

Corporations Law
Association Not for Gain
Company Limited by Guarantee

CONSTITUTION

of the

**TOTALLY & PERMANENTLY INCAPACITATED
VETERANS' ASSOCIATION OF
NEW SOUTH WALES LIMITED**

ACN 002 296 988

John M. Fitzgerald & Associates
Solicitors
Level 4, Suite 402A, 37 Bligh Street
SYDNEY NSW 2000

Telephone: (02) 9221 3733

Email: jm_fitzgerald@bigpond.com

CONTENTS

1.	Name.....	1
2.	Objectives.....	1
3.	Powers of the Association	2
4.	Limited Liabilities of Members	2
5.	Guarantee By Members	2
6.	Location of Registered Office	3
7.	Income and Property of the Association.....	3
8.	Winding Up of the Association	3
9.	Accounts.....	3
10.	Subscribers	4
11.	Definitions.....	4
12.	Interpretations	5
13.	Number of Members.....	6
14.	Membership.....	6
15.	Eligibility	6
16.	Form of Application	6
17.	Entrance Fees and Subscription	6
18.	Equal Status	7
19.	Admission to Membership	7
20.	Life Membership.....	7
21.	Notification of Change in Circumstances	8
22.	Disciplining of Members	8
23.	Meetings.....	11
24.	Chairing Meetings of Members	14
25.	Rights of Proxies	14
26.	System of Voting	16
27.	Board of Directors	19
28.	Voting Procedure.....	26
29.	Minutes.....	26
30.	Books of Account	27
31.	Auditor	28
32.	Company Seal.....	29
33.	Indemnity	29
34.	Amendments and Additions to Constitution	30
35.	Register of Members	30
36.	Register Prohibitions	31
37.	Motions and Resolutions	31
38.	Insurance.....	32
39.	Banking	32
40.	Keys to Association Registered Office and Safe.....	32
41.	TPI Social and Welfare Clubs	33
42.	Travelling Arrangements	34

1. NAME

The name of the Company will be the TOTALLY AND PERMANENTLY INCAPACITATED VETERANS' ASSOCIATION OF NEW SOUTH WALES LIMITED.

2. OBJECTIVES

The objects for which the Association is established are:

- (1) To raise funds from members by subscriptions or by other means and to apply such funds for safeguarding the interests of and securing just and equitable treatment for its members and their dependants.
- (2) To raise funds by appeals receipt of donations and similar means. Any funds where received for a particular purpose, shall be utilised for such purpose or for purposes as close to that particular purpose as may reasonably be practicable in the circumstances.
- (3) To raise funds by functions, entertainments, competitions, sporting events, collections of goods or moneys or any other means by which an individual may lawfully raise money.
- (4) To acquire, provide, conduct, carry on and manage clubs, club premises, club rooms, hostels, homes, home units, rest and holiday homes, canteens, café and store facilities, transport, magazines and journals, games, sports and other amenities for members or their dependants.
- (5) To form and conduct social and welfare clubs, social welfare and distress funds and auxiliaries.
- (6) To co-operate to such extent as the Board shall deem fit with similar associations in other parts of the Commonwealth of Australia or elsewhere.
- (7) The Association shall be non-political and non-sectarian and shall confine itself to the care, maintenance, welfare and special interests of its members and where considered appropriate their dependants.

- (8) Charitable Registration:
- (a) The Board shall take such steps to have the Association recognised by the Australian Tax Office as a benevolent organisation and to apply for sales tax exemption or other registration applicable to benevolent organisations.
 - (b) To cause the Association to be registered with the New South Wales State Government under The Charitable Fundraising Act 1981.
- (9) To support (by making donations from the Association's funds or otherwise) and to aid the support of anybody having objectives similar to those of the Association, as permitted by Law.
- (10) To cause the Association to affiliate with the Australian Federation of Totally and Permanently Incapacitated Ex-Servicemen and Women Limited and pay all charges related such affiliation.
- (11) Such other objects as the Board considers appropriate from time to time.

