

# Fire Protection Association Australia - Memorandum and Articles of Association

## COMPANIES ACT 1961 COMPANY LIMITED BY GUARANTEE

### MEMORANDUM OF ASSOCIATION

OF

### AUSTRALIAN FIRE PROTECTION ASSOCIATION LIMITED

#### NAME

1. The name of the Company is AUSTRALIAN FIRE PROTECTION ASSOCIATION LIMITED ("the Association").

#### OBJECTS

2. The objects for which the Association is established are:-
  - (i) To take over and acquire the whole of the real and personal property of the present unincorporated body known as Australian Fire Protection Association whether vested in Trustees or not and to undertake all the liabilities and carry on the work of the said Association.
  - (ii) To encourage the interest and promote the awareness of all persons and authorities in fire prevention and fire protection.
  - (iii) To obtain by such means and from such sources as from time to time seen appropriate and to circulate or otherwise bring to the notice of such persons and authorities as shall for the time being seen appropriate information concerning all aspects of fire prevention and fire protection including but not limited to statistical information on or relating to actual outbreaks of fire.
  - (iv) To promote and secure the co-operation of the members of the Association, the community in general and all relevant authorities in the establishment and maintenance of proper safeguards against loss of life and property by fire.
  - (v) To co-operate with other fire protection associations throughout the world in the establishment and maintenance of a Conference of Fire Protection Association for the promotion of the science and the improvement of the methods of fire prevention and protection and for the exchange on an

international basis of information relating to or concerning fire prevention and fire protection matters and to co-operate with the said Conference in the supply of information in the Association's control.

- (vi) To assist any other person association or body whose objective is to promote the science and improve the methods of fire prevention and fire protection in the attainment of that objective by such means as to the Association seem appropriate.
- (vii) To take, or otherwise acquire, and hold shares, debentures or other securities of any other company.
- (viii) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or directors or past employees or directors of the Association or of its predecessors in business, or the dependants or connections of any such person; and to grant pensions and allowances; and to make payment towards insurances; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.
- (ix) To purchase, take on lease or in exchange, hire and otherwise acquire any real and personal property and any rights or privileges which the Association may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements and equipment, machinery, plant and stock in trade.
- (x) To construct improve and maintain any buildings and other facilities necessary or desirable for carrying out the objects of the Association.
- (xi) 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.
- (xii) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise

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charged upon all or any of the Association's property both present and future and to purchase, redeem or pay off any such securities.

- (xiii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading and other negotiable or transferable instruments.
  - (xiv) 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 do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
3. The Association shall not be carried on for the purpose of profit or gain to its individual members and shall not at any time make any distribution whether in money property or otherwise to its members or relatives of its members but may in good faith remunerate any of its members or their relatives for services actually rendered to the Association or for goods supplied in the ordinary and usual way of business or pay interest at a reasonable commercial rate on money borrowed from a member or relative or pay proper rent for premises demised or let by a member or relative to the Association.

For the purpose of this paragraph "relative" shall have the meaning attributed thereto in Section 6 (1) of the Income Tax Assessment Act 1936-1976 (Commonwealth) or any statutory modification thereof or any statutory provision substituted therefor.

- 4. The liability of members of the Association is limited.
- 5. Each member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs charges and expenses of winding up and for adjustment of the rights of contributories among themselves such amount as may be required not exceeding one dollar (\$1.00).
- 6. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed

amongst the members of the Association but shall be given or transferred to some institution or institutions having objects similar to the objects of the Association and whose Memorandum of Association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of the third paragraph hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

WE, the several persons whose names, addresses, and occupations are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

### Full name, address and Description of Subscriber

George Denison CLARK,  
2 Dunure Court,  
BALWYN, 3103  
Chartered Engineer

John Pierman DAWSON  
11 Shepherd Road,  
GLEN WAVERLEY, 3150  
Insurance Officer

Henry William MARRYATT,  
"Harborough",  
Brosters Road,  
WANGARATTA, 3678  
Farmer

Raymond George SMITH  
71 Ashburton Road  
GLEN IRIS, 3146  
Commonwealth Fire Board Chairman

Merrick William ANDERSON  
29 Jacks Avenue,  
DINGLEY, 3172  
Company Director

Clarence Herbet HOWE  
218a Tucker Road  
BENTLEIGH, 3204  
Chief Officer,  
Country Fire Authority

Neil Franklin LEFOE,  
10 Edith Street,  
GLEN WAVERLEY, 3150  
Engineer

Frederick Neeson MINCHIN,

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Unit 1,  
7 Bent Street  
NORTH BRIGHTON, 3186  
Associate Director

Chirstie Robertson BAXTER,  
2/18 Wentworth Road,  
EASTWOOD, N.S.W., 2122  
Technical Co-ordinator

William Ian STEWART,  
80 Arthur Street  
NORTH SYDNEY N.S.W. 2060  
Director

Keith Albert Duncan SMITH,  
19 Waterdale Road,  
DAREBIN, 3079  
Engineer

Allan Reginald WEBSTER,  
5 Owens Street,  
DONCASTER, 3108  
Marketing Manager

DATED this 15th day of June 1977

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**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**Fire Protection Association Australia**

**1. DEFINITIONS**

- A. In these Articles:-
- i) "the Act" means the Corporations Act 1989 and any statutory modification thereof or any statutory provisions substituted therefore;
  - ii) "the Board" means the Board of Directors of the Association;
  - iii) "the Board of Directors" means the Board of Directors of the Association for the time being;
  - iv) "the office" means the registered office of the Association in the State of its incorporation;
  - v) "these Articles" means these Articles of Association as originally adopted or as from time to time altered by Special Resolution;
  - vi) "the President" means the President of the Board for the time being;
  - vii) "the Register" means the register of members to be kept pursuant to the Act;
  - viii) "the Seal" means the common seal of the Association;
  - ix) "the Secretary" means any person appointed to perform the duties of a Secretary of the Association and includes any deputy or acting secretary;
  - x) "the Treasurer" means the person appointed to oversee the financial administration of the organisation, review procedures and financial reporting, advise the board on financial strategy and authorisation of delegations.
  - xi) "State" means the State of Victoria;
  - xii) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in visible form;
  - xiii) Words importing only the singular number include the plural number and vice versa. Words importing only the masculine gender include the feminine gender;
  - xiv) Words importing persons include corporations and public bodies;
  - xv) Subject to the foregoing, words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and of the Act in force

**2. EXPRESSIONS**

- A. In every case where in these Articles general expressions are used in connection with power, discretions or things such general expressions shall not be limited to or controlled by the particular powers, discretions or things with which the same are connected. Any words and expressions denoting authority or permission shall be construed as words or expressions of authority merely and shall not be construed as words or expressions denoting directions or compulsory trusts.

