

**ARTICLES OF ASSOCIATION  
OF  
THE CARAVAN CAMPING & TOURING INDUSTRY  
& MANUFACTURED HOUSING INDUSTRY  
ASSOCIATION  
OF  
N S W LTD**

**INTERPRETATION**

1. In these regulations:-

"the Law" means the Corporations Law;

"the Board" means the Board of Directors of the Company;

"cabin" means an unregistrable moveable dwelling or a home which is provided for hire and is used by a site occupier other than the owner of the moveable dwelling or a dwelling the subject of a building approval;

"caravan park" means a property used for the placement of caravans (or of caravans and moveable dwellings), and which is currently approved to operate as a caravan park under Section 68 F (2) of the Local Government Act 1993, or for which an application for an approval has been made and not refused; and includes a property leased from the National Parks and Wildlife Service which requires that property be operated as a caravan park;

"Code" means the code of ethics referred to in Article 22. A reference to the Association in the Code is a reference to the Company.

"the Company" means the Caravan Camping And Touring Industry and Manufactured Housing Industry Association of N S W Ltd;

"holiday van" means any moveable dwelling, not being a tent, that is or usually is continuously used by its owner for occasional occupancy;

"home" means a manufactured home;

"manufactured home" shall have the same meaning as is provided in the Dictionary contained in the Local Government Act 1993;

"manufactured home park" shall mean a caravan park in which at least seventy five percent of the sites are approved for long term residence, and at least seventy five percent of the occupied sites are occupied by manufactured homes and includes a manufactured home estate;

"manufactured home estate" means a manufactured home estate approved under Section 68 F (3) of the Local Government Act 1993;

"member" means a member of the Company and includes the nominated representative of the member;

"moveable dwelling" shall have the same meaning as is provided in the Dictionary contained in the Local Government Act 1993;

"the office" means the registered office of the Company;

"park van" or "on-site van" means a moveable dwelling that is provided for hire and is used by a site occupier other than the owner of the moveable dwelling;

"person" means a person, partnership, company, corporation, or an incorporated or unincorporated body;

"the register" means the Register of Members kept pursuant to the Law;

"registrable moveable dwelling" means a moveable dwelling that is or is capable of being registered under the Motor Traffic Act 1909 and includes a caravan;

"tourist park" means a caravan park in which at least seventy five percent of the sites are licensed for use by short term residents or as camp sites;

"unregistrable moveable dwelling" means a conveyance, structure or thing (other than a registrable moveable dwelling) that is designed for human habitation: constructed on and transportable, in one or more parts, by means of its own chassis; and is capable of being placed on and removed from a site within 24 hours;

"the seal" means the common seal of the Company;

"the Secretary" means any person appointed to perform the duties of the Secretary of the Company;

"State" means the State of New South Wales;

2. Division 10 of Part 1.2 of the Law applies in relation to these regulations as if they were an instrument made under the law as in force on the day when these regulations become binding on the company.
3. The financial year of the Company shall commence on the first day of July and end on the thirtieth day of June in each year.
4. The Registered Office of the Company shall be located within the State of New South Wales, and shall be located at CCIA House, Rosehill Gardens Racecourse, Grand Avenue, Rosehill, New South Wales.

## **MEMBERSHIP**

5. The number of members with which the Company proposes to be registered is one thousand (1,000) but the Board may from time to time authorise and register an increase of members.
6. There shall be six (6) classes of membership:-
  - The General Manufacturer Class;
  - The General Caravan Park Class
  - The Tourist Park Class;
  - The Manufactured Home Community Class;
  - The Manufactured Home Builder Class; and
  - The Retailer/Wholesaler Class
7. The members of the Company shall be:-

- 7.1 the subscribers to the Memorandum of Association;
- 7.2 persons who have been admitted to membership in accordance with the provisions of these Articles and whose names shall for the time being be entered in the register in accordance with the provisions of these Articles.

## **ELIGIBILITY FOR MEMBERSHIP**

- 8. The General Manufacturer Class of Membership of the Company shall be open to an employer who is actively engaged in the manufacture of registrable moveable dwellings, tents and or accessories for those products.
- 9. The Tourist Park Class of Membership of the Company shall be open to an employer who is actively engaged in the owning and operating, or owning and developing, of a tourist park.
- 10. The Manufactured Home Community Class of Membership of the Company shall be open to an employer who is actively engaged in the owning and operating, or owning and developing, of a Manufactured Home Community.
- 11. The Manufactured Home Builder Class of Membership of the Company shall be open to an employer who is actively engaged in the manufacture of either manufactured homes or unregistrable moveable dwellings or both of them.
- 12. The General Caravan Park Class of Membership of the Company shall be open to an employer who is actively engaged in the owning and operating, or owning and developing, of a caravan park that is not a Tourist Park or a Manufactured Home Community.
- 13. The Retailer/Wholesaler Class of Membership of the Company shall be open to an employer who is actively engaged in the sale, but not manufacture of, registrable moveable dwellings, unregistrable moveable dwellings, tents, or accessories for those products.

