

CONSTITUTION

- NAME:** 1. The name of the incorporated Association shall be
THE LIVESTOCK AND RURAL TRANSPORTERS ASSOCIATION OF QUEENSLAND INC. (hereafter called "the Association").
- OBJECTS:** 2. The objects for which the Association is established are:-
- (i) to ensure that members have the right to deliver any livestock, primary produce and inputs from any given part of the State to its normal destination without industrial interference;
 - (ii) to examine and make representations on any legislation that restricts the rights of members to transport the commodity in accordance with (i) above;
 - (iii) to promote efficiency in general transport;
 - (iv) to raise funds by means of subscriptions from members and levies for the purpose and objects of the Association in such amounts and in such manner as is considered adequate to achieve the above objects;
 - (v) to promote professional standard of integrity within the livestock and rural transporting industry;
 - (vi) to promote the Association as a representative body of the industry;
 - (vii) to achieve any of the above objectives of the Association by means available to them, provided such measures are considered lawful.
- POWERS:** 3. The powers of the Association are:-
- (i) to take over the funds and other assets and liabilities of the present unincorporated Association known as the "Livestock Transporters Association of Queensland";
 - (ii) to subscribe to become a member of and co-operate with any other association, club or organization, whether

- similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Clause 29 (x);
- (iii) in furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
 - (iv) to purchase, take on lease or in exchange hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association; Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - (v) to enter into any arrangements with Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think is desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - (vi) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
 - (vii) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes,

- debentures or other securities of the incorporated Association or in or about the incorporated Association or in the furtherance of its objects;
- (viii) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working management, carrying out, alteration or control thereof;
 - (ix) to invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
 - (x) to take or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
 - (xi) in furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for payment of money for the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
 - (xii) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem to pay-off any such securities;
 - (xiii) to draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bill of lading and other

- (xiv) in furtherance of the objects of the Association 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;
- (xv) to take or hold mortgages, liens or 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;
- (xvi) to take any gift of 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 sub clause (iv);
- (xvii) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (xviii) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (xix) in furtherance of the objects of the Association to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Clause [2930\(x\)](#);
- (xx) in furtherance of the objects of the Association 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 incorporated Associations with which the Association is authorised to amalgamate;
- (xxi) in furtherance of the objects of the Association to transfer

- engagements of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate;
- (xxii) to make donations for patriotic, charitable or community purposes;
- (xxiii) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engages;
- (xxiv) 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;

CLASSES

4. (i) The membership of the Association will consist of the following classes of members:-
- (a) **ORDINARY MEMBERS**
- (1) Any person who carries on business within the State of Queensland as a Livestock Transporter may apply to become an Ordinary Member;
- (2) Any person who carries on a business within the State of Queensland as a Rural Transporter may apply to become an Ordinary Member;
- (b) **ASSOCIATE MEMBERS**
- Any person with an interest in the promotion of the wellbeing of the livestock and rural transport industry within the State of Queensland may apply to become an Associate Member;
- (c) **EMPLOYEE MEMBER**
- An employee of an Ordinary Member of the Association, whether that employee be a driver or other e.g. mechanic, secretary or off-sider etc., may apply to become an Employee Member and if accepted, will be admitted as a member upon payment of an annually set fee.

Such an individual may not hold a position on the Management Committee;

- (d) **PAST MEMBER**
 A former member of the Association who no longer carries on the business of **Livestock or Rural Transporting in the State of Queensland** or elsewhere but has a desire to remain actively involved in the betterment of the Association may apply to be a Past Member and if accepted, will be admitted as a Past Member upon payment of an annually set fee That person will be described as a Past Member and will have the same rights as an Ordinary member His/Her right to hold a position on the Management Committee will be determined by the Management Committee of that year;

The numbers of members **in each class** is unlimited.

MEMBERSHIP 5

Every person who at the date of incorporation of the Association was a member of the unincorporated Association and who on or before the thirtieth day of June 1983, agrees in writing to become a member of the Association must be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated Association. Every member of the Association who previously agreed to become a member of the Association and had paid their subscription due on the First day of January, 1983 as a member of the unincorporated

Association, will not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the first day of March 1984.

- (ii) Every applicant of any class of membership of the Association (other than the members of the unincorporated Association referred to in sub-rule (i)) must be proposed by one member of the Association and seconded by another member. The application for membership must be made in writing, signed by the applicant and their proposer and seconded and must be in such form as the Management Committee from time to time prescribe.

- MEMBERSHIP: 6**
- (i) The membership fees for each class of membership must be such sum as the members from time to time at any general meeting so determine.
 - (ii) The membership fees for each class of membership is payable at such time and in such manner as the Management Committee determines.