**3. OBJECTS**

- A. The Association is established for the purpose of carrying out the objects set out in the Memorandum of Association.

**4. MEMBERS**

- A. All applications for membership of the Association must be received in a format approved by the Board with the subscription fee appropriate to the category of membership applied for. The Board has sole discretion to approve or reject any application for membership to the Association
- B. The members of the Association shall consist of:-
- i) The subscribers to the Memorandum of Articles of the Association who are deemed to be Individual or Associate members;
  - ii) Corporate members, who comprise all Firms (however structured) that have a direct commercial interest in the provision of fire related goods and/or services and who are admitted to membership by the Board;
  - iii) Organisation members who comprise all businesses and institutional entities with interest in the fire protection industry but not directly related to the provision of goods and services in the fire protection industry and who are admitted to membership by the Board. This may include but is not limited to organisations that are major consumers of fire protection goods and services such as the chemical industry, manufacturing industry, general commerce, hospitals, state and federal government agencies/departments, local government, institutions, fire services and other like associations;
  - iv) Individual and Associate members who comprise all natural persons interested in fire protection and fire prevention and who are admitted to membership by the Board;
- C. An Associate member shall not be entitled to vote at general meetings of the Association, but shall be entitled to receive notices of general meetings of the Association.

## **5. HONORARY LIFE MEMBERS**

- A. There shall be not more than 20 Honorary Life Members who shall comprise persons who are elected as such by ordinary resolution of the Association in general meeting subject to the following conditions no person shall be elected as a Honorary Life Member unless:-
- i) he or she has in the opinion of the Board rendered exceptional service in the work of fire prevention and fire protection in Australia or overseas for a period in excess of fifteen years;
  - ii) the Board has determined to invite such person to become an Honorary Life Member, and;
  - iii) the person has consented in writing to being elected an Honorary Life Member.
- B. An Honorary Life Member shall be entitled to receive all of the rights and benefits of an Individual member.

## **6. SPONSORS**

- A. In this section a contribution includes, but is not limited to, a payment of money, a provision of goods, or a provision of services.
- B. Where the Board and any Member have agreed in writing that the Member will make a Contribution to the Association which will benefit the Association for an agreed period of time, and the contribution is made, that member shall be entitled to be called a Sponsor of the association for that period of time.

## **7. CONDUCT OF MEMBERS**

All members shall at all times comply with and observe ;

- i). provisions of these Articles;
- ii). any Codes entered into between the Association and a member;
- iii). any other licensing arrangements entered into between the Association and a member;
- iv). sound and ethical practice;
- v). the requirements of all properly constituted authorities having power to make and enforce regulations concerning fire prevention and fire protection; and
- vi). the standard rules and regulations laid down by such authorities in all things.

## **8. A. SUSPENSION OF MEMBERSHIP**

- A. The Board may, in its absolute discretion suspend a member's membership of the Association by written notice from the Board on the occurrence of any one of the following events;
- i) if such member shall in the opinion of the Board fail to observe any provision of these Articles; or

- ii) if such member be guilty of any conduct which may be prejudicial to the interests of the Association or its members; or
  - iii) if such member be guilty of any other action deemed inappropriate by the Board; or
  - iv) if such member fails to pay any outstanding amounts to the Association within the agreed trading terms of the Association of the amount being due and fails to come to an arrangement for payment with the Association. The Board at its sole discretion has the right to establish the trading terms of the Association.
- B. Subsequent to the suspension of a member's membership the member's membership may be terminated in accordance with the provisions of Article 8C.

## **8B. CESSATION OF MEMBERSHIP**

- A. A member shall cease to be a member of the Association on the occurrence of any of the following events:-
- i) if such member shall resign by notice in writing to the office in which case membership shall cease at the expiration of thirty days from the receipt by the Association of such notice or on such earlier date as the Board shall determine;
  - ii) if such member being an individual becomes of unsound mind or becomes liable to be dealt with in any way under the law relating to mental health;
  - iii) if such member being a company has a receiver or a receiver and manager appointed to its assets or some of them or passes a resolution or has taken against it any action having the effect of its winding up; and/or
  - iv) if such member is convicted of an indictable offence.
  - v) if a member fails to pay their membership within the agreed credit terms extended to the member by the Association. (The Board at its sole discretion has the right to establish the trading terms of the Association).
- B. Notwithstanding cessation of membership of any member such member shall be liable for all subscriptions and all arrears due and unpaid at the date of ceasing to be a member but the Board may in its absolute discretion refund to a member ceasing to be a member such proportion of any subscription or other monies as the Board may determine.
- C. Save as aforesaid no member ceasing for any cause to be a member of the Association shall have any claim on the assets or property of the Association.

## **8C SPECIAL RESOLUTION**

- A. If a member's membership of the Association has been suspended pursuant to clause 8A of these Articles, their membership may be terminated subject to a Special Resolution of the Board being passed at a meeting duly called to consider such resolution.
- B. At least one week before the meeting to consider the Special Resolution of the Board, the Board will provide the member with a notice of the meeting, details of any allegations against them, the intended resolution and advice that the Member may, at the meeting and before the moving of the Special Resolution, have an opportunity to give, orally or in writing, any explanation or defence they think fit.
- C. The membership shall cease immediately on the passing of the required resolution.

#### 8D CONSEQUENCES OF SUSPENSION OR CESSATION OF MEMBERSHIP

- A. Upon the suspension or cessation of membership, as the case may be, a member shall immediately;
  - i). cease and desist from using the Association's logo in any way, manner or form;
  - ii). cease and desist from making any reference to any form of relationship with the Association;
  - iii). return to the Association any property of the Association including any documents, signage or publications provided by the Association to the member and any intellectual property of the Association.
  - iv). If a member is deemed to be un-financial, all membership benefits will be revoked.