## **ASSOCIATE MEMBERS**

- 14. Associate membership of the Company shall be open to an employer actively engaged in:-
  - 14.1 the installation or transporting of moveable dwellings or annexes,
  - 14.2 the repair of moveable dwellings,
  - 14.3 the hiring, storing, leasing, insuring, designing, selling or financing of homes, manufactured home estates, caravan parks or moveable dwellings,
  - 14.4 the provision of professional advice or services or both in any aspect of:-
    - the design or manufacture of moveable dwellings,
    - the design, construction, or operation of manufactured home estates or caravan parks.
  - 14.5 the sale or manufacture of vehicles capable of towing registrable moveable dwellings and the components or accessories for those vehicles
  - 14.6 the sale, supply or manufacture of components or accessories or the supply of goods or the provision of services in relation to the products associated with the businesses specified in Articles 8-13.
  - 14.7 the publication of magazines, or the like whether produced electronically or by print, specifically or mainly designed to serve the members of the Company, their consumers or both.

15. An associate member shall have all the rights and obligations of membership except that associate members shall not be eligible for election to the Board, or to vote at any general meeting of the Company.

#### **CORPORATE MEMBERS**

16. Corporate membership of the Company shall be open to a corporation established under the Law subject to the following:
  - 16.1 the Corporation owns or operates at least five (5) businesses in Australia,
  - 16.2 those businesses would be eligible to be a member of the Company, if those businesses were conducted in New South Wales,
  - 16.3 at least one (1) of those businesses is conducted in New South Wales,
  - 16.4 each business owned or operated in New South Wales by the corporation is a member,
  - 16.5 a Corporate member must nominate a class of membership to which it will belong, being a class of membership of which one of its businesses is a member,
  - 16.6 Corporate membership is not a class of membership for the purposes of Article 81 but is entitled to the rights and obligations of the class of membership it is approved for by the Board in accordance with the Corporation's nomination in Article 3 16.5 above.

#### **CONTINUING MEMBERS**

17. Members in good standing of the Caravan and Camping Industry Association of New South Wales Limited on November 4 1991 shall continue to be members of the Company.
18. The Board shall determine the class of membership to which each of the continuing members shall belong, and in so doing may seek any information as it deems necessary to facilitate an appropriate classification.

#### **LIFE MEMBERS**

19. An individual who has given long and meritorious service to any industry in which members of the Company are involved, may be elected a Life Member of the Company by the members at an annual general meeting.
20. Any two members may nominate an individual for election as a Life Member, but such a nomination shall not be put before the members unless the nomination is endorsed by the Board.
21. Life members shall enjoy all the rights and privileges of members of the Company without payment of any subscriptions or levies which may become due for payment after their election.

## **CODE OF ETHICS**

22. It is a condition of membership of the Company that members comply with the Company's Ethical Code.

*The Ethical Code of the Association is to:*

- 22.1 Act ethically and responsibly towards the community, customers, staff and the environment;
- 22.2 Strive to meet the expectations of customers, the aspirations of staff and the needs of future generations;
- 22.3 Be a good neighbour and contribute to the benefit and wellbeing of the community;
- 22.4 Comply with the legislation, regulations and codes of practice that apply to the industry;
- 22.5 Strive to achieve the best practice standards that apply to the industry;
- 22.6 Practice and foster sustainable economic, environmental and socially responsible management;
- 22.7 Act honestly;
- 22.8 Accurately represent all offerings of goods and services;
- 22.9 Fulfill all warranties, guarantees and professional obligations promptly and faithfully;
- 22.10 Deal with all complaints with a view to resolution and report to the complainant the outcome of the investigation;
- 22.11 Respect the confidentiality of personal information;
- 22.12 Treat staff fairly and encourage professional development and the improvement of personal skills;
- 22.13 Cooperate with other members of the Association to develop the industry;
- 22.14 Support the Association's official position on legislative matters at all levels of government;
- 22.15 Do nothing that is prejudicial to the standing or reputation of any other member or of the Association.

