

# Articles of Association

## OF NATIONAL SPEAKERS ASSOCIATION OF AUSTRALIA LTD COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

A.C.N. 080 902 325

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### 1. INTERPRETATION

In these regulations:

"the Association" means NATIONAL SPEAKERS ASSOCIATION OF AUSTRALIA INC being an association incorporated under the Associations Incorporation Act 1981 (Vic);

"the Law" means the Corporations Law;

"the seal" means the common seal of the Company

"the Board" means the governing body of the Company

"Secretary" means any person appointed by the Board to perform the duties of a secretary of the Company;

"members" means founding members (subscribers to the Memorandum and Articles of Association) and individuals or institutions admitted subsequent to registration of the Company;

"State" means:

(N.S.W) the State of New South Wales;

(Vic.) the State of Victoria;

(Qld.) the State of Queensland;

(S.A.) the State of South Australia;

(W.A.) the State of Western Australia;

(Tas.) the State of Tasmania;

(A.C.T.) "the territory" means the Australian Capital Territory, and includes the Territory accepted by the Commonwealth in pursuance of the Jervis Bay Territory Acceptance Act, 1915;

(N.T.) the Northern Territory.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, facsimile, electronic and other modes of representing or reproducing words in visible form.

### 2. MEMBERSHIP

#### 2.1 Members

(a) Subject to the provisions of Clause 2.7 the Members of the Company are the subscribers to the Memorandum and the persons admitted as Members under this Article 2.

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(b) The Board may admit to the appropriate class of membership of the company any person who has been approved by a Chapter Committee and has completed the appropriate documentation and paid the requisite fees or admit as a Corporate Speakers Services Member an institution or corporation who meets requirements as determined by the Board from time to time.

(c) The Board may from time to time determine the terms and conditions on which any further or other persons including institutions, shall be admitted to membership of the Company provided that no person (the "primary person") alone or together with:

- (i) any trustee, nominee or representative of the primary person;
- (ii) any person who is (or in the case of a Corporation the Directors of which are) accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the primary person; or
- (iii) any body corporate in which the primary person has a controlling interest (within the meaning ascribed to that expression by the Corporation's Law),

shall be entitled to hold more than one vote at any time.

(d) Each applicant for membership of the Company, other than the subscribers to the Memorandum of Association of the Company and all members admitted by virtue of Clause 2.7, shall:

- (i) complete, sign and deliver to the office of the Company a membership application in a form approved by the Board from time to time and contained in the by-laws made pursuant to Article 14;
- (ii) pay to the Company the Membership Joining Fee and Annual Subscription Fee fixed by the Board from time to time; and
- (iii) be approved as a member at a meeting of the Board or other committee established by the Board for such purpose.

### 2.2 Register of Members

The Company must keep a Register. A Member must notify the Board of any change in the details with respect to that Member recorded in the Register in such form as the Board may from time to time require.

### 2.3 Membership Joining Fee

A once-only Membership Joining Fee payable by newly admitted Members shall be fixed by the Board from time to time.

### 2.4 Annual Subscription

(a) The annual subscription payable by the various classes of Members shall be fixed by the

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Board from time to time.

(b) When a person or institution is admitted as a Member during a subscription year then the Board may accept from such person or institution a reduced first annual subscription calculated pro rata according to the number of months then remaining in the financial year.

(c) Annual subscriptions fixed by the Board are due and payable on the first day of each financial year of the Company by members recorded as current members in the Register.

### 2.5 Levies

The Board may, with the approval of Speaking Members, impose a levy upon members in any or all classes of members. Any levy imposed by the Board pursuant to this Article shall be due and payable on the date specified in the resolution imposing the levy.

### 2.6 Classes of Membership:

The membership of the Company shall consist of the following classes of members:

(a) **SPEAKING MEMBERS** Speaking Members are Life Members or individuals who have been accredited under Accreditation By-Laws in Clause 14.3; or, individuals who are unable to gain accreditation and meet criteria set by the Board from time to time.

(b) **AFFILIATE MEMBERS** Affiliate Members are individuals who have an interest in the objectives of this Company and have satisfied the Board that they have an interest in the industry or profession of professional speaking, training or presentation. Affiliate Members shall be entitled to privileges of the Company as determined by the Board from time to time but shall not be entitled to a vote, nor shall they be eligible to become a Director of the Company.