#### 8E AWARDS

- A. In this Section:
  - i). **"Award"** means any scholarship, grant, prize or expression of perpetual recognition by the association to the recipient.
  - ii). **"Recipient"** shall be a Member or an employee of a member.
  - iii). **"Rules"** includes the conditions of entry, criteria and factors for an Award determined by the Board.
- B. From time to time, the Board may bestow Awards upon Recipients in Accordance with Rules determined by the Board.
- C. The funding of an Award may come from, but is not limited to:

Contributions from Members specifically provided for an Award:

- (i) The general income of moneys of the Association as the Board deems appropriate; and
  - (ii) Contributions by the Association's State Divisional Committees.
- D. In the event that the Board deems that an Award is to be discontinued, the funding relating to that Award shall be distributed as follows:
    - i) Firstly, in satisfaction of any debts and liabilities relating to that Award; and
    - ii) Any remaining funds shall be transferred to another Award of the Association, or to an Award offered by another Association with similar objects of the Association.

#### 9. SUBSCRIPTIONS

- A. Amount of the annual subscription shall be such amount as shall be fixed from time to time by the Board and until so fixed at some other amount shall be eighty dollars for Corporate members and thirteen dollars and fifty cents for Individual members.
- B. The Board may determine from time to time that particular additional benefits, privileges or services may be provided only to members within a particular category of membership and that additional subscriptions or fees are payable in respect of such additional benefits, privileges or services.
- C. Honorary Life Members shall not be liable to pay any subscription whatsoever.
- D. Subscriptions shall be due and paid annually or at other regular intervals.
- E. A member whose subscription is unpaid after the due date shall be un-financial for the purposes of Article 11J and their membership will be revoked pursuant to the provisions of Article 8.CB A. v)

#### 10. GENERAL MEETINGS

- A. The Association shall hold its first general meeting within twelve months of its incorporation and thereafter a general meeting shall be held once at least in every year and not more than fifteen months after the holding of the last preceding general meeting at such times and places as may be determined by the Board. Such general meetings (before which the annual accounts of the Association are to be laid) shall be called the Annual General Meetings. All other meetings of the Association shall be called Extraordinary General Meetings.
- B. The Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General meetings shall be convened by the Board on the request of the Chairperson or of seven members entitled to vote at such meetings on the date of such request or one tenth of the number of members so entitled to vote whichever shall be the

lesser number provided that any such request shall be accompanied by a statement in writing of the reasons for the request.

- C. Subject to the provisions of the Act relating to Special Resolutions and agreements for shorter notice fourteen clear days notice at least specifying the place, day and hour of meeting and the general nature of the business to be transacted thereat shall be given to the members and to such other persons as are entitled to receive such notices from the Association by notice sent by post or otherwise served as hereinafter provided. No business other than that specified in the Notice shall be transacted at any meeting.
- D. The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the members or any other person entitled to receive such notice shall not invalidate any Resolution passed at any such meeting.

- i) by the Chairperson;
- ii) by at least three members eligible to vote on the matter present in person or by proxy or attorney or representative, or;
- iii) by any member or members present in person or by proxy or by attorney or representative and representing not less than one-tenth of the total voting rights of all the members having the right to vote unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

## 11. PROCEEDINGS AT GENERAL MEETINGS

- A. The business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Board and of the Auditors, to appoint Auditors (if necessary) and to transact any other business which under these Articles ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
- B. Ten or more members eligible to vote present personally or by proxy or by attorney or by duly authorised representative shall be a quorum for a meeting and no business shall be transacted at any meeting unless the quorum requisite be present at the commencement of business.
- C. The President or in his absence the Senior Vice-President or in his absence the Junior Vice-President present shall be entitled to take the chair at every meeting. If there be no President or Vice-President or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act the members of the Board present may choose a Chairperson and in default of their doing so the members present shall choose one of their number to be Chairperson.
- D. If within half an hour from the time appointed for the meeting whether originally called or previously adjourned a quorum is not present the members eligible to vote present may act to adjourn or further adjourn the meeting to such time and place as the members eligible to vote present may by ordinary resolution determine or by like resolution may dissolve the meeting. At an adjourned meeting any business may be transacted which could properly have been conducted at the meeting originally called.
- E. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- F. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.
- G. In the case of an equality of votes, whether on a show of hands or on a poll the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.
- H. At any general meeting on a show of hands every member eligible to vote present in person or by proxy or by attorney or other duly authorised representative shall have one vote and on a poll every member eligible to vote present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- I. A member eligible to vote who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by the Public Trustee or by such other person as properly has the management of his estate, and any such committee, Trustee or other person may vote by proxy or attorney.
- J. No member shall be entitled to vote at any general meeting if he or she shall have become and for as long as he or she shall remain unfinancial in accordance with the provisions of Article 9.E.
- K. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
- L. The instrument appointing a proxy shall be in writing (in the common or usual form or in such other form as Board may from time to time approve) under the



hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, 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 a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- M. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit.

**FIRE PROTECTION ASSOCIATION AUSTRALIA**

I, \_\_\_\_\_ of \_\_\_\_\_ being  
(a\*) a duly appointed representative of \_\_\_\_\_, being a Corporate or Organisation member, or  
(b\*) an Individual member  
(\*Strike out whichever is inapplicable) member of the above named Association, hereby appoint \_\_\_\_\_, of \_\_\_\_\_ (address) or failing him or her, \_\_\_\_\_ of \_\_\_\_\_ (address) as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

This form is to be used \*in favour of/against the resolution. \*Strike out whichever is inapplicable. (Unless otherwise instructed, the proxy may vote as he or she thinks fit.).

- N. The power of attorney (if any) or the instrument appointing a proxy and the power of attorney (if any) under which it is signed or an office copy or notarially certified copy thereof shall be deposited at the office not less than twenty four hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in such instrument proposed to vote.
- O. A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death of the principal or revocation of the proxy or power of attorney or resignation from membership of the member giving the same, provided no intimation in writing of the death, revocation or resignation shall have been received at the office or by the Chairperson of the Meeting before the vote is given.