## **REGIONS**

23. For the purpose of administration, communication, and association of like interests, the Board may form members, from such geographic areas as it may determine, into groups which shall be called regions. The Board shall ensure that there are not less than three regions.

## **ADMISSION OF MEMBERS**

24. Any person who is eligible for and is desirous of being admitted to membership, including corporate and associate membership of the Company, shall lodge with the Secretary a written application for membership. The application shall be in such form and contain such particulars as the Board shall, from time to time, determine.
25. A person who has a beneficial interest, either directly or indirectly, in more than one Manufacturing location, Caravan Park, Manufactured Home Estate or selling establishment shall include the details of each manufacturing location, Caravan Park, Manufactured Home Estate or selling establishment in the application for membership.
26. Each applicant for membership shall lodge with the application the subscription fee established under Article 45 unless the applicant applies for additional membership.

27. A person may apply for additional membership(s) in respect of each Manufacturing location, selling establishment, Caravan Park, or Manufactured Home Estate in which the financial interest is held.
- 27.1 For the Tourist Park Class, General Caravan Park Class and Manufactured Home Community Class, additional membership(s) under Article 27 shall be subject to all rights and obligations of membership except that they are not required to pay the base rate amount of the Annual Subscription Fee provided in Articles 45.1 and 45.2.
- 27.2 For the Manufactured Home Builder Class, General Manufacturer Class and the Retailer/Wholesaler Class, additional membership(s) under Article 27 shall be subject to all rights and obligations of membership except that they shall not be eligible for election to the Board or to vote at any general meeting of the Company and are not required to pay the full Annual Subscription Fee amount provided in Articles 45.3, 45.4 and 45.5.
- 27.3 With respect to Article 27 the provision for additional membership(s) will apply only to additional manufacturing locations or selling establishments of the same class of membership referred to in Articles 8, 11 and 13 that trade or operate under the same Australian Business Number (ABN).
28. An applicant for membership shall be informed in writing of :
- 28.1 the financial obligations arising from membership, and
- 28.2 the circumstances, and the manner, in which a member may resign from the Company.
29. At the next meeting of the Board after the receipt by the Secretary of an application for membership such application shall be considered by the Board and shall thereupon accept, reject or defer the application.
30. Any person who is eligible for membership of the Company shall be entitled to be admitted as and remain a member of the Company:
- 30.1 subject to payment of the amounts properly payable in relation to membership; and
- 30.2 subject to complying with these Articles.
31. When the Board is satisfied that the applicant is entitled to membership they shall approve the application.
32. The Secretary shall maintain the register in which shall be recorded details of the members of the Company including the name of each member, the address, the nominated representative, the date of admittance to membership, and such other information as the Board may require.
33. Each applicant who is admitted to membership of the Company shall be deemed to have become a member of the Company on and from the date upon which the application for membership is approved by the Board and shall be bound by these Articles and be entitled to all the rights and privileges and obligations of membership.
34. As soon as practicable after an application for membership has been determined the Secretary shall notify the applicant in writing of the acceptance or rejection thereof. Any applicant whose application for membership of the Company is rejected shall have the subscription paid by him to the Company at the time of his application refunded in full.
35. Within fourteen (14) days after :
- 35.1 the business, or part of the business, of a member of the Company is assigned or transferred to a person who is not a member of the Company; or
- 35.2 such a person succeeds to the business, or part of the business of a member of the Company,
- the member is required to notify the Company of the assignment, transfer or succession.

36. Membership, including any right or privilege of membership, shall not be transferable other than with the prior written consent of the Board. All rights and privileges of membership of the Company shall cease upon the member ceasing to be a member, whether by resignation, death or otherwise.
37. Where an applicant for membership has acquired a business of a type referred to in Article 9, 10 or 12 of these Articles from a fully paid financial member and the member ceases to be a member in respect to that business, the applicant shall not be required to pay any annual subscription relating to that business until the next financial period.