(c) **LIFE MEMBERS** A Life Member shall be a person approved by a majority vote of the Board who has been a Speaking Member of the Company or the National Speakers Association of Australia Inc. and has rendered outstanding service or assistance over a long period in promoting the objects and purposes of the Company or the Association. A Life Member is not a separate grade of membership but rather an honour bestowed by the Board. A Life Member holds all rights and privileges of speaking member but pays no annual subscription.

### (d) **SPEAKER SERVICES MEMBER**

(i) **INDIVIDUAL.** An Individual Speaker Services Member is a person who provides services to the speaking industry or profession and has an interest in the objectives of the Company.

(ii) **CORPORATE.** A Corporate Speaker Services Member is an institution, including corporations which provides services to the speaking industry or profession and has an interest in the objectives of the Company.

Speaker Services Members, whether Individual or Corporate, shall receive privileges of membership as determined by the Board from time to time but shall not be entitled to a vote, nor

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shall they be eligible to become a voting Director of the Company except by special resolution of the Board.

### (e) BUREAU SERVICES MEMBER

(i) **INDIVIDUAL.** An Individual Bureau Services Member is a person who provides Bureau services to the speaking industry or profession and has an interest in the objectives of the Company.

(ii) **CORPORATE.** A Corporate Bureau Services Member is an institution, including corporations, which provides Bureau services to the speaking industry or profession and has an interest in the objectives of the Company. A corporate speaking services member that has the right to vote and must nominate at the time of voting one person to exercise its vote.

Bureau Services Members, whether Individual or Corporate, shall meet criteria and receive privileges of membership as determined by the Board from time to time. Bureau Services Members shall have full voting rights subject to clause 9 of the Memorandum.

The privileges and obligations of any member (other than Institutional) of the Company shall not be transferable and shall cease on death, retirement or termination of membership. Every member shall abide by and observe the terms of these Memorandum and Articles and all regulations and by-laws of the Company made pursuant to the powers contained in these Memorandum and Articles.

### 2.7 Transitional Clause

For a period (the "transition period") expiring on December 31st 1998 or such later date set by the Board prior to Article 21 coming into effect (following the lawful winding up of the Association), all persons who were at the date of incorporation members of the National Speakers Association of Australia Inc will be considered to be Speaking Members according to the provisions of Clause 2.6 regardless of their having not gained the ASM or other designation. During the transition period, such people will enjoy all the privileges of a Speaking Member including voting rights. At the conclusion of the transition period, all persons not qualifying for Speaker Member classification will become Affiliate members or another appropriate classification.

## 3. CESSATION OF MEMBERSHIP

### 3.1 Unpaid Subscription

If the annual subscription of a Member remains unpaid for two calendar months after it becomes due membership shall lapse provided that the Board may reinstate the Member on the recommendation of a Chapter Committee and on payment of all arrears.

### 3.2 Liabilities of Ex-Members

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A Member who is excluded from the Company in accordance with Article 3 shall continue to be liable to the company at the date that cessation of membership occurred, for:

- (i) any and all subscription fees due at that date and any other debt or liability owed to the Company; and
- (ii) for any amount not exceeding \$1.00 (one dollar) for which he is liable as a member of the Company under Clause 6 of the Memorandum of Association of the Company

### 3.3 Failure to Comply with Articles

If any Member willfully refuses or neglects to comply with the provisions of the Memorandum or these Articles or such conditions as may be prescribed from time to time in the By-Laws of the Company or is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company, the Board, subject to Articles 3.4 and 3.5 has power by resolution to censure, suspend or expel the Member from the Company.

### 3.4 Procedure For Punishment or Expulsion by Board

At least 14 Business Days before the meeting of the Board at which the censure, suspension or expulsion of a Member from the Company will be considered, such Member shall be given notice of:

- (a) the meeting;
- (b) the allegations against him;
- (c) the proposed resolution;

Such a Member shall be given the opportunity to address the meeting before the resolution is put to a vote and to give verbal or written explanation or defence he may think fit, however, the Member shall not be present at the voting or take part in the proceedings other than as the Board allows.