**12. BOARD OF DIRECTORS**

- A. There shall be a Board of Directors which shall consist of not less than three persons each of whom must be:-

- i) a natural person;
  - ii) an Individual member of the Association or a duly appointed representative of a Corporate or Organisation member of the Association and at least two of whom are normally resident in Australia;
- B. The first Board of Directors shall consist of persons not being more than twelve in number who are appointed by the subscribers to the Memorandum of Association who shall hold office until the close of the first general meeting of the Association where upon they shall, unless they are reappointed under paragraph C. of this Article, cease to be members of the Board.
- C. Subject to the foregoing paragraph the Board of Directors shall consist of:-
- i) six duly appointed representatives of Corporate or Organisation members, or Individual members, elected by the appointed representatives of Corporate or Organisation members and Individual members.
  - ii) not more than three Co-Opted members appointed by the elected Board members.
- D. At each Annual General Meeting other than the first general meeting two of the persons elected under sub-paragraph C. ii) of this Article shall retire from office and be eligible for re-election.
- E. The persons to retire are the persons who have been longest in office on the date of the Annual General Meeting and if persons have been in office for an equal period of time the person to retire shall be decided by agreement between them or failing agreement by lot.
- F. At the first meeting of the Board following each Annual General Meeting a person appointed under sub-paragraph C. ii) of this Article shall retire from office and shall be eligible for re-appointment.
- G. At a meeting of the Board not later than June of each year the Board shall appoint by resolution a Returning Officer, who need not necessarily be a member of the Association, not being the holder of any office or an employee of the Association for the conduct of such elections (including the acceptance or rejections of nominations) as may be held for the election of members of the Board under this Article throughout the year following the ensuing Annual General Meeting and it shall also at the same time and in the same manner appoint a Scrutineer or Scrutineers not exceeding two to represent the candidates at any such elections.
- H. Except during the conduct of an election the Board may by resolution revoke any such appointment and appoint in place thereof another Returning Officer or another Scrutineer or Scrutineers.
- I. A Returning Officer and Scrutineer shall not, while holding any such position, be candidates at any such election within the Association and shall hold office until their successors are appointed.
- J. Should a Returning Officer or any Scrutineer be such a candidate or unable or unwilling to act as and

- when required, then some person or persons nominated by the President and willing to act shall be the Returning Officer or Scrutineer as the case may be.
- K. In addition to the powers and duties of the Returning Officer he shall take such action and give such directions as are reasonably necessary in order to ensure that no irregularities occur in or in connection with such an election or in order to remedy any procedural defects and no person shall refuse or fail to comply with any such directions or obstruct or hinder a Returning Officer or any other person in the conduct of such an election or in the taking of any such action.
- L. The decision of a Returning Officer shall be final and binding with regard to any matter touching the validity or formality of any nomination or vote or any matter touching or concerning such an election and the conduct thereof.
- M. If an informality should occur in the conduct of such an election and in the opinion of the Returning Officer such informality will affect the result of such an election, such an election and each and every step taken in connection therewith shall be null and void and another election under these Articles shall be held forthwith. Any person holding an office immediately prior to an election for such office which is null and void, shall remain in office until his successor is elected.
- N. Where another election is to be held under paragraph M of this Article any times fixed in the Articles for the conduct of such an election whether by reference to a date or not, shall be as from the date upon which such election thereof as may be decided by the Returning Officer.
- O. In any such election each candidate duly nominated shall be entitled to appoint by writing under his signature any member of the Association to act as Scrutineer on his behalf at the election and the candidate may so appoint any member (other than another candidate) in substitution for or in place of such person.
- P. All scrutineers shall so far as is possible having regard to the time of their appointment, in the case of a ballot be entitled to observe the admission and counting of votes and the conduct of and determination of the election by lot and the declaration of the poll. In every case the Scrutineer shall observe any direction given by the Returning Officer and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each Scrutineer to exercise his rights, but no election shall be vitiated by reason of the fact that the Scrutineer does not in fact exercise any or all of such rights if he has had reasonable opportunity so to do. A Scrutineer shall do all things necessary so that the conduct of the election shall conform to the Articles and so that the secrecy of the ballot shall be preserved.
- Q. A voter at any such election shall not mark a ballot paper or any unaddressed envelope containing the same with his name or otherwise disclose his identity thereon or therein.
- R. A voter shall indicate his preference on a ballot paper in accordance with the instructions set out on the ballot paper.
- S. The Directors shall be elected by preferential postal ballot which shall be conducted by the Returning Officer as provided by these Articles and shall be observed by the Returning Officer, the Scrutineers and the members of the Board respectively.
- T. At least six weeks before 31 October in each year the Returning Officer shall forward by post to each member entitled to vote at the election a nomination form for the position of Director with a notification thereon or therewith of the closing date of nominations, which he shall fix and which shall be not less than 14 days from the date upon which he posts the nomination forms nor later than 4.00pm on the 28th day prior to 31 October.
- U. The aforesaid notification shall also state:
- i) that nominations will not be received after the closing date so fixed, but may be corrected within the period of seven days provided herein;
  - ii) that a nomination will not be valid unless a signed consent of the nominee is received before the closing date; and
  - iii) the address to which the nominations and consents are to be forwarded.
- V. Each member may nominate up to three persons for election as Directors
- W. No more than two (2) members being appointed representatives or employees of any one company or organisations, or related companies or organisations may be elected onto the Board in any year. Should the number of two (2) members be elected then any third or subsequent nominees shall be struck off the ballot paper by the Returning Officer and shall be disregarded for the purposes of the election.
- X. A nomination shall in every case be in writing, shall be signed by the nominator and shall be assented to in writing signed by the nominee.
- Y. Nominations and consents shall be forwarded to the Returning Officer so as to reach him not later than 4.00pm on the date fixed by him pursuant to paragraph O. above.
- Z. The Returning Officer shall inspect the nominations and consents received and satisfy himself as far as he reasonably can that each of them is in order, provided where he finds a defective nomination, he shall notify the person concerned of the defect and, where it is practicable to do so, give him the opportunity of remedying the defect within such period as is applicable under the Articles, which shall where practicable be not less than seven days after his being so notified.
- AA. If only the required number of valid nominations is received the Returning Officer shall certify to the