**ADMISSION AND
REJECTION OF**

- MEMBERS: 7.**
- (i) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application will be considered and determined by the Management Committee.
 - (ii) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered will be accepted as a member to the class of membership applied for.
 - (iii) Upon the acceptance or rejection of any application for any class of membership, the Secretary will forthwith give the applicant notice in writing of such acceptance or rejection.

**TERMINATION
OF MEMBERSHIP: 8**

- (i) A member may resign from the Association at any time giving notice in writing to the Secretary. Such resignation

will take effect at the time such notice is received by the Secretary unless a later date is specified in the notice then it will take effect on that later date.

- (ii) If a member;-
- (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of the Constitution; or
 - (c) has membership fees in arrears for a period of two months or more; or
 - (d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association,
- the management Committee will consider whether that member's membership should be terminated.
- (iii) The member concerned will be given a full and fair opportunity of representing their case and if the Management Committee resolves to terminate their membership, it will instruct the Secretary to advise the member in writing accordingly.

**APPEAL AGAINST
REJECTION OR
TERMINATION OF
MEMBERSHIP 9.**

- (i) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal the decision of the Management Committee.
- (ii) Upon receipt of a notification of intention to appeal against rejection or termination of membership by the Secretary, the Secretary will convene, within three months of the date of receipt by the Secretary of such notice, a general meeting to determine the appeal. At any such meeting the applicant will be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected the application for membership or terminated the

opportunity of presenting their case. The appeal will be determined by the vote of those members entitled to vote and who are present at such meeting.

- (iii) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by the Constitution or so appeals but the appeal is unsuccessful, the Secretary will forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS 10.

- (i) The Management Committee will cause a Register to be kept which will record the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (ii) The particulars that will be entered into the Register include: resignations, termination and re-instatements of membership and any further particulars as the Management Committee or the members at any general meeting may agree from time to time.
- (iii) The register will be open for inspection at all reasonable times by any members who apply to the Secretary for such inspection.

ZONES: 11. Zones of the Association may be formed in geographic regions or the State by the Management Committee. Provided that not less than ten (10) ordinary members from a region indicate the desirability of an additional zone the Management Committee may grant permission for the formation of a Zone.

MEMBERSHIP OF MANAGEMENT 12.

- (i) The Management Committee of the Association will consist of:-
- a)** a President, Vice President, Secretary and Treasurer; all whom must be ordinary members of the Association; and
- b)** one ordinary member from each Zone as referred to above, who will be elected or appointed to the

Management Committee by the ordinary members of the Association in accordance with the rules of the Association.³

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c) Additional Positions:

such additional positions that may be created by a members' resolution passed by not less than two thirds of the members who are present and entitled to vote at a general meeting. When an additional position is created on the Management Committee, such position remains in existence until that position is terminated by a resolution passed by not less than two thirds of the members who are present and entitled to vote at a general meeting. Any such position so created will be filled in accordance with the terms of this Constitution and will otherwise be subject to the terms of this Constitution which are applicable to membership of the Management Committee.

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(ii) At the annual general meeting of the Association all of the current members of the Management Committee will retire from office, but will be eligible upon nomination for re-election.

(iii) A serving President has a maximum tenure of four (4) consecutive years provided they are voted in annually.

The election of officers and other members of the
(iv) The election of the Management Committee will take place in the following manner:-

a. any two ordinary members of the Association shall be at liberty to nominate any other ordinary member to serve as an officer or other member of the Management Committee;

b. only an individual who can demonstrate that they have had a least two (2) years experience on the Management Committee is eligible to be nominated for President;

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~~b.c.~~ c. the nomination must be in writing, signed by the member and seconded. The nomination must be lodged with the Secretary at least fourteen days before the annual general meeting is to take place;

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~~c.d.~~ d. a list of the candidate's names in alphabetical order, with the proposers' and the seconders' names, shall be forwarded by post to all members after the close of nominations and a copy of the said list shall be posted in

a conspicuous place at the annual general meeting;
~~d.e.~~ balloting lists shall be prepared (if necessary) containing
the names of the candidates in alphabetical order, and
each ordinary member present at the annual general
meeting shall be entitled to vote for any member of such
candidates not exceeding the number of vacancies; and
~~e.f.~~ if, at the commencement of such meeting, there is an
insufficient number of candidates nominated,
nominations may be taken from the floor of the meeting.