#### **NOMINATED REPRESENTATIVES**

38. If a member is not an individual the member shall nominate a person to represent it.
39. The representative so nominated shall be a principal or one of the principal participants in the partnership, or a director, secretary or manager of the corporation or an executive officer of the unincorporated body which is the member of the Company.
40. Any such nomination shall be in writing and shall be in such form and shall contain such particulars as the Board shall from time to time prescribe and shall be lodged with the Secretary.
41. Any member or nominated representative may by notice in writing to the Board withdraw any nominated representative and nominate another individual representative in his/her place. The replacement of a nominated representative by another shall be deemed to be effective upon lodgement of the new nomination in such form as the Board may require with the Secretary, provided that the new nominated representative shall be qualified as prescribed in Article 39.
42. The nominated representative of a member of the Company may attend and represent the member at all meetings of the relevant class of membership, and all general meetings of the Company.
43. Subject to Article 39 a member may nominate as many representatives as that member has Manufacturing locations, Caravan Parks, Manufactured Home Communities or selling establishments provided that the subscription pursuant to Articles 45, 46 and 48 shall have first been paid.
44. Any nominated representative of a member other than a nominated representative of a corporate or associate member shall be eligible for election to the Board.

#### **ANNUAL SUBSCRIPTIONS AND LEVIES**

45. The annual subscription payable by members of the Company shall be fixed at the annual general meeting held each year but shall not exceed:
  - 45.1 For the Tourist Park Class, General Caravan Park Class and Manufactured Home Community Class - a base rate of \$860 plus an additional \$11.00 for each long term site, plus an additional \$8.50 for each short term site, plus an additional \$2.20 for each camp site, but may not be less than the Associate Membership subscription.
  - 45.2 Where the application is in respect of a new development or a development with no sites the base rate shall be \$1150.00 or a fee in accordance with sites determined from the development application lodged with Council, whichever is the lesser amount.

- 45.3 For the Manufactured Home Builder Class an annual subscription of \$1540.00
- 45.4 For the General Manufacturer Class an annual subscription of \$1540.00
- 45.5 For the Retailer/Wholesaler Class an annual subscription of \$1540.00
- 45.6 For Associate membership an annual subscription of \$1000.00
- 45.7 For Corporate membership an annual subscription of \$1540.00

45.8 The maximum amount payable for any additional membership in the classes of membership specified in Articles 45.3, 45.4 and 45.5 is 30% of the full Annual Subscription Fee amount.

- 46. All annual subscriptions, shall become due and payable on the first day of July, in each calendar year.
- 47. Unless the Board otherwise determines a member shall not be entitled to have his annual subscription or any levy or any part thereof refunded whether the member ceases to be a member of the Company or for any other reason whatsoever.
- 48. The Board may at any time impose a levy on the membership in pursuit of the objects of the Company. Each member shall pay the amount of the levy to the Company within one month of the Board imposing the levy. No member shall be required to pay an amount for levies in any year greater than the amount of his annual subscription, provided that a majority of members attending an extraordinary general meeting called for the purpose, approve a levy the effect of which would be to provide a sum in excess of the relevant annual subscription.
- 49. No levies may be imposed for political objectives and no donation or other payment for political objectives may be made out of any levies.
- 50. The rights and privileges of a member shall be suspended if the annual subscription or the levy applicable to that member remains unpaid for a period longer than one month from the due date. Without limiting the generality of the foregoing, the suspended rights and privileges shall include voting rights, the right to attend meetings, inclusion of the name of the member in any publication of the Company, and access to any information service provided by the Company whether oral or written.

#### **CHANGE OF CLASS**

- 51. The Board may require a member of a class to change to another class of membership provided the Board is of the view that the nature of the member's business corresponds more precisely with the criteria of eligibility of the other class.

#### **CESSATION OF MEMBERSHIP**

- 52. Subject to any applicable Law notification of cessation of membership shall not affect the liability of the member, or former member, to pay any annual subscription or levy due and payable prior to the date of cessation of membership.
- 53. Subject to Article 52, a member ceases to be a member of the Company in any of the following circumstances:-
  - 53.1 if by notice in writing delivered to the Secretary the member resigns from membership,
  - 53.2 in the case of an individual, upon the member's death,
  - 53.3 in the case of a partnership, upon the dissolution of the partnership or upon the making of a sequestration order or the execution of a deed of assignment or

- arrangement for the benefit of the creditors by or against the partnership or any member of the partnership,
- 53.4 in the case of a corporation, upon an order being made or resolution passed for the winding up thereof (other than for the purposes of amalgamation or reconstruction) or upon the appointment of an official manager, inspector or receiver or receiver and manager of the corporation who has not provided an undertaking to pay subscriptions when due and to accept the obligations of membership,
- 53.5 if one annual subscription or any levy or any part of the annual subscription or levy remains unpaid for a period of one month after it becomes due, after notice of such default shall have been sent to the member by the Secretary, and the member does not pay the amount within a period of fourteen (14) days from the date of such notice.
- 53.6 if, in the opinion of the Board, such member has ceased to be eligible for membership in accordance with the requirements of Articles 8, 9, 10, 11, 12, 13 and 17, or in accordance with the requirements of Articles 14 and 16, and the Board resolves that the member be deemed to have ceased to be a member of the Company and that the member's name be removed from the register.
54. The Board may, at any time by notice in writing to a member, require the member to furnish to the Company such information in such form as the Board may deem fit to enable the Board to consider the member's eligibility to remain a member of the Company. The member must provide to the Secretary the information within fourteen (14) days of the date of the notice. Provided that nothing in this Article shall affect the operation of the Memorandum of Association.
55. Upon the member's name being removed from the register the member shall forfeit all rights and privileges of membership of the Company.