### 3.5 Censure, Suspension or Expulsion by General Meeting

(a) Where a Member has been given notice pursuant to Article 3, that it is proposed to censure, suspend or to expel such Member from the Company the Member may elect by notice in writing to the Secretary not less than 24 hours before the time at which the proposed meeting of the Board is to be held, to have the question in relation to his proposed censure, suspension or expulsion determined by the Company in general meeting.

(b) Where a Member elects pursuant to Article 3.5(a) to have the question determined by the Company in general meeting an extraordinary general meeting of the Company must be called within 21 days for that purpose, and if at that meeting, a resolution providing for the Member's censure, suspension or expulsion is passed by two-thirds of Speaking Members present and voting (such vote to be taken by ballot) the Member concerned shall be dealt with accordingly.

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### 3.6 Automatic Cessation of Membership

If a Member:

- (a) dies;
- (b) becomes an insolvent under administration;
- (c) being a body corporate:
  - (i) becomes the subject of a winding up petition;
  - (ii) enters into an arrangement for the benefit of its creditors;
  - (iii) resolves to go into voluntary liquidation;
  - (iv) has a receiver appointed to its assets or some of its assets;
  - (v) has a mortgagee go into possession of some or all of its assets;
  - (vi) becomes the subject of a writ of execution applicable to some or all of its assets;
  - (vii) is unable to pay its debts as and when they fall due; or
  - (viii) is deregistered either voluntarily or compulsorily.
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) is, in the opinion of the Board (excluding the vote of that Member), incapable of managing his affairs;
- (f) cannot be found by the Board upon reasonable enquiry;
- (g) resigns his membership by notice in writing to the Board as provided by Clause 3.8; or
- (h) is expelled pursuant to Articles 3.3, 3.4 and 3.5; or
  - (i) has an unpaid subscription in accordance with Clause 3.1,

the Member thereupon ceases to be a Member.

### 3.7 Cessation of Institutional Membership

If pursuant to Article 3.6, an Institutional Member ceases to be a Member, then any individual members employed within that organisation and entitled to hold membership in accordance with Article 2.6(d) shall automatically cease to be Members of the Company.

### 3.8 Resignation

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A Member may at any time, by giving one month's notice in writing to the Secretary, resign his or her membership of the Company.

### 4. GENERAL MEETINGS

#### 4.1 Annual General Meeting

The Company must, in addition to any other general meeting held by it, hold an annual general meeting at its annual conference provided that such timing is consistent with Corporation Law.

#### 4.2 Extraordinary General Meeting

- (a) All general meetings of the Company other than annual general meetings are called extraordinary general meetings.
- (b) The Board shall on the requisition of 10% of Speaking Members having at that date the right to vote at a General Meeting or upon the request of the majority of the Board Members, convene an extraordinary general meeting of the Company within (2) months after the date of the receipt by the Company of a requisition,
- (c) The requisition shall state the objects of the meeting and shall be signed by the requisitioning members and deposited at the registered office of the Company.
- (d) If the Board does not within twenty one (21) days after the date of the deposit of the requisition proceed to convene a meeting the requisitioning members may do so in accordance with the provisions of the law.
- (e) The Board may convene an extraordinary general meeting of the Company at any time.

#### 4.3 Notice of General Meeting

Subject to the provisions of the Law as to the notice required for special resolutions and agreements for shorter notice, the Board must give not less than 14 days notice of any annual or extraordinary general meeting specifying the place, day and hour of the meeting and in case of special business the general nature of that business, to such persons as are entitled to receive such notices of meetings.

#### 4.4 Special Business

For the purposes of Article 4.3, 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 consideration of the accounts, balance sheets, and the report of the directors, and auditors, the election of officers to the Board in the place of those retiring, and the appointment and fixing of the remuneration of auditors.

#### 4.5 Omission to Give Notice

The accidental omission to give notice of a meeting to any member or the non receipt of the

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notice by any member shall not invalidate the proceedings at any meeting.

### 5. PROCEEDINGS AT GENERAL MEETINGS

#### 5.1 Business

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Thirty (30) speaking members present in person or by proxy shall be a quorum for a general meeting.

Unless a Resolution of Members is required by

(a) the Law; or

(b) these Articles

to be passed by a special majority, any Resolution of the Members at a validly constituted meeting shall only require a vote of not less than one half of those members entitled to vote and present in person or by proxy.

#### 5.2 Quorum

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 shall stand adjourned until such day, at such time and place as the chairperson may direct. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (not being less than nine (9)) shall be a quorum.