Words "In addition" removed at the AGM held on the 15 May 2004

- VACANCIES** 13. (i) The Management Committee will have the power at **ON**
MANAGEMENT any time to appoint any ordinary member of the **COMMITTEE**
 Association to fill any vacancy on the Management
 Committee until the next annual general meeting;
- (ii) The continuing members of the Management Committee
 may act notwithstanding any casual vacancy in the
 Management Committee. If and as long as their number is
 reduced below the number fixed by or pursuant to these
 rules as the necessary quorum of the Management
 Committee, the continuing member or members may act
 for the purpose of increasing the number of members of the
 Management Committee to that number or of a summoning
 of a general meeting of the Association but for no other
 purpose.

RESIGNATION 14. Any member of the Management Committee may resign from
FROM membership of the Management Committee at any time by
MANAGEMENT giving notice in writing to the Secretary but such resignation
COMMITTEE: will take effect at the time such notice is received by the Secretary
 unless a later date is specified in the notice then it shall take effect
 on that later date or such member may be removed from office at
 a general meeting of the Association where that member shall be
 given the opportunity to fully present their case. The question of
 removal will be determined by the vote of the Ordinary Members
 present at such a general meeting.

- FUNCTIONS** 15. (i) Except as otherwise provided for by this Constitution and
 subject to resolutions of the members of the Association
 carried at any general meeting the Management Committee
 –
 (a) has the general control and management of the
 administration of the affairs, property and funds of the

- (b) has authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent.
- (ii) The Management Committee may exercise all of the powers of the Association –
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may deem fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future and to purchase, redeem or pay off any such securities;
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on monies lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;
 - (c) to invest in such manner as the members of the Association may from time to time determine; and
 - (d) to determine if there is a need for the Association to take out public liability insurance.

MEETINGS OF
MANAGEMENT
COMMITTEE:

16. (i) The Management Committee will meet at least every three calendar months to exercise its functions.⁵
- (ii) A special meeting of the Management Committee will be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the

state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

- (iii) At every meeting of the Management Committee a quorum will be fifty percent of the members of that Committee.
- (iv) If a delegate misses two Management Committee meetings without apologizing they can be suspended and another delegate be appointed in their place.⁶
- (v) The Management Committee may meet together and regulate its proceedings as it thinks fit. Provided that questions arising at any meeting of the Management Committee will be decided by a majority of votes and, in the case of equality of votes, the question is deemed to be decided in the negative.
- (vi) A member of the Management Committee must not vote in respect of any contract or proposed contract with the Association in which the member has an interest, or any matter arising thereout, and if the member votes, the vote must not be counted.
- (vii) Not less than seven days notice shall be given by the Secretary to the members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (viii) The President shall preside as Chairman at every meeting of the Management Committee or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting the Vice-President shall be Chairman or if the Vice-President is not present at the meeting than the members may choose one of the members present to be Chairman of the meeting.
- (ix) If within half an hour from the time appointed for the commencement of a Management Committee meeting a

⁵ Amended at AGM held on 17 May 1997

⁶ Inserted at AGM held on 16 May 1998

quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall lapse.

- TELECONFERENCE MEETING OF MANAGEMENT COMMITTEE** 17 (i) Subject to the conditions in clause (iii), contemporaneous linking together by telephone, radio or other form of instantaneous audio and visual communication of a number of Committee Members constituting not less than the quorum required for the purposes of this Constitution is deemed to constitute a meeting of the Management Committee and all of the provisions of this Constitution as to the meetings of the Management Committee apply to such meeting.
- (ii) This clause applies whether or not one or more of the Committee Members is outside the Commonwealth of Australia so long as the conditions set out in clause (iii) are met.
- (iii) The conditions referred to in clause (i) and (ii) are:-
- (a) that all Committee Members for the time being entitled to receive notice of a meeting of the Management Committee (including any alternate Committee Member for any member for the time being unable to act as a Committee Member) are given notice (in accordance with this Constitution) of the meeting to be conducted by telephone, radio or other form of instantaneous audio or audio visual communication;
 - (b) each of the Committee Members taking part in the meeting is linked by telephone, radio or other form of

- throughout the meeting able to hear each of the other Committee Members so taking part;
- (c) that at the commencement of the meeting each Committee Member acknowledges his or her presence to all the other Committee Members taking part;
- (d) that if the Secretary is not part of the meeting one of the Committee Members present takes minutes of the meeting.
- (iv) A Committee Member may not cease to take part in a meeting conducted pursuant to this clause by disconnecting his or her telephone, radio or other form of communication unless he or she has previously obtained the express consent of the Chairman of the meeting.
- (v) A Committee Member is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio and visual communication unless the Committee Member has previously obtained the express consent of the Chairman of the meeting to cease taking part in the meeting.
- (vi) A minute of the proceedings of a meeting held by telephone, radio or instantaneous audio or audio and visual communication is sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairman of the meeting or by the Secretary if present at the meeting.
- DELEGATION OF MANAGEMENT COMMITTEE POWERS:** 18. (i) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Management Committee.
- (ii) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present

may choose one of their number to be Chairman of the meeting.