3. POWERS OF THE ASSOCIATION

The Association shall have all the powers of a natural person.

4. LIMITED LIABILITIES OF MEMBERS

The liabilities of members of the Association are limited.

5. GUARANTEE BY MEMBERS

Every member of the Association undertakes to contribute to the assets of the Association in the event that same being wound up while he is a member or within one (1) year afterwards for payment of debts and liabilities of the Association contracted before he ceases to be a member and the costs and charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves such amount as may be required not exceeding the amount of five dollars (\$5).

6. LOCATION OF REGISTERED OFFICE

The place in New South Wales in which the registered office of the Association is proposed to be situated is Sydney or such other place within the said State as may from time to time be determined.

7. INCOME AND PROPERTY OF THE ASSOCIATION

- (1) The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred by way of dividend, bonus or otherwise whatsoever by way of profit to the members of the Association.
- (2) Subject to the Law, nothing in this document shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any officer or employee of the Association and Board in return for any services actually rendered to the Association or prevent the payment of interest which the Board may think proper and reasonable on money lent or reasonable and proper rent for premises demised or let by any member of the Association.

8. WINDING UP OF THE ASSOCIATION

- (1) The Association shall be dissolved or amalgamated with any kindred organisation in the event of the membership falling to less than thirty six (36) members or upon the vote of seventy five percent (75%) majority of members entitled to attend and vote at a Special General Meeting convened to consider such motion.
- (2) Upon a resolution passed in accordance with (1) above, all assets and funds of the Association on hand, shall, after the payment of all expenses and liabilities, be handed over to such charity or charities which is an organisation approved under Section 78(1)(a) of the Income Tax Assessment Act, as a simple majority of members entitled to attend and vote at a Special General Meeting so convened, or as a subsequent Special General Meeting may decide.

9. ACCOUNTS

Accounts shall be kept of the sums of money received and expended by the Association and the manner in which such receipts and expenditure takes place and of the property credits and liabilities of the Association. Once at least in every financial year the Accounts of the

Association shall be audited by one or more properly qualified auditors.

10. SUBSCRIBERS

The full names, addresses and occupations of the subscribers to the Memorandum of Association of the Association upon its incorporation were:

CECIL ARTHUR SIMPSON 2 Elm Street, Lugarno	War Pensioner
JAMES SCOTT ARMOUR 9 Paddington Street, Paddington	War Pensioner
LANCE MAXWELL GORDON 80 Botany Street, Randwick	War Pensioner
LESLIE HILTON BOWIE 30 Hewitt Street, Greenacre	War Pensioner
WILLIAM GALVIN 66 Womerah Avenue, Potts Point	War Pensioner
KENNETH STEPHEN WILLIAM BOWIE 25 Castlewood Avenue, Cronulla	War Pensioner

11. DEFINITIONS

In this Constitution unless the subject or context requires otherwise:

- (1) "Annual General Meeting" or "AGM" means the general meeting to be called and to be held each year as required by the Law and this Constitution.
- (2) "Association" means the Totally & Permanently Incapacitated Veterans' Association of New South Wales Limited ACN 002 296 988.
- (3) "ASIC" means Australian Securities and Investments Commission.
- (4) "Board" means the Board of Directors as elected in accordance with this Constitution.
- (5) "Director" means a director of the Association.

- (6) "Electoral Officer" means the person (who is not a member or former member of the Association) appointed by the Board to conduct the annual ballot for the election of the Board.
- (7) "Executive" means the President and the two (2) Vice Presidents of the Association.
- (8) "Financial Member" means a member of the Association who has paid all membership subscription fees or who is a Life Member of the Association.
- (9) "In writing" or "written" include printing, lithography, photography and other modes of reproducing or representing words in visible form.
- (10) "Law" means Corporations Law as amended from time to time.
- (11) "Month" means a calendar month.
- (12) "Monthly General Meeting" means a meeting of members held in accordance with Clause 23(4) of this Constitution.
- (13) "Register" means the Register of Members of the Association kept pursuant to the Law.
- (14) "Salute" means the Official Journal of the Association.
- (15) "Secretary" means the person appointed by the Board to perform the duties as Company Secretary as required by the Law.
- (16) "Standing Orders" means the Standing Orders of the Association for the time being in force, being procedural guidelines for the conduct of Annual General Meetings, Monthly General Meetings and Special General Meetings of members.
- (17) "VEA" means the Veterans' Entitlement Act of 1986 as amended from time to time or any Act passed in substitution for that Act.