## **GENERAL MEETINGS**

56. Annual general meetings of the members of the Company shall be called in accordance with the provisions of the Law and shall be held before 31 December in each year.
57. The annual general meeting is the supreme governing body of the Company by whose decisions and resolutions the Directors are bound.
58. All general meetings other than annual general meetings shall be called extraordinary general meetings.
59. Five Directors or any fifteen members may, provided that there are five members from three regions, whenever they think fit, requisition the Secretary to convene an extraordinary general meeting. The Secretary shall convene an extraordinary general meeting by such means as are provided by the Law.
60. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, at least fourteen (14) days' notice (exclusive of the day on which the notice is served, or deemed to be served, but inclusive of the day of the meeting) shall be given and in case of special business the general nature of that business shall be given to persons who are entitled to receive notices from the Company.
61. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance-sheets, and the reports of the Board and Auditor(s), the election of the members of the Board in place of those retiring and the appointment and fixing of the remuneration of the auditors.
62. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice of the meeting shall not invalidate any resolution passed or proceedings made at any meeting.

## PROCEEDINGS AT GENERAL MEETING

63. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Unless otherwise provided in these Articles ten (10) percent of the then members shall be a quorum.
64. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case ~~it~~ the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than sixteen [16]) shall be a quorum.
- 64.1 The President of the Board shall preside as Chairman at every general meeting of the Company or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or the President is unwilling to act, the Vice-President shall preside as Chairman at that meeting or if the Vice-President is not present within fifteen minutes after the time appointed for the holding of the meeting or if the Vice-President is unwilling to act, the members present shall elect one of their number to be Chairman of the meeting.
65. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting if the meeting is adjourned for less than thirty (30) days.
66. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is (before or on the declaration of the result of the show of hands by the Chairman) demanded pursuant to Article 67.2. of the Articles. The demand for a secret ballot may be withdrawn.
67. A secret ballot shall be held on any resolution before a general meeting if demanded:-
- 67.1 by the Chairman; or
- 67.2 by at least six (6) people who are present and eligible to vote.
68. If a secret ballot is demanded it shall be taken either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the secret ballot shall be the resolution of the meeting but a secret ballot demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
69. At all general meetings where a secret ballot is to be taken two scrutineers shall be appointed by the Chairman of the meeting and they shall conduct such ballot. In any case of doubt as to the formality or otherwise of any ballot paper the scrutineers shall refer the same to the Chairman of the meeting whose decision shall be final.
70. Subject to these Articles all resolutions determined at any meeting of members shall unless otherwise prescribed by the Law be decided by majority of votes and a determination by a majority at a duly constituted meeting, shall for all purposes be deemed a determination of the Company.
71. In the case of an equality of votes, whether on a show of hands or on a secret ballot the Chairman of the meeting shall be entitled to a second or casting vote.

72. Only a member shall be eligible to vote at any meeting of the Company. Anyone eligible to vote on any matter at a meeting shall have one vote. Nothing in this Article shall prevent anyone who is the nominated representative of more than one member from casting as many votes as the number of members for whom he is the nominated representative.
73. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a secret ballot, by his committee or by his trustee or by such other person as properly has the management of his estate.