#### 5.3 Chair

The National President shall preside as Chairperson at every general meeting of the Company, or if there is no National President, or if he or she is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the National Senior Vice President shall be chairperson or in his absence, the National Vice President shall be chairperson but should he or she not be present or unwilling to act then the members present shall elect one of their number to be chairperson of the meeting.

#### 5.4 Adjournment

The Chairperson may, with the consent of any meeting at which a quorum is present and, if so directed by the meeting shall adjourn the meeting from time to time and from place to place but no business shall be transacted 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 the original meeting but otherwise it shall not be necessary to give any notice of an adjournment or the business to be transacted at the adjourned meeting.

#### 5.5 Voting

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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 requested before or on the declaration of the result of the show of hands demanded by the Chairperson of at least nine (9) members entitled to vote being present in person or by proxy.

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

### **5.6 Poll**

If a poll is demanded it shall be taken in such a manner and at such time and place as the Chairperson of the meeting directs and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

Notwithstanding the above any poll demanded on the election of the chair of a meeting or on question of adjournment shall be taken forthwith.

The demand for a poll may be withdrawn at any time.

The demand for a poll on any question shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll was demanded.

### **5.7 Mental Health**

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

### **5.8 Unpaid Monies**

No member shall be entitled to vote at any meeting of members of the Company while any subscription, or levies due and owing by that member to the Company have not been paid within two months of them falling due.

### **5.9 Objections**

No objections 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 chair of the meeting, whose decision shall be final and conclusive.

### **5.10 Proxy Instrument**

The instrument appointing a proxy shall be in writing under the hand of the appointer or of his

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attorney, duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed the proxy a vote as he or she thinks fit. A proxy may, but need not be, a Member of the Company and the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

The instrument appointing a proxy may be in the following form or in a form as is designated by the Board from time to time.

### Proxy Form

I, \_\_\_\_\_ of \_\_\_\_\_  
being a member of the \_\_\_\_\_ hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_  
or failing him or her \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ as my proxy to vote for me on my behalf at  
the (Annual General Meeting or General Meeting, as the case may  
be) of the Company to be held on the \_\_\_ day of \_\_\_\_\_,  
and at any adjournment thereof.

My proxy is hereby authorised to vote \*in favour of / \*against  
the following resolution

Signed this \_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

(Note- In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit)

### 5.11 Deposit of Proxy

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

### 5.12 Proxy Vote

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

### 5.13 Casting Vote

The Chairperson shall have a casting vote in addition to the vote to which he or she is entitled to as a Member.

## 6. FINANCIAL YEAR

The financial year of the Company shall end on the 31 December in each year.

## 7. GOVERNING BODY

### 7.1 Directors - Number

The Board shall consist of

7.1.1 The Chapter Representative Directors, which subject to Clause 7.5.1, are the President and Senior Vice President (a Vice President if there is no Senior Vice President) of each Chapter

7.1.2 The National President, National Senior Vice President, National Junior Vice President, National Secretary, National Treasurer, the Immediate Past National President of the Company

7.1.3 Three (3) elected members who hold the Certified Speaking Professional accreditation.

Each Director shall hold one vote except that the National President shall have a casting vote in addition to a deliberative vote and the National Secretary and National Treasurer shall not have a vote. The first directors shall be those persons who held the positions detailed in this clause in the National Speakers Association of Australia.

### 7.2 Directors - Election of Officers

The Board shall meet each year at the annual conference. The business of the meeting shall include the appointment of the National President (subject to Clause 7.4), the National Senior Vice President the National Junior Vice President until the following years board meeting at the annual conference. To be eligible for these positions, a person need not be a current member of the Board but must have served as a Chapter President. In the absence of the National President the Senior Vice President will assume the responsibilities of the National President. The National President shall also appoint until the following years board meeting at the annual conference the National Secretary and the National Treasurer subject to ratification by the Board. The role of the National Secretary and National Treasurer may be combined and carried

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out by one person. A CSP who has served as a Board Member for a period of two years is eligible for election to the role of National Junior Vice-President. A CSP who has served one year as National JVP is eligible for nomination as National Senior Vice-President. A CSP who has served one year as National SVP is eligible for nomination as National President

### 7.3 Elected Directors

The board shall include 3 elected members who hold the designation Certified Speaking Professional.