12. INTERPRETATIONS

- (1) Except so far as the contrary intention appears in this Constitution, an expression has in this Constitution the same meanings as in the Law.

- (2) Words importing the masculine gender shall include all genders and vice versa
- (3) Words importing the singular number only include the plural and vice versa.

13. NUMBER OF MEMBERS

For the purpose of registration but not by way of limitation the number of members of the Association is not to exceed ten thousand (10,000) but the Board may from time to time increase or reduce the said maximum number of members.

14. MEMBERSHIP

- (1) A subscriber to this Constitution shall become a member of the Association.
- (2) The first members of the Association are the subscribers to the former Memorandum and Articles of Association.

15. ELIGIBILITY

All persons who are in receipt of the Special (TPI) Rate Pension referred to in Section 24 of the Veterans Entitlement Act 1986 (as amended) or the equivalent pension referred to in Section 199 of the Military Rehabilitation and Compensation Act 2004 (as amended) or any Act amending or replacing either Act.

16. FORM OF APPLICATION

Applications for membership of the Association shall be in writing, must give the full name and address of the applicant, shall be in such form as the Board shall from time to time require and shall be signed by the applicant.

17. ENTRANCE FEES AND SUBSCRIPTION

The entrance fees and subscriptions (annual or otherwise) and other fees or charges payable by members, the amount and the time and manner of payment of such fees or charges and all other matters pertaining thereto not specially provided for shall be such as shall from time to time be prescribed by the Board.

18. EQUAL STATUS

All members shall be of equal status In the Association without regard to service or rank or title.

19. ADMISSION TO MEMBERSHIP

- (1) The Board may reject any application for membership without assigning any reason for such rejection.
- (2) Every person admitted to membership and informed of his admission shall be deemed to agree to pay the entrance fee and annual or other subscriptions and other fees and charges as prescribed by the Board from time to time and to be bound by the Constitution and Standing Orders of the Association from time to time in force. The receipt for payment of the said entrance fee in whole or in part and/or the said subscription in whole or in part shall be conclusive evidence of such agreement. Each member shall on becoming a member provide the Secretary particulars of his address occupation and the name and address of his next-of-kin should those particulars not appear on the Membership Application Form and he shall inform the Secretary of any change of those particulars.
- (3) Every person admitted to the membership of the Association shall be provided with a copy of the Constitution and Standing Orders.

20. LIFE MEMBERSHIP

- (1) The Board may recommend to members attending a Monthly General Meeting that Life Membership of the Association be granted to a maximum of five (5) Financial Members in any one calendar year each of whom:
 - (a) have held continuous membership of the Association for at least five (5) years and has performed meritorious service to the Association;
 - (b) has had his application is moved and seconded by two (2) financial members of the Association and forwarded to the Secretary before 30 April in the relevant year;
 - (c) has had his meritorious service acknowledged by way of presentation of a Certificate of Appreciation; and

- (d) has had his application approved by a majority of the Board at a secret ballot.
- (2) A TPI Social and Welfare Club shall only nominate one (1) member for Life Membership in any one calendar year.
- (3) No member can receive a Certificate of Appreciation and be granted Life Membership in the same financial year
- (4) The Board may, from time to time, appoint persons from outside New South Wales, who are Life Members of TPI Associations in other States and Territories of the Commonwealth of Australia which are affiliated with the Federation of Totally & Permanently Incapacitated Ex-Servicemen and Women Limited, as Honorary Life Members of this Association.