- President that the said candidates have been elected unopposed.
- BB. If more than the required number of valid nominations is received the Returning Officer shall prepare or cause to be prepared a sufficient number of ballot papers on which shall appear the names of the candidates in alphabetical order and a direction to the voter to place a number beside each name of a candidate in order of preference, that is beginning with number one being the most preferential and so on in ascending order.
- CC. No voter shall vote for a greater or lesser number of candidates than the number to be elected, and any vote contrary to this Article, or which otherwise fails to observe the direction contained on the ballot paper shall be deemed informal and will not be counted.
- DD. The Returning Officer shall within fourteen days after the closing date for nominations forward by post to every member entitled to vote at that election a ballot paper together with:-
- i) an envelope marked voting paper suitable to contain the ballot paper of such member and not disclosing otherwise any identification; and
  - ii) an envelope suitable to contain the foregoing addressed to the Returning Officer at an address arranged by him for the return of the ballot papers as set out in paragraph U. The Returning Officer shall cause the return envelope to be pre-paid of postage so that no expense is incurred by the voter.
- EE. If the Returning Officer is satisfied that any such ballot paper has been destroyed, lost, damaged, or misused and in the case of a damaged or misused ballot paper on receipt thereof, he shall supply to the person to whom the original ballot paper was supplied a substitute ballot paper which he shall have initialled and which shall be marked Substitute ballot paper.
- FF. The Returning Officer shall advise all voters of the closing date for the receipt of returned ballot papers which he shall fix and which shall not be less than 14 days from the date he posts such ballot paper or later than noon on the fourth day before 31 October.
- GG. The Returning Officer shall arrange for the use of a post office box or other receptacle to which nominations and ballot papers may be returned to him and arrange for the same not to be opened by any other person.
- HH. The Returning Officer shall after the closing date for receipt of returned ballot papers collect the same from such box or receptacle and after opening the same mix the ballot papers so that separate identification becomes impossible.
- II. The Returning Officer shall count the votes indicated upon the ballot papers which are property marked.
- JJ. As between candidates receiving an equal number of votes in any case which it is necessary to determine which of such candidates shall be elected, the Returning Officer shall determine which candidate or candidate shall be elected by lot and thereupon shall certify such candidate or candidates to have been elected.
- KK. At the conclusion of the count the Returning Officer shall certify to the President the result of such ballot.
- LL. On 31 October, or the nearest working day thereto, the Returning Officer shall declare the result of the ballot as aforesaid or in the case where he has certified that the candidates have been elected unopposed, declare them elected.
- MM. The candidates so declared to have been elected shall assume office in place the retiring members of the Board at the commencement of the next ensuing Annual General Meeting.
- NN. If there are insufficient nominations to fill the number of positions vacant the Chairperson at the Annual General Meeting shall call for nominations from the meeting and any person eligible to vote who signifies at the meeting that he or she is willing to stand for election shall, if two members eligible to vote signify to the meeting that they are willing to support the nomination of that person, be duly nominated for election to an available vacancy.
- OO. Votes on the election of members to the available vacancies on the Board of Directors shall be by ballot and shall be counted by two scrutineers appointed by the Chairperson.
- PP. In this article a member includes a duly appointed representative of a Corporate or Organisation member.
- QQ. A person ceases to be a member of the Board if he or she:-
- i) ceases to be a member thereof by virtue of the Act;
  - ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - iii) becomes prohibited from being a member thereof by *any* reason under the Act;
  - iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - v) dies or resigns his or her office by notice in writing to the Association;
  - vi) absents himself or herself from at least four consecutive meetings of the Board without special leave of absence from the Board and the Board resolves that his or her office be vacated;
  - vii) ceases to be an Individual member or a duly appointed representative of a Corporate or Organisation member of the Association, or;
  - viii) is directly or indirectly interested in a contract or proposed contract with the Association and fails to declare the nature of his or her interest in the manner required by the Act.

- RR. When a person ceases to be a member of the Board his or her place on the Board may be filled by a person appointed by resolution of the Board.
- SS. A person appointed under paragraph RR. of this Article holds office, subject to paragraph QQ. of this Article until the next following Annual General Meeting when he or she shall retire and be eligible for re-election.
- TT. The continuing members of the Board may act notwithstanding any vacancy in their body but so that if the number falls below the minimum fixed the Board may act for the purpose of filling up vacancies, summoning a general meeting of the Association or in emergencies but for no other purpose.
- UU. The members of the Board are not entitled to be remunerated for acting as members of the Board but may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or of the Executive Committee or of a State Committee or general meetings of the Association or in connection with the business of the Association.

### **13. POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- A. The business of the Association shall be managed by the Board.
- B. The Board may exercise all the powers of the Association which are not by the Act or by these Articles required to be exercised by the Association in General Meeting, subject nevertheless to any of these Articles, to the Act and to the regulations which, being not inconsistent with these Articles or the Act, the Association may prescribe in general meeting.
- C. A regulation of the Association in general meeting shall not invalidate any prior act of the Board which would be valid if that regulation was not passed.
- D. Without limiting the generality of the preceding paragraphs of this Article the duties of the Board are:-
  - i) to act as the controlling body of the Association;
  - ii) to delegate to the Chief Executive Officer (CEO) such responsibilities as may be required to enable the CEO to manage the day-to-day business of the Association including the national office as per the duties outlined in their contract of employment.
  - iii) to ensure that the policies determined by the Association in general meeting are carried out;
  - iv) to appoint, co-ordinate the operations of, supervise and control the Committees which by these Articles the Board may appoint or control;

- v) to consider and subsequently approve or reject Association membership applications;
- vi) to determine the subscriptions payable by members;
- vii) to review Associations memberships including suspending or terminating membership;
- viii) define and from time to time vary the services to be rendered by the Association in pursuance of its objects;

### **14. PROCEEDINGS OF THE BOARD OF DIRECTORS**

- A. The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- B. The Board shall meet at least once in each four month period measured from the date of incorporation.
- C. Four persons (including the President (if any) or a Vice President (if any) unless disqualified under paragraph D. of this Article shall form a quorum.
- D. A member of the Board who has a direct or indirect pecuniary interest in the subject matter of any matter proposed to be discussed at a meeting of the Board is not to be counted in a quorum.
- E. Three members of the Board may at any time and the Chief Executive Officer upon the request of three members of the Board shall convene a meeting of the Board.
- F. A member of the Board who is at any time not in the Commonwealth of Australia is not during that time entitled to notice of a meeting.
- G. At a meeting of the Board each member of the Board shall have one vote on questions arising.
- H. Questions arising at a meeting of the Board shall be decided by a majority of votes and in case of an equality of votes the Chairperson of the Meeting shall have a second or casting vote.
- I. The Board shall at its first meeting and thereafter at its first meeting held after each Annual General Meeting elect from amongst its elected members a President, Senior Vice-President and a Treasurer and from its members, a Junior Vice-President who shall hold office for the ensuing year.
- J. The President and the Vice-Presidents shall hold office until the close of the first meeting of the Board after the Annual General Meeting held after their appointment but, subject to each of them remaining a member of the Board, shall be each eligible for re-election to the office at that meeting for the next period.
- K. A President and a Senior Vice-president and a Junior Vice-President shall not be entitled to be elected to that particular office on more than four consecutive occasions.
- L. The President and a Vice-President shall cease to hold the office if he or she:-