7.3.1 The 3 elected members shall be elected at a General Meeting by poll for a period of 3 years subject to clause 7.3.1. and 7.3.2

7.3.2. In the first year that directors are elected under this clause 7.3 then the person receiving the most votes will be elected for 3 years, the person receiving the second highest number votes will be elected for 2 years, the person receiving the third highest number of votes will be elected for one year.

7.3.3. If a vacancy in the Elected Directors exists or will exist due to retirement or resignation then 60 days before the next Annual General Meeting the company shall issue a notice to all members advising of the vacancy.

7.3.4. Nominations for the vacant positions must be received in writing 28 days before the Meeting.

### 7.4 President - Term of Office

The National President shall be elected by the board. The term of the National President shall not exceed two years, and shall expire at the Annual General Meeting occurring in the second year after their election to office. A National President of the Company will not be eligible for re-election within twelve months of having held that office.

### 7.5 Appointment & Resignation of Chapter Representative Directors

7.5.1. A director appointed under clause 7.1.1 is automatically appointed to the board at the Annual General Meeting held at the Annual Conference or not later than 100 days from the date they are elected to the position of Chapter President or Chapter Senior Vice President, and holds that position until the following Annual General Meeting or not later than 100 days from the date on which they cease to become a Chapter President or Vice President..

7.5.2. If a vacancy exists on the board for a Chapter Representative Director, the Board must, if that director is a Chapter representative, fill that vacancy by appointing the representative nominated by the Chapter Committee from the same Chapter.

7.5.3. Where a director tenders their resignation in writing to the Board, then the Board must, if that director is a Chapter representative, fill that vacancy by appointing the representative nominated by the Chapter Committee from the same Chapter.

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### 7.6 Directors - Alteration

The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of directors.

### 7.7 Directors - Removal

The Company may by ordinary resolution remove any director before the expiration of his or her period of office, and may by an ordinary resolution appoint another person from the same chapter in his or her stead; the person so appointed shall be subject to retirement at the same time as if he or she had become a director on the day on which the director in whose place he or she is appointed was last elected a director.

### 7.8 Directors - Remuneration

The remuneration of the directors shall from time to time be determined by the Company in general meeting. That remuneration shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel, and other expenses properly incurred by them in their role as a Director and in attending and returning from meetings of the directors or any committee of the directors general meetings of the Company in connection with the business of the Company as approved by the Board from time to time.

### 7.9 Directors - Casual Vacancy

The office of director shall become vacant if the director:

- (a) ceases to be a director by virtue of the Law;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) becomes prohibited from being a director by reason of any order made under the Law;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his or her office by notice in writing to the Company
- (f) ceases to be a member under Section 3.

In the event of the position of National President becoming vacant before the Annual General Meeting, the National Senior Vice President shall assume the position. The vacant position of National Senior Vice President shall be filled subsequently by the National Junior Vice President. A casual vacancy shall be filled in accordance with Articles 7.1 and 7.5.

### 7.10 Directors - Management

The business of the Company shall be managed by the directors, who may pay all expenses

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incurred promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Law or by these regulations, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Law, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed 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.

### 7.11 Directors - Powers

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 or of any third party.

### 7.12 Directors - Seal

The directors may exercise all the powers of the Company in relation to any official seal for use outside the State and in relation to branch registers.

### 7.13 Directors - Attorney

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

### 7.14 Directors - Cheques, Bills, etc.

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.

### 7.15 Directors - Minutes

The directors shall cause minutes to be made -

- (a) of all appointments of officers;
- (b) of names of directors present at all meetings of the Company and of the directors; and
- (c) of all proceedings at all meetings of the Company and of the directors.

Such minutes shall be signed by the chair of the meeting at which the proceedings were held or

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by the chair of the next succeeding meeting.

### **7.16 Co-Opting to Board**

The Board may at its discretion co-opt persons to the Board for specific purposes or to fulfil specific roles. Such persons shall not have voting rights at Board meetings and their co-option may be discontinued at the discretion of the Board.

### **7.17 Past National Presidents and Founders attending Board Meetings**

All past National Presidents of the Company or of the Association shall have the right to attend Board meetings but shall not have voting rights.