21. NOTIFICATION OF CHANGE OF CIRCUMSTANCES

- (1) Any member of the Association whose Special (TPI) Rate Pension is terminated shall immediately notify the Secretary and he shall automatically cease to be a member unless and until he lodges an appeal under the VEA within the allowable period for appeal: or
- (2) The membership or right to renewal of membership, as the case may be, of any member of the Association who has had his Special (TPI) Rate Pension terminated, and who has appealed, will be automatically terminated in the event that his appeal is unsuccessful.

22. DISCIPLINING OF MEMBERS

- (1) Suspension
 - (a) If any member shall refuse or neglect to comply with the provisions of the Constitution or if any member shall, in the opinion of the Board, be guilty of conduct deemed by the Board to be unbecoming of a member or prejudicial to the interests of the Association, the Board may, after affording such member the opportunity of offering the Board an explanation of his conduct, either verbally or in writing, as the member may decide, suspend the member for not more than twelve (12) months.
 - (b) The member shall have the right of appeal to members meeting in Monthly General Meeting, if such appeal is

lodged in writing with the Secretary within fourteen (14) days of the receipt of notice of his suspension.

- (c) Within 28 days from the date of the receipt of the appeal, the Board will cause to be included on the agenda for the next Monthly General Meeting, the hearing of the appeal, which will be decided by a simple majority voting on the matter.
 - (d) Should an appeal fail or the period of suspension be reduced, the suspension will commence on the date the appeal was determined.
 - (e) A member whilst under suspension:
 - (i) Is prohibited from:
 - (a) taking part in or attending any meeting, activity or function conducted by the Association;
 - (b) attending the Association's Head Office and rooms;
 - (c) contacting Association staff by telephone or by other means or causing other persons so to do;
 - (ii) shall not be entitled to receive a copy of Salute;
 - (iii) shall not be entitled to perform the duties of a Welfare Officer whether Association or TPI Social and Welfare Club appointed, during the term of his suspension;
 - (iv) shall not be permitted to be appointed as the prox of another member.
- (5) Suspension From a Meeting
- (a) Notwithstanding anything in 1(a) above, where a member at a general meeting has, by virtue of his actions or remarks caused offence to the Chair or the members present or disrupted the meeting, that member may be required by:
 - (i) the Chairman of the meeting; or
 - (ii) the members present by way of simple resolution;

to apologise to the Chair and/or the meeting and withdraw his remarks and desist from causing further disturbance.

- (b) Should the member fail to acknowledge the request of the Chair or the members' resolution, the member may be suspended for the rest of that and any adjournment of the meeting and shall thereupon remove himself from the meeting.
 - (c) If, following the suspension of a member, there is a walkout of members, and as a result a quorum for a meeting no longer exists, the meeting will continue as though a quorum existed as at the beginning of the meeting.
- (6) Expulsion
- (a) A member may be expelled from membership of the Association by the Board, if in the opinion of the Board, after affording such member an opportunity of offering the Board an explanation of his conduct, either verbally or in writing (as the member may decide), the conduct of such member is detrimental to the best interests of the Association.
 - (b) Such expulsion shall not be effective unless it is confirmed at a Special General Meeting convened to consider the expulsion.
 - (c) Such Special General Meeting shall be held within a period of one (1) month from the date members receive notice of the Special General Meeting, which may be included in Salute.
 - (d) At such Special General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct, either verbally or in writing, at the option of such member.
 - (e) The voting at such Special General Meeting shall be by ballot.
 - (f) The Board shall have the power to exclude such member from participation in the affairs of the Association until such Special General Meeting is held.

23. MEETINGS

- (1) There will be four classes of General Meetings:
 - (a) Annual General Meeting;
 - (b) Special General Meeting;
 - (c) Monthly General Meeting; and
 - (d) Members' Requisitioned General Meeting.

- (7) Annual General Meeting (AGM)
 - (a) The AGM will be held not later than the fourth Tuesday in October in each year at such a place, time and date as prescribed by the Board. At least twenty one (21) days' notice of the meeting must be given to all members eligible to attend and vote.