- i) retires from the office;
  - ii) ceases to be a member of the Board of Directors, or;
  - iii) ceases to be a member of the Association.
- M. The Board shall as soon after a vacancy occurs in the office of President or Vice-President as possible elect another of its number to fill that vacancy and the person so appointed shall hold office for the balance of the term of the person replaced.
- N. At a meeting of the Board the President or in his absence the Senior Vice-President or in his absence the Junior Vice-President present shall be the Chairperson of the Meeting if there is no President or Vice-President or one of them is not present within fifteen minutes after the time appointed for holding the meeting or if they are disqualified under paragraph D of this Article the members of the Board present shall choose one of their number to be Chairperson of that meeting.
- O. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Board generally.
- P. Any member of Board may from time to time appoint a person who is an Individual member of the Association or a duly authorised representative of a Corporate or Organisation member and is approved by the majority of the other members of the Board to be his or her alternate Member of Board to act in his or her place at a meeting or meetings of the Board at which he or she is not present.
- Q. Save as hereunder provided an alternate Member of Board so appointed shall be subject to the provisions of these Articles with regard to members of the Board.
- R. The appointee while he or she holds office as an alternate shall (subject to his or her giving to the Association an address within the Commonwealth of Australia at which notices may be served upon him or her) be entitled to notice of meetings of the Board and to attend and vote thereat as a member of the Board when his or her appointor is not personally present and generally to perform all the functions of his or her appointor as a member of the Board in the absence of the Appointor and where the alternate is himself or herself a member of the Board he or she shall have a separate vote on behalf of the Member of Board he or she is representing in addition to his or her own vote.
- S. An appointment so made may be revoked at any time by the appointor and an appointment or revocation under this Article shall be effected by written notice, letter, telegram, telex, cablegram, radiogram, facsimile transmission or other form of visible communication from such appointor to the Association.
- T. Every alternate shall whilst acting as a member of Board be responsible to the Association for his or her own acts.
- U. The Board may delegate any of its powers or duties to special committees consisting of such members of the Board as it thinks fit and may from time to time revoke that delegation.
- V. The president shall be a member of each special committee.
- W. A special committee formed in accordance with paragraph U. of this Article shall in the exercise of the powers delegated conform to regulations that may from time to time be imposed upon it by the Board.
- X. The meetings and proceedings of a special committee of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board under this Article.
- Y. Every decision of a special committee shall be of no effect until confirmed by the Board.
- Z. A member of a special committee shall unless he or she ceases to be a member of the Board remain a member of the special committee until he or she is removed by the Board or resigns or the special committee is disbanded by the Board.
- AA. All acts done at any meeting of the Board or of a special committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of a member of the Board or the special committee or that any of the members of the Board and the special committee were disqualified or had vacated office or were not entitled to vote be as valid as if every person had been duly appointed and was qualified and had continued to be a member of the Board or a member of the special committee (as the case may be) and had been entitled to vote.
- BB. A resolution in writing signed by all of the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a Meeting of the Board duly convened and held. Any resolution may consist of several documents in like form each signed by one or more members of the Board.

## 15. EXECUTIVE COMMITTEE

- A. There shall be an Executive Committee which subject to paragraph F. of this Article shall consist of such of the members of the Board as the Board may from time to time appoint.
- B. A member of the Executive Committee may be removed at any time by the Board.
- C. The Board may from time to time entrust to and confer on the Executive Committee such of the powers exercisable under these Articles by the Board as it may think fit and may confer the powers for the time and to be exercised for the objects and

purposes and on the terms and conditions and with the restrictions which it thinks fit.

- D. The powers conferred on the Executive Committee may be conferred either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Board in that behalf and the Board may from time to time revoke, withdraw, alter or vary all or any of the powers.
- E. The Executive Committee shall be subject to the control of the Board.
- F. The President and the Vice-Presidents whilst they hold office shall be members of the Executive Committee without appointment.
- G. All of the provisions in relation to proceedings of the Board and regulating meetings of the Board so far as they are applicable thereto and are not superseded by regulations made by the Board under this Article shall apply to meetings and proceedings of the Executive Committee save that:-
  - i) a quorum shall be three unless the Board determines that a quorum is some other number;
  - ii) the Executive Committee shall meet at least once in each two months;
  - iii) The Executive Committee shall make reports and give information to the Board in such matters and at such times as the Board may direct.

## 16. DIVISIONAL COMMITTEES

*NB: At the 2013 AGM it was resolved for this section on Divisional Committees to be removed from the Memorandum & Articles of Association. However, until the new State & Territory Membership Group framework is in place this section will remain as is.*

- A. The Chief Executive Officer shall convene a general meeting of members in a State or Territory for the purpose of establishing a State or Territory Division ("Division") in that State or Territory within one (1) month of being requested in writing to do so by not less than five (5) members in that State or Territory or such other number as Board of Directors may from time to time determine.
- B. A Division shall be established for the following purposes:-
  - i) To represent the interests of the members residing in that State or Territory;
  - ii) To encourage the interest and promote the awareness of all persons and authorities in fire prevention and fire protection and to secure the co-operation of the members of that State or Territory, all relevant authorities and the general community in the establishment and maintenance of proper safeguards against loss of life and property by fire;
  - iii) To obtain information concerning all aspects of fire prevention and fire protection from appropriate sources and to disseminate that

information to all relevant persons and authorities;