## **8. PROCEEDINGS OF DIRECTORS**

### **8.1 Directors - Meetings**

The Board may meet at such times as the Board considers necessary. The Board shall meet not less than twice each year. Extraordinary meetings shall be called by the secretary upon a written request signed by at least four voting members of the Board.

A meeting of Directors may be held with one or more of the Directors taking part by telephone, or other electronic (or similar) medium and a Director shall be regarded as present at the meeting if the meeting is so conducted so that such Director or Directors is or are able to hear the proceedings of the entire meeting and to be heard by all others attending the meeting.

A meeting conducted in accordance with this Article shall be deemed to be held at such place as shall be agreed upon by the Directors, provided that at least one of the Directors present at the meeting was at such place for the duration of that meeting.

### **8.2 Directors - Votes**

Subject to these regulations, questions arising at any meeting of directors shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the directors. In case of an equality of votes the chair of the meeting shall have a second or casting vote.

### **8.3 Directors - Interest In Contract**

A director shall not vote in respect of any contract or proposed contract with the Company in which he or she is interested, or any matter arising thereout, and if he or she does so vote, his or her vote shall not be counted.

### **8.4 Directors - Alternative Or Substitute**

In the event of a Board member being unavailable for a Board meeting, the Immediate Past Chapter President shall attend the meeting or if that person is unable or unwilling to attend, the Chapter President from the Chapter which the unavailable Board member represents, may

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nominate an Alternative Director from the same Chapter committee for the duration of that meeting, the representative shall have the full voting rights of the Board member being represented.

### **8.5 Directors - Quorum**

The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall be five

### **8.6 Directors - Continuing**

The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of directors, the continuing directors or director may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Company but for no other purpose.

### **8.7 Directors - Chair**

In the absence of the National President and National Senior Vice President and National Vice President from a Board meeting, the Board members shall elect a Chairperson from amongst its members.

### **8.8 Directors - Delegates**

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.

### **8.9 Directors - Committee**

The Board may by resolution or by power of attorney or by writing under the common seal delegate any of its authorities, powers and duties to a committee or committees consisting of such member or members of the Board or such other person or persons as it thinks fit to act either in Australia or elsewhere. The Board may from time to time revoke, withdraw, alter or vary such delegation and fix the remuneration (if any) of any member of any such committee who is not a Director. Any such committee or person or persons must in the exercise of the authorities, powers and duties so delegated conform to any regulations that may from time to time be imposed by the Board.

### **8.10 Directors - Chair Of Committees**

A committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair 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 chair of the meeting.

### **8.11 Directors - Acts of Committee**

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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 afterward 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.

### **8.12 Directors - Notice of Resolution**

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. Any such resolution may consist of several documents in like form, each signed by one or more directors.

## **9. SECRETARY AND OTHER APPOINTMENTS**

9.1 The secretary shall in accordance with the Law be appointed by the directors for such terms, at such remuneration, and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

9.2 The Board may, for specific purposes, appoint such other persons, institutions or corporations to carry out such purposes and duties as the Board may think fit, at such remuneration, and upon such conditions as they may think fit, and any such appointments may be terminated by the Board.

## **10. CHAPTERS**

### **10.1 Formation**

(a) The Board may approve the formation of one Chapter in each State or Territory upon application by the financial members of that State or Territory to the Board.

(b) Chapters may have access to facilities and funding from the Company as determined and approved by the Board.

(c) The Board may approve the formation of Sub-Chapters if the Board considers it to be a beneficial for the Company, the Chapter and the members.

### **10.2 Chapter Operation and Powers**

Chapters shall operate according to the Chapter Rules and Operation determined from time to time by the Board and which form a By-Law of the Company under Section 14.

## **11. ACCOUNTS**

11.1 The Board shall cause proper accounts to be kept with respect to:

(a) all sums of money received and expended by the Company and all Chapters and Sub-Chapters and the manner in respect of which the receipt and expenditure takes place;

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(b) all sales and purchases of real and personal property by the Company, Chapters, and Sub-Chapters and;

(c) the assets and liabilities of the Company, Chapters and Sub-Chapters.

11.2 Such accounts shall be kept at the registered office of the Company or such other place as the Board thinks fit, and shall always be open to inspection by members of the Board.

11.3 The Board may from time to time determine at what times and places and under what conditions and regulations the accounts and books of the Company or any of them may be open to inspection by members not being persons who are members of the Board.