 - (b) The business to be conducted at an AGM shall include:
 - (i) the consideration of the Annual Financial Report, Directors' Report, and the Auditor's Report;
 - (ii) declaration of the poll for election of Directors;
 - (iii) the fixing of the Auditor's remuneration;
 - (iv) reasonable question time for members to ask questions about or make comments on the management of the Association;
 - (v) if the Association's auditor or their representative is at the meeting, reasonable question time for members to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report;
 - (vi) business of which due notice has been given;
 - (vii) election of solicitors; and
 - (viii) presentation of Life Memberships and Certificates of Appreciation.

(8) Special General Meetings

- (a) A Special General Meeting, may be called by the Board stating the date, place and time of the meeting, and the general nature of the meeting's business and if a special resolution is to be proposed at the meeting, stating an intention to propose the special resolution and the wording of the resolution.
- (b) only the business for which a Special General Meeting has been called can be discussed at that meeting.

(9) Monthly General Meeting

The Board will cause to call a Monthly General Meeting on the fourth Tuesday of each month with the exception of the month of December, having given notice in the Salute to each member entitled to attend and vote at General Meetings stating the date, place and time the meeting is to be held.

(10) Members' Requisitioned General Meetings

- (a) The Directors, having received a Member's request in writing (not required to be in one document but each document shall have identical wording) setting out the wording of a proposal resolution or resolutions signed by members with at least five percent (5%) of the votes that may be cast at the meeting or by a minimum of one hundred (100) financial members of the Association, shall, within twenty one (21) days of the receipt of the request call a Special General Meeting to consider the motion(s) as detailed in the request, such meeting to be held within two (2) months after the request is given to the Association.
- (b) Failure of Directors to call a Members Requisitioned General Meeting
 - (i) Members with more than fifty percent (50%) of the votes of all members who make a request under Clause 23(5)(a) may convene a Special General Meeting if the directors do not do so within twenty one (21) days after the request is given to the Association;

(ii) Procedure for calling meeting

The meeting must be called in the same way - so far as possible - in which general meetings of the Association may be called. The meeting must not be held later than three (3) months after the request is given to the Association.

(11) Notice of General Meetings

- (a) Every member entitled to attend and vote at a General Meeting must be given at least twenty one (21) days notice of such a meeting stating the date, time and place the meeting will be held;
- (b) A notice may be given to a member;
 - (i) Personally;
 - (ii) by sending it by post to the address of the member in the Register of Members or the alternative address (if any) nominated by the member; or
 - (iii) by sending it to a fax number or electronic address (if any) nominated by the member;
- (c) A notice sent by post is taken to be given three (3) working days after it is posted.
- (d) A notice sent by fax, or other electronic means, is taken to be given on the first business day after it was sent.
- (e) Any member of the Association who is entitled to attend and cast a vote at general meetings of the Association's members may appoint a person (who must be a member) as the member's proxy to attend and vote for the member at the meeting.

(12) Quorum

- (a) The quorum for General Meetings (other than a Members' Requisitioned General Meeting) shall be thirty (30) members present, all of whom must be entitled to attend and vote.

- (b) A quorum for a Members' Requisitioned General Meeting shall be the number of members eligible to attend and vote who are present;
- (c) Proxy appointments will not be counted toward the number required for a quorum under (a) or (b) above;
- (d) A meeting of the Association's members (other than a Monthly General Meeting) that does not have a quorum present within thirty (30) minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place specified by the Chairman of the meeting; and
- (e) If no quorum is present at the resumed meeting or at a Monthly General Meeting within thirty (30) minutes after the time for the meeting, the meeting is dissolved.

24. CHAIRING MEETINGS OF MEMBERS

The President, if present, will occupy the chair at all General Meetings of members or in his absence the Senior Vice President or in his absence the Junior Vice President. In the absence of a Vice President, the members present will elect a chairman.

25. RIGHTS OF PROXIES

- (1) A proxy appointed to attend and vote for a member has the same rights as the member:
 - (a) to speak at the meeting;
 - (b) to vote (but only to the extent allowed by the appointment); and
 - (c) join in a demand for a poll.

