. **INDEMNITY**

23.1 Every person who is or had been a director, secretary or executive officer or auditor of the Company is indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities for costs and expenses incurred by that person:-

- (i) in defending any proceedings relating to that person's position with the Company, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
- (ii) in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or

- (iii) in connection with any application in relation to any proceedings relating to that person's position within the Company, whether civil or criminal, in which relief is granted to that person under the Corporations Law by the court.
- 23.2 Every person who is or has been a director, secretary or executive officer or auditor of the Company is indemnified, to the maximum extent permitted by law, out of the property of the Company against any liability to another person (other than the Company or its related bodies corporate) as such an officer or auditor unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15 April 1994.
- 23.3 The Company may pay a premium for a contract insuring a person who is or has been a director, secretary or executive officer of the Company and its related bodies corporate against:
- (i) any liability incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of sections 232(5) or (6) of the Corporations Law; and
 - (ii) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Company, whether civil or criminal, and whatever their outcome.