## THE BOARD

74. There shall be not more than twelve (12) (of which ten (10) of the twelve (12) would be elected) nor less than six (6) elected Directors.
75. An election for the Directors of the Company shall be conducted in the month of August or September at two yearly intervals. The first election under this Article shall be held in 1996.
76. The Directors shall be elected by secret postal ballot.
77. The Returning Officer shall be appointed in accordance with any applicable Law.
78. The Returning Officer shall call for nominations 56 Days prior to the election. Nominations shall close 28 Days prior to the election.
79. Candidates for election as a Director must :
- 79.1 be a member who is an individual who owns and operates an industry business in the State solely or with others or
  - 79.2 be the nominated representative of a member, who is not an individual, so long as that member owns and operates an industry business in the State with respect to a class of membership specified in Articles 8-13, or
  - 79.3 be a life member and
  - 79.4 be nominated by two other members, and
  - 79.5 signify willingness to serve as a Director if elected and
  - 79.6 indicate the class of membership under which the application is made
80. Should there be 10 or less candidates for the Board those persons shall be declared elected. Should more than 10 persons nominate for the position of Directors, a ballot shall be held in accordance with Article 76.
81. Where an election is required one candidate shall be elected from each class of membership from which a candidate has been nominated.
- 81.1 Where there is only one nomination from a class that candidate shall be declared elected.
  - 81.2 The Returning Officer shall then determine the ballot for each contested class by counting the votes and declaring elected the candidate from each contested class with the greatest number of votes.
  - 81.3 When the uncontested class candidates have been declared and the contested class candidates have been declared the Returning Officer shall declare those remaining candidates elected in order of votes cast so that no more than ten (10) candidates in total are elected.
82. Each member shall have one vote. A representative of a member nominated subject to Article 43 who represents more than one membership is entitled to as many votes as provided by Article 72.

83. Where an election is required the Returning Officer shall forward to each member, or nominated representative a ballot paper.
84. The ballot paper shall be in the following format :
- a) in the first column candidates shall be listed under their class.
  - b) immediately adjacent to the first column a second column headed "one vote only per class permitted" shall provide a box for each candidate.
  - c) immediately adjacent to the second column a third column shall be headed "place ticks next to your choice."
85. The Returning Officer shall provide with each ballot paper "How to Vote" Instructions:
- "You must first complete column (2) by placing a tick (✓) in the box opposite one candidate from each class on the ballot paper, then complete column (3) by placing "ticks" against the remaining candidates of your choice irrespective of class, so that you tick a maximum of ten (10) candidates. Do not tick more than ten (10) candidates."
86. The Returning Officer shall determine the ballot by counting the total number of votes in both columns for each individual candidate. The candidate in each class with the greatest number of votes in that class shall be declared elected and then the remaining candidates shall be elected in accordance with the number of votes cast irrespective of class but no more than then (10) candidates may be elected.
87. The Chairman at the annual general meeting shall declare the results of the election according to the Returning Officer's Certificate.
88. The Directors shall be paid all travelling, hotel, and other out of pocket expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or in connection with the business of the Company.
89. The office of a Director shall become vacant if the person holding the office:
- 89.1 becomes an insolvent under administration; or
  - 89.2 is convicted as mentioned in sub-section 229(3) of the Law.
  - 89.3 becomes subject to an order made under Section 230, Section 599, or Section 600 of the Law.
  - 89.4 becomes subject to a civil penalty disqualification as provided in Section 224(1)(h) of the Law.
  - 89.5 resigns from office by notice in writing to the Company;

## **ELIGIBILITY TO HOLD OFFICE**

90. An office bearer shall cease to be eligible to hold office if:
- 90.1 the office bearer ceases to be a member of the Company, or a nominated representative of a member.
  - 90.2 the office bearer is directly or indirectly interested in any contract or proposed contract with the Company. Provided that the officer bearer shall remain eligible to hold office if: the office bearer's interest in any contract or proposed contract with the Company arises from the fact that:
    - (a) the office bearer is a member of any corporation, society or association which has entered or proposes to enter into a contract with the Company and such

corporation, society or association is among the classes of companies referred to in the Memorandum of Association of the Company, or

(b) if the office bearer has declared the nature of his/her interest in any contract or proposed contract to the Board before the contract is entered into by the Company.

Nothing in this Article shall affect the operation of the Memorandum of Association of the Company.

## **APPOINTED DIRECTORS**

91. In addition to the Directors elected, the Board may appoint up to two (2) further Directors (Appointed Director) who need not but may be members of the Company provided that at any one time there are no more than two (2) Appointed Directors.
92. The term of an Appointed Director must not exceed the term or the remainder of the term of the Board, whichever is the lesser, that appointed the Appointed Director.
93. The Board may remunerate up to two (2) Directors.
94. An Appointed Director is eligible to be elected as an office bearer.

## **CASUAL VACANCY**

95. Subject to Article 90 the Board may appoint any eligible member to fill a casual vacancy on the Board. The member so appointed shall be a member of the same class as the Director being replaced and the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next election held in accordance with Article 76.
96. If an office of the Company becomes vacant and the unexpired term of that office is greater than:
  - a) twelve (12) months; or
  - b) three quarters of the term of the office;

whichever is the greater, the Board shall cause an ordinary election to be held in accordance with these Articles to fill the casual vacancy in the office.