(2) Proxy's Right To Vote

A proxy is not entitled to vote on a show of hands.

(3) Effect Of Member's Presence On Proxy's Authority

A member, appointing a proxy, who attends the meeting, suspends the proxy's authority to speak, so long as the member is present at the meeting.

(4) Appointing a Proxy

- (a) The appointment of a proxy is valid if it is signed by the member of the Association making the appointment and contains the following information:
 - (i) the member's name and address and Badge Number (optional);
 - (ii) the Association's name;
 - (iii) the proxy's name and Badge Number (optional) or the name of the office held by the proxy;
 - (iv) the meeting at which the appointment may be used.

An appointment may be a standing one.

(5) How a Proxy Must Vote

- (a) The appointment of a proxy may state the way in which the proxy is to vote on a particular resolution;
- (b) A proxy can only vote on a poll;

(6) Proxy Documents

Unless the Association has received written notice of the matter before the start or resumption of the meeting at which the proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- (a) the appointing member dies;
- (b) the member is mentally incapacitated;
- (c) the member revokes the proxy's appointment; or
- (d) the member revokes the authority under which a third party appointed the proxy.

(7) Prohibition

A member, under suspension, is prohibited from exercising the appointment of a proxy for the period of his suspension.

26. SYSTEM OF VOTING

(1) Election of Other Than First Board of Directors

The members shall elect annually, a President, two (2) Vice Presidents and six (6) other Directors who shall from the Board of Directors from the members eligible to be nominated.

(2) The election of the Board of Directors will be by means of a preferential system of voting.

(3) Election of Directors' Procedure

- (a)** The Electoral Officer shall conduct a draw (in the presence of interested members at time, date and place as determined by the Electoral Officer) to determine the positions of the candidates' names on the ballot paper.
- (b)** A separate draw shall be conducted for each of the three (3) ballots for President, Vice President and Directors.
- (c)** Candidates' statements (after verification) and photographs shall be reproduced uniformly in Salute and in alphabetical sequence by surname but the Electoral Officer shall have the discretion to position those statements and photographs in accordance with the reasonable requirements of printing.
- (d)** Profile statements of candidates must be limited to sixty (60) words or less. Should a candidate's profile consist of greater than sixty (60) words, it will be returned to him at his postal address, for prompt correction. If not corrected and returned to the Secretary in good time for submission to the printer, only the candidate's name and photograph (if provided) will be published.

(4) Scrutineers

A candidate may appoint (in writing) one (1) person to represent him during the counting of the ballot papers. A candidate may not be appointed as a scrutineer. Only one (1) scrutineer for each candidate is permitted to be in attendance at the count. A scrutineer is not permitted to touch any ballot papers, envelopes or other ballot material. A scrutineer may draw the attention of the Electoral Officer to a ballot paper he wishes to question and the Electoral Officer will make a ruling on the matter. The

Electoral Officer's decision will be final. The Electoral Officer shall have the right to eject any scrutineer, who, in his opinion, is wilfully delaying or obstructing the electoral process. The Electoral Officer shall not delay his processes due to the non-attendance of scrutineers.

(5) Formality of Votes

Each of the three (3) ballots will be considered separately as to the formality of the vote.

(6) Senior and Junior Vice Presidents

The candidate polling the greatest number of votes for Vice President will be declared the Senior Vice President and the candidate polling the second greatest number of votes will be declared the Junior Vice President.

(7) Voting

- (a) Subject to approval by the Board, voting shall be conducted by a means and in the time frame as recommended by the Electoral Officer from time to time including postal and/or electronic voting. Any such recommendation, if approved by the Board, shall prevail over anything to the contrary in this Constitution.
- (b) Where electronic voting is to be used the Electoral Officer shall make available an alternative means of voting for members who are unable to vote electronically.

(8) Election Timetable

The election will close 12.00 noon on the eighth (8th) day prior to the AGM. If the eighth day falls on either a Saturday, Sunday or Public Holiday, the closing time and