- (iii) 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 question shall be deemed to be decided in the negative.

DEFECT IN 19.
APPOINTMENT:

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

RESOLUTIONS 20.
OF MANAGEMENT
COMMITTEE

A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management 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 Management Committee.

FIRST _____
GENERAL
MEETING

21. The first general meeting shall be held at such a time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee determine.

ANNUAL 22. (i)

GENERAL**MEETING**

months of the close of the financial year.

- (ii) The business to be transacted every annual general meeting is –
 - (a) the receiving of the Management Committee’s report and the Statement of Income and Expenditure, Assets and Liabilities and Mortgages, Charges and Securities affecting the property of the Association for the preceding financial year;
 - (b) if required by the Act, the receiving of the Auditor’s Report upon the books and accounts for the preceding financial year;
 - (c) the election of members of the Management Committee; and
 - (d) if required by the Act, the appointment of an auditor, accountant or other approved person;
 - (e) to report to the Associations members as to whether the Management Committee has decided whether there is a need for the Association to take out public liability insurance.
- (iii) If the Management Committee decide at a Committee Meeting that it is not necessary to take out public liability insurance, than at the annual general meeting the Management Committee must:
 - (a) give the Association’s members reasons for the Committee’s decision; and
 - (b) advise the members that the failure to take out public liability insurance means that the Association’s assets would be at risk if there were a successful claim against the Association.

SPECIAL**GENERAL**

- 23. The Secretary will convene a special general meeting-
 - (i) when directed to do so by the Management Committee; or
 - (ii) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of members of the

presently on the Management Committee plus one. Such requisitions must clearly state the reasons why such a special general meeting is being convened and the nature of the business to be transacted thereat; or

- (iii) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

GENERAL
MEETING

- 24.
- (i) At any general meeting the number of members required to constitute a quorum must be at least the number of members that are elected or appointed to the Association's Management Committee at the close of the last annual general meeting plus one.
 - (ii) 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. For the purposes of this clause "member" includes a person attending as a proxy or as representing a Corporation which is a member.
 - (iii) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon requisition of members of the Management Committee or the Association, shall lapse. In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present will be a quorum.
 - (iv) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so direct be the meeting), adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at

a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- (v) The contemporaneous linking together by telephone, radio or other form of instantaneous audio and visual communication of a number of members constituting not less than the quorum required for the purpose of this Constitution is deemed to constitute a meeting of the members and all of the provisions of this Constitution as to the meeting of the members applies to such meetings.

- 25. (i) The Secretary will convene all general meetings of the Association by giving not less than seven days notice of any such meeting to the members of the Association.
- (ii) The manner by which such notice is given will be determined by the Management Committee provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the Management Committee, must be given in writing. Notice of a general meeting must clearly state the nature of the business to be discussed thereat.

CONDUCT OF
GENERAL
MEETING

- 26. Unless otherwise provided by these Rules, at every general meeting –
 - (i) the President will preside as Chairman, or if there is no President, or if the President is 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 Chairman or if the Vice-President is not present or is unwilling to act then the ordinary members present shall

- (ii) the Chairman will maintain order and conduct the meeting in a proper and orderly manner;
- (iii) every question, matter or resolution will be decided by a majority of votes of the ordinary members present;
- (iv) every ordinary member present is entitled to one vote and in the case of an equality of votes the Chairman has a second or casting vote;
- (v) a member is not entitled to vote at any general meeting if their annual subscription is more than one month in arrears at the date of the meeting;
- (vi) voting is by show of hands or a division of members, unless not less than one fifth of the ordinary members present demand a ballot in which event there will be a secret ballot. The Chairman will appoint two members to conduct the secret ballot in such a manner as the Chairman determines and the result of the ballot as declared by the Chairman is deemed to be the resolution of the meeting at which the ballot was determined;
- (vii) an ordinary member may vote in person or by proxy and on a show of hands every person present who is a representative of an ordinary member has one vote and in a secret ballot every ordinary member present by proxy or other duly authorised representative has one vote;
- (viii) the instrument appointing a proxy must be in writing, in the common or usual form, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing the proxy will be deemed to confer authority to demand or join in demanding a secret ballot; and
- (ix) Where it is desired to afford ordinary members an opportunity of voting for or against a resolution, the instrument appointing a proxy must be in the following form or a form as near thereto as circumstances permit;-

ASSOCIATION

of

Being an ordinary member of the abovementioned Association, hereby
 appoint _____ of

Failing him/her, _____ of

As my proxy to vote for me on my behalf at the (annual) general meeting of the
 Association, to be held on the _____ day of _____ 20____, and at any
 adjournment thereof.