- iv) To assist any person, association, corporation or body whose aim is to promote the science and improve the methods of fire prevention and fire protection to achieve that aim;
  - v) To promote and encourage interest in and awareness of policies of the Board of Directors as determined from time to time;
  - vi) Generally, to carry out the objects of the Association as set out in the Memorandum and Articles of Association.
- C. At the first general meeting of the members of the Division shall appoint a Committee ("the Divisional Committee").
  - D. The Divisional Committee shall appoint the following office bearers from among the Committee members:
    - Chairperson;
    - Vice Chairperson;
    - Honorary Secretary;
    - Honorary Treasurer.
  - E. Other office bearers and ordinary Committee members may be appointed but shall not exceed the number determined by Board of Directors as the maximum for that Division.
  - F. The President and Vice-President of the Board of Directors shall be ex-officio members of the Committee of each Division.
  - G. The quorum for a Divisional Committee meeting shall be determined by the Board of Directors prior to that Divisional Committee's first meeting.
  - H. A member as defined in Article 4 who is ordinarily resident in a State or Territory shall be eligible to serve on the Divisional Committee in his or her State or Territory unless disqualified by reason of any of the categories in Article 12. L. applying to that member.
  - I. After the first general meeting of members of the Division an Annual General Meeting shall be held at least once in every year not more than twelve (12) months after the date of the last preceding Annual General Meeting. Each Annual General Meeting shall be held in the month of September or October or at some other time approved by the Board of Directors. At each Annual General Meeting of a Division, annual accounts of the State or Territory shall be tabled.
  - J. A Divisional Committee may meet for the dispatch of business and adjourn and regulate its meetings as it sees fit but shall meet within fourteen (14) days of being requested to do so by three of its members.
  - K. Questions arising at a Divisional Committee meeting shall be decided by a majority of votes of the Committee members present.
  - L. Minutes shall be kept of all meetings of Divisional Committees and a copy of the minutes shall be sent to the Executive Director within fourteen (14) days of the meeting.

- M. A Divisional Committee shall call a general meeting of the members at that Division and shall give notice thereof in accordance with paragraph 10.C upon application to the Committee by ten percent (10%) of the members of the Division or ten (10) whichever number is the greater, provided that the application is in writing and contains a statement of the reasons for the application.
- N. If a Divisional Committee fails to call a general meeting of the members within thirty (30) days of receiving an application complying with the requirements of paragraph M of this Article, the Board of Directors may dismiss all or any of the Committee members and the Board of Directors shall call a general meeting for the dispatch of the business contained in the application and to hold elections for the positions vacated (if any).
- O. The quorum for a Divisional general meeting shall be five or such number as may be determined by Board of Directors from time to time.
- P. At each Divisional Annual General Meeting all members of the Divisional Committee shall retire from office but shall be eligible for re-election. A member who is eligible to serve on the Committee may nominate for office or may be nominated by another member (in which case the nomination is required to be accepted or declined by the nominee). Nominations must be seconded by another member.
- Q. At the first meeting of the Divisional Committee after the Annual General Meeting in each year the Committee shall appoint from among the Committee members the same office bearers as stated in paragraph D. of this Article.
- R. An election for a position on a Divisional Committee may be conducted either by a show of hands or, if demanded by a member, by ballot and votes shall be counted by two (2) scrutineers appointed by the Chairperson.
- S. A Divisional Committee may at any time appoint an eligible member to serve on the Committee either to fill a casual vacancy or as an addition to existing members, but so that the total number of Committee members does not exceed the number determined by the Board of Directors. A member so appointed shall retire at the next Annual General Meeting of that State or Territory but is eligible for re-election.
- T. A Divisional Committee shall notify the Chief Executive Officer of the names of Committee members it has appointed as Chairperson, Vice Chairperson and other office bearers within fourteen (14) days of their appointment.
- U. A Divisional Committee member shall cease to hold office immediately if any one member if the categories in paragraph 12QQ applies to that member.
- V. A Divisional Committee may remove any one of its members by a simple majority of members on that Divisional Committee. The Divisional Committee may appoint another member to fill the vacancy in accordance with paragraph S. of this Article. A Committee member who has been removed under this Article may stand for re-election at the next Divisional Annual General Meeting.
- W. A Divisional Committee has the power to establish such sub-committees as it sees fit.
- X. A Divisional Committee may solicit funds and accept contributions for the purpose set out in paragraph B.
- Y. A Divisional Committee shall prepare a budget for the forthcoming financial year, such budget to be approved by a majority of the Committee members. The Committee shall forward a copy of the approved budget to the Executive Director by 1st June in each year.
- Z. A budget approved by a Divisional Committee must be approved by the Board of Directors and no expenditure except necessary day to day running expenses of that Divisional Committee shall be Committed or shall be incurred pending approval of the budget.
- AA. A Divisional Committee shall not commit the Association to any unapproved expenditure unless approved by the CEO. All other expenditure will be in accordance with the approved budget.
- BB. A Divisional Committee shall forward all receipts, tax invoices and supporting evidence within 14 days of receipt for processing.
- CC. Each Divisional Committee shall be bound by the memorandum of Association and these Articles and by any ruling, regulation or procedure determined by the Board of Directors from time to time save that such ruling, regulation or procedure shall not bind a State or Territory Committee where it is inconsistent or contrary to the purposes set out in paragraph B. of this Article.

## 17. Chief Executive Officer

- A. A Chief Executive Officer who may be a member of the Association but must not be a member of the Board shall be appointed by the Board for the term, at the remuneration and upon the conditions which the Board of Directors thinks fit and the Chief Executive Officer so appointed may at any time be removed by the Board.
- B. The Chief Executive Officer shall be responsible for the day-to-day management of the business of the Association including the national office as per the duties outlined in his/her contract of employment.
- C. The Chief Executive Officer shall be responsible for the custody of the money, books, property, documents, records and accounts of the Association and shall cause correct entries to be made in the books of all matters requiring entry therein in the ordinary course of proceedings of the Association and shall be responsible for the correct keeping of the Accounts of the Association and shall when required by the Board render an account of all transactions matters and things relating to the Association and its affairs over which the Chief

Executive Officer may have control and of which he or she has knowledge.

- D. The Chief Executive Officer shall carry out such further and other duties as may properly be and are usually required of a Senior Executive Officer as and when called upon to do so by the Board.
- E. The Chief Executive Officer shall appoint the permanent or temporary officers including consultants and other staff which may be required to enable the Association to achieve its objects.
- F. The Chief Executive Officer shall also be responsible to serve and carry out all duties properly assigned to him by the Executive Committee.
- G. The Chief Executive Officer shall convene all meetings of the Board and the Executive Committee and attend meetings of the Board, the Executive Committee and of any other committee or sub-committee of the Board or Executive Committee unless relieved from doing so by the Board or the Executive Committee.