## **OFFICE BEARERS**

97. The office bearers of the Company shall be the President, the Vice President and the Treasurer.
98. An election for the office bearers of the Company being an office bearer referred to in Article 97 of these Articles, shall be held within fourteen (14) days of the election of the Directors.
  - 98.1 The office bearers of the Board shall be directly elected by secret ballot by the elected Directors at the first meeting of the Board after their election. Each Director shall have one vote for each position. The system shall be first past the post.
  - 98.2 The Returning Officer shall be appointed in accordance with any applicable Law.

- 98.3 The Returning Officer shall call for nominations for the position of President, Vice President and Treasurer within seven (7) days of the election of the Board of Directors. Should only one candidate nominate for each position, that person shall be declared elected. Should more than one person nominate for a position, a ballot shall be held in accordance with this Article.
- 98.4 If a ballot is required the Returning Officer shall provide a ballot paper listing the office or offices for which an election is required and the names of the candidates for the office.
- 98.5 Each Board member shall indicate his/her vote by placing a tick (✓) against each candidate of their choice.
- 98.6 A ballot paper shall be declared informal if the ballot paper contains a tick (✓) against the name of more than one Board member or otherwise does not clearly indicate the wishes of the voter.
- 98.7 Where an election is required for the position of President the Returning Officer shall count the votes cast and declare the person with the greatest number of votes elected. That person's name shall not be considered in an election for the office of Vice President.
- 98.8 Where an election is required for the position of Vice President the Returning Officer shall count the votes cast and declare the person with the greatest number of votes elected.
- 98.9 Where an election is required for the position of Treasurer the Returning Officer shall count the votes cast and declare the person with the greatest number of votes elected.
- 98.10 If an office bearer should cease to hold office an election shall be held in accordance with this Article at the next Board meeting.
- 98.11 The Directors of the Company in office on the date that these Articles become binding on the Company shall be the Directors of the Company and shall remain in office until the next election conducted in accordance with Article 75 and any applicable Law.
- 98.12 The Directors of the Company shall act in accordance with and shall be bound by these Articles.

## **POWERS AND DUTIES OF DIRECTORS**

99. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Law or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless to any of these Articles, to the provisions of the Law, and to such regulations being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
100. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.

101. The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company:

101.1 for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and  
101.2 for such period and subject to such conditions as they may think fit, and  
101.3 may also authorise any such attorney to delegate all or any of the powers, authorities, and discretions vested in him.

Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit.

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

103. The Directors shall cause minutes to be made of:-

103.1 all appointments of officers;

103.2 the names of Directors present at all meetings of the Company and of the Directors;  
and

103.3 all proceedings at all meetings of the Company and of the Directors.

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

## **PROCEEDINGS OF DIRECTORS**

104. The Directors shall meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors.

105. At least ten (10) days notice of a meeting of Directors shall be given unless at least seventy five (75) percent of the Directors shall agree to shorter notice.

106. Any question arising at any meeting of Directors shall be decided by a majority of votes of Directors.

107. The Chairman may in the event of a tied vote, exercise a casting or second vote.

108. A Director shall not vote in respect of any contract with or proposed contract with the Company in which he has an interest or any matter arising there from.

109. The quorum necessary for the transaction of the business of the Directors shall be not less than fifty (50) percent of the number of Directors.

110. If there is a vacancy on the Board and the number of Directors is less than the number required for a quorum, the continuing Directors or Director, as the case may be, may act:

112.1 for the purpose of increasing the number of Directors to the number provided for in these Articles, or

112.2 for summoning a general meeting of the Company,

but for no other purpose.

111. The President shall be the Chairman of the meetings but 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 the Chairman of the meeting but if he is not present within ten minutes after the time for holding the meeting the Directors present may choose one of their number to be the Chairman of the meeting. The Chairman may vote on any question arising at that meeting.
112. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
113. If the Directors have not appointed a Committee Chairman, the committee may elect a Chairman. 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.
114. A 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 Chairman shall have a second or casting vote.
115. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment, of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
116. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
117. The Directors may at any time, amend and repeal by-laws of the Company provided that no by-law of the Company shall be inconsistent with or contrary to these Articles or the Law. The members shall observe and comply with the by-laws.