SIGNED this _____ day of _____ 20____.

Signature.

This form is to be used • in favour of the resolution; or

- Against the resolution.

* Strike out whichever is not desired. (unless otherwise instructed, the proxy may vote
 as he or she thinks fit);

- (ix) the instrument appointing a proxy shall be deposited with
 the Secretary, prior to the commencement of any meeting
 or adjourned meeting at which the person named in the
 instrument purposes to vote; and
- (x) the Secretary must cause full and accurate minutes of all
 questions, matters, resolutions and other proceedings of
 every Management Committee meeting and general
 meeting to be entered in a book to be opened for inspection
 at all reasonable times by any financial member who
 previously applies to the Secretary for that inspection. For
 the purposes of ensuring the accuracy of the recording of
 such minutes, the minutes of every Management
 Committee meeting must be signed by the Chairman of
 that meeting or the Chairman of the next succeeding
 Management Committee meeting verifying their accuracy.

Similarly, the minutes of every general meeting must be
 signed by the Chairman of that meeting or the Chairman
 of the next succeeding general meeting: provided that the
 minutes of any annual general meeting shall be signed by
 the Chairman of that meeting or the Chairman of the next

BY-LAWS 27. The Management Committee may from time to time make, amend or repeal By-Laws, not inconsistent with this Constitution, for the internal management of the Association and any By-Laws may be set aside by a general meeting of members.

ALTERATION OF THE CONSTITUTION 28. Subject to the provision of the *Associations Incorporation Act 1981*, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: provided that no such amendment, rescission or addition will be valid unless the same has been previously submitted to and approved by the Office of Fair Trading.

COMMON SEAL 29.

The Management Committee will provide for a Common Seal and for its safe custody. The Common Seal will only be used by the Authority of the Management Committee and every instrument to which the Seal is affixed must be signed by a member of the Management Committee and must be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for that purpose.

FUNDS AND ACCOUNTS 30. (i) The funds of the Association shall be banked in the name of the Association in such Bank as the Management Committee may from time to time direct.

(ii) Proper books and accounts shall be kept and maintained either in written or printed form in the English Language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

(iii) All monies must be banked as soon as practicable after receipt thereof.

(iv) All amounts of twenty dollars or over shall be paid by cheque and signed by any two of the President, Secretary, Treasurer or other member authorised from time to time

by the Management Committee.

- (v) Cheques shall be crossed “Not Negotiable” except those in payment of wages, allowances or petty cash recoupments which may be opened.
- (vi) The Management Committee will determine the amount of petty cash which will be kept on the imprest system.
- (vii) All expenditure must be approved or ratified at a Management Committee meeting.
- (viii) As soon as practicable after the end of each financial year the Treasurer must prepare a Statement containing particulars of –
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (ix) All such statements will be examined by the Auditor, accountant or other approved person who will present their report to the Secretary prior to the holding of the next annual general meeting next following the financial year in respect of which such order was made.
- (x) The income and property of the Association whensoever derived must be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof is to be distributed, paid or transferred directly or indirectly by way of dividend bonus or indirectly by way of profit to or amongst the members of the Association provided that nothing herein contained will prevent the payment in good faith of interest to any such member in respect to monies advanced by the member to the Association or otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained will be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money

lent, reasonable and proper rent for premises demised or let to the Association.

AUDITOR: 31. If the Association is required by the Act to have its accounts audited by an auditor, accountant or other approved person, the members must at the annual general meeting of the Association appoint at least one such person to hold office for a period not exceeding twelve months. Such person or persons must not be a member of the Management Committee and must be eligible for reappointment at the expiration of any one term. The auditor shall audit the books of account of the Association and make a report thereon to the Management Committee.

DOCUMENTS: 32. The Management Committee will provide for the safe custody of books, document, instruments of title and securities of the Association.

FINANCIAL YEAR 33. The financial year of the Association shall close of the 31st on March in each year.

DISTRIBUTION OF SURPLUS ASSETS: 34. If the Association is wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same will not be paid to or distributed among the members of the Association, but must be given or transferred to some other institution or institution having objects similar to the objects of the Association, and which must also 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 Association under or by virtue of Clause 29 (x), such Institution or Institutions to be determined by the members of the Association.