## 18. MINUTES

- A. The Board shall cause Minutes to be duly entered in books provided for the purpose:-
  - i) of all appointments of officers;
  - ii) of the names of the members of the Board present at each meeting of the Board and of the Executive Committee, of Australian State and Territory Committees and any other special Committees;
  - iii) of all orders made by the Board and the Executive Committee, the Australian State and Territory Committees and other special Committees, and the Minutes of meeting of the Board or of any of the committees mentioned above or of the Association if purporting to be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in the Minutes.
- B. The books containing the Minutes of the proceedings at general meetings of the Association shall be kept at the office and shall be open during office hours for inspection by any member without charge. Any member may request a copy of the Minutes or an extract of the Minutes from the Association against payment of an amount not exceeding the prescribed amount pursuant to the Act.

## 19. THE SEAL

- A. The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf and every instrument to which the Seal is affixed shall be signed by a member of the Board and shall be countersigned by the Chief Executive Officer or by a second member

of the Board or by some other person appointed by the Board for the purpose.

## 20. BILLS, CHEQUES, ETC.

- A. All bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of the Association and all cheques or orders for payment shall be signed by any two of the following, namely:-
  - i) the President;
  - ii) a Vice President;
  - iii) the Treasurer;
  - iv) a member of the Board;
  - v) the Chief Executive Officer, or;
  - vi) subject to any limitation prescribed by the Board, such members of the staff of the Association as the Board may on the recommendation of the Chief Executive Officer appoint.
- B. Cheques or other negotiable instruments paid to the Association's Bankers for collection and requiring the endorsement of the Association may be endorsed on its behalf by the Chief Executive Officer or one member of the Board or in such other manner as the Board may from time to time direct.
- C. The funds of an Australian State or Territory Committee may be dealt with in addition to the manner prescribed in paragraphs A. and B. of this Article on the signature of the Chairperson of that Committee and a member of that Committee or one of them and one of the persons referred to in paragraph A. of this Article.

## 21. ACCOUNTS

- A. The Board shall cause to be kept such accounting records as correctly record and explain the transactions and financial position of the Association and enable true and fair accounts of the Association to be prepared from time to time and shall cause those accounting records to be kept in such manner as will enable the accounts of the Association to be conveniently and properly audited in accordance with the Act.
- B. At the Annual General Meeting in every year the Board shall lay before the Association a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the Association.
- C. A duly audited balance sheet made out as at the date to which the profit and loss account is made up shall be made out in every calendar year and laid before the Association at its Annual General Meeting. Such balance sheet shall be in the form and contain therein the matters required by the Act and shall be accompanied by or have attached thereto reports, statements and declarations required by the Act to be attached to or to accompany the same.



- D. A copy of every profit and loss account and balance sheet (including every document required by law to be attached thereto) which is to be laid before the Association at its Annual General Meeting together with a copy of the Auditor's Report thereon shall not less than fourteen days before the date of the meeting and not more than four months after the close of the financial year to which such account and balance sheet relate be sent to all persons entitled to receive notices of general meetings.
- E. Any member of the Association shall be entitled to be furnished on demand without charge with a copy of the last profit and loss account and balance sheet of the Association (including every document required by law to be attached thereto) together with a copy of the Auditor's Report thereon.

## 22. BORROWING

- A. The Board shall have power to borrow from the Association's Bankers or other lender upon such conditions and on such security as the Board thinks fit.

## 23. AUDIT

- A. Auditors shall be appointed and remunerated and their duties regulated in accordance with the provisions of the Act.
- B. Every account of the Board when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof.
- C. Whenever any such error is discovered within that period the account shall forthwith be correct and thenceforth shall be conclusive.

## 24. NOTICES

- A. A notice may be given by the Association to any member either personally or by sending it by post to him or her at his or her registered address, or (if he or she has no registered address within Australia) to the address, if any, within Australia supplied by him or her to the Association for the giving of notices to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- B. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
  - i) every member except those members who (having no registered address within Australia) have not supplied to the Association an address within the State for the giving of notices to them;
  - ii) the auditor for the time being of the Association.

- C. No other person shall be entitled to receive notices of general meetings.

## 25. PUBLIC STATEMENTS

- A. All public statements on behalf of the Association whether oral or in writing in regard to the policy of the Association or a technical matter shall be made either:
  - i) by the President;
  - ii) by the Chief Executive Officer, or;
  - iii) by a person or persons specifically authorised or directed by the President or the Board of Directors to do so.

## 26. INDEMNITY

- A. The Company may pay the premium in respect of any contract of insurance which insures a person who is or has been a member of the National Board or the Executive Committee or the Chief Executive Officer, Manager, Secretary or other Officer, Employee or Volunteer (including the Chief Executive Officer and Company Secretary of the Association) against a liability incurred by the person in any of the capacities described in this clause except in circumstances prohibited by the Corporations Law.
- B. To the extent permitted by law, the company indemnifies every member of the Board of Directors, the Executive Committee, Executive Director, Manager, Agent, Auditor, Secretary or other Officer, Employee or Volunteer for the time being of the Association against any liability incurred by that person:-
  - i) in his or her capacity as a member of the Board of Directors or Executive Committee or as an Chief Executive Officer, Manager, Agent, Auditor, Secretary or other Officer, Employee or Volunteer of the Association, and;
  - ii) to a person other than the Association or related Body Corporate of the Association.
- C. The Association indemnifies every member of the Board of Directors and the Executive Committee or every Chief Executive Officer, Manager, Agent, Auditor, Secretary and other Officer, Employee or Volunteer for the time being of the Association, against any liability for cost and expenses incurred by the person in his or her capacity as a member of the Board of Directors, the Executive Committee or as Chief Executive Officer, Manager, Agent, Auditor, Secretary, other Officer, Employee or Volunteer:-
  - i) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted' or;
  - ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Law;

iii) provided that the Executive Committee, Chief Executive Officer, Manager, Agent, Auditor, Secretary, other Officer, Employee or Volunteer of the Association obtained the

Association's prior written approval (which shall not be unreasonably withheld) to incur the costs and expenses in relation to the proceedings.