#### **PROCEDURE FOR DISCIPLINING MEMBERS**

118. Where the Board is of the opinion that a member of the Company:
  - a) has persistently refused to comply with a provision or provisions of these Articles; or
  - b) has persistently or wilfully acted in a manner prejudicial to the interests of the Company;the Board may, by resolution :
  - c) expel the member from the Company; or
  - d) require the member to resign from the Company, or
  - e) suspend the member from membership of the Company for a specified period. If the Board suspends a member it may do so with or without conditions, or
  - f) admonish the member.
119. Where the Board passes a resolution under Article 118 of these Articles the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
  - a) setting out the resolution of the Board on the grounds on which it is based

- b) stating that the member may address the Board at a meeting to be held not earlier than 14 days after service of the notice;
  - c) stating the date, place and time of that meeting;
  - d) informing the member that the member may do either or both of the following:
    - i) attend and speak at that meeting;
    - ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
120. At a meeting of the Board held as referred to in Article 119 of these Articles the Board shall:
- a) give to the member an opportunity to make oral representations and give due consideration to them;
  - b) give due consideration to any written representations submitted to the Board by the members at or prior to the meeting; and
  - c) by resolution determine whether to confirm, vary or revoke the resolution.
121. A resolution confirmed, varied or revoked by the Board under Article 120 is final and takes effect from the date of that resolution.

**PROCEDURE FOR REMOVAL FROM OFFICE OF A PERSON ELECTED TO AN OFFICE IN THE COMPANY**

122. Where the Board is of the opinion that the holder of an office in the Company has:
- a) misappropriated the funds of the Company; or
  - b) committed a substantial breach of these Articles; or
  - c) been guilty of gross misbehaviour or gross neglect of duty; or
  - d) ceased to be eligible to hold office pursuant to these Articles,
- the Board may by resolution remove the person from office.
123. Where the Board passes a resolution under Article 122 of these Articles the Secretary shall, as soon as practicable, cause a notice in writing to be served on the holder of an office in the Company:
- a) setting out the resolution of the Board on the grounds on which it is based
  - b) stating that the member may address the Board at a meeting to be held not earlier than 14 days after service of the notice;
  - c) stating the date, place and time of that meeting;
  - d) informing the member that the member may do either or both of the following:
    - i) attend and speak at that meeting;
    - ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

124. At a meeting of the Board held as referred to in Article 123 of these Articles the Board shall:
- a) give to the member an opportunity to make oral representations and give due consideration to them;
  - b) give due consideration to any written representations submitted to the Board by the members at or prior to the meeting; and
  - c) by resolution determine whether to confirm, vary or revoke the resolution.
125. A resolution confirmed, varied or revoked by the Board under Article 124 is final and takes effect from the date of that resolution.

## **PROXIES**

126. A member who is entitled to attend and vote at a meeting of the Company, or at a meeting of any members of the Company is entitled to appoint another member as the first mentioned member's proxy to attend and vote instead of the member at the meeting.
127. A proxy appointed to attend and vote instead of a member has the same right as the member to speak at the meeting but is not entitled to vote except on a poll.

## **SECRETARY**

128. The Secretary shall in accordance with the Law, be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

## **ACCOUNTS**

129. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets as required by the Law and shall from time to time determine in accordance with the Memorandum of Association whether and to what extent and at what times and place and under what conditions or Articles the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by the Memorandum of Association or authorised by the Directors or by the Company in general meeting.
130. The funds of the organisation may be obtained or derived from membership subscriptions and levies in accordance with these Articles and other activities authorised by the Memorandum of Association.
131. The funds of the organisation are to be kept in one or more accounts in one or more banks operating in the State of New South Wales.
132. Cheque signatories on the operating account or accounts shall be appointed by the Board of Directors at a meeting of the Board and may be varied from time to time at subsequent meetings of the Board. Cheques drawn on the operating account or accounts shall be signed by at least two authorised signatories.

## **AUDIT**

133. A properly qualified auditor or auditors shall be appointed and his/her or their remuneration fixed and duties regulated in accordance with the Law and the Memorandum of Association. The auditor shall be appointed at each general meeting and shall be eligible for re-appointment.

## **NOTICES**

134. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice and to have been effected in the case of a notice of a meeting two days after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
135. Notice of every general meeting shall be given to:-
- 135.1 every member except those members who (having no address within the State) have not supplied to the Company an address within the State for the giving of notices to them;
  - 135.2 and the auditor for the time being of the Company.
  - 135.3 No other person shall be entitled to receive notices.

## **WINDING UP**

136. The provision of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

## **INDEMNITY**

137. Any Director, agent, auditor, Secretary, and other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.