11.4 The Board shall from time to time in accordance with the provisions of the Act cause to be prepared and laid before the Company in general meeting such income and expenditure accounts, balance sheets and reports as are required thereby.

### 12. AUDITOR

In Accordance with the provisions of the Act one or more Auditors of the Company shall be appointed.

### 13. COMMON SEAL

13.1 The Board shall provide for the safe custody of the common seal of the Company.

13.2 The common seal shall not be affixed to an instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by the Board in that behalf. Every instrument to which the common seal is affixed shall be signed by a member of the Board and shall be countersigned by another member thereof, the Secretary or by some other person appointed by the Board for the purpose.

### 14. BY-LAWS

14.1 The Board shall have power from time to time to make such By-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Company's affairs, operations, finances, interests, effects and property and to amend and repeal from time to time such By-laws.

14.2 A By-law shall:

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

14.3 The Board shall make such by-laws as it deems necessary and in particular by-laws relating to: (a) Chapter Rules and Operation; (b) Accreditation; (c) Ethics; (d) National Convention

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Operation and Guidelines.

### **15. NOTICES**

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

15.2 Notice of every general meeting shall be given in any manner herein before authorised to every member and to the Auditor for the time being of the Company.

15.3 No other person shall be entitled to receive notice of a general meeting.

### **16. INDEMNITY**

16.1 Every officer, auditor or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by him or her in his or her capacity as officer, auditor or agent 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 in relation to any such proceedings in which relief is under the Act granted to him by the Court.

### **17. DISSOLUTION OF THE COMPANY**

17.1 In the event of a motion for the dissolution of the Company and of which due notice has been carried by the General Meeting of the Company the Board shall defer action for twenty eight (28) days after which unless it has received a petition for a Special General Meeting to rescind the motion of dissolution it shall proceed forthwith or at such other time as determined by the Board to realise the property of the Company and to discharge all of its liabilities.

17.2 In the event of there not being a quorum at a General Meeting convened for the purpose of dissolving the Company the meeting shall be adjourned for not less than fourteen (14) days during which period all members shall be notified. When the meeting is reconvened the members present shall constitute a quorum.

### **18. DISSOLUTION OF CHAPTERS**

Nothing in the Articles shall prevent the Board from withdrawing approval for Chapters or Sub-Chapters existence at any time.

### **19. AMENDMENT OF ARTICLES OF ASSOCIATION**

19.1 Amendments to the Articles can be made at any Annual or General Meeting in accordance with the notification requirements as prescribed in Article 4.3.

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19.2 In accordance with clause 9 of the Memorandum of Association a resolution passed by seventy- five percent of Speaking Members present in person and by proxy shall be required to pass an amendment to the Articles of Association, and this clause shall be unalterable.

### **20. ARTICLES & BY-LAWS**

20.1 Within fourteen (14) days of being adopted, the Board shall arrange for (a) Alterations to the Memorandum of Association of the Company; (b) Alterations to the Articles to the Articles of Association of the Company; or (c) By-Laws of the Company, to be circulated to all Members. For the purpose of this Article, circulation to the President of a Chapter will be deemed to be circulation to the Members associated with that Chapter.

20.2 A Member may request a current copy of (a) the Memorandum of Association of the Company; (b) Alterations to the Articles of Association of the Company; or (c) By-Laws of the Company and the Board shall, within fourteen (14) days of receiving that request and payment by the Member of the prescribed fee, cause a copy to be supplied to that Member.

### **21. TRANSITION**

The following Article only applies: (a) if the Association lawfully resolves to: (i) be wound up under its enabling Act and (ii) transfer all of its assets to the Company; and (b) after those two steps have been completed.

21.1 The persons who are members of, or considered to be members of, the Association at the time when it is wound up shall automatically be deemed to be Members of the Company (and to be bound by these Articles of Association).

21.2 All Members of the Company shall be deemed to have and to be entitled to hold themselves out as having accreditation granted by the Company which is analogous (by reference to terminology or title) to the accreditation which they properly had been granted by the Association. The operation of this Article will not: (a) mean that such a member does not have to comply with By-laws adopted by the Company, relating to accreditation: or (b) prevent the Company from adopting By-laws in the future which a Member must comply with in order to maintain such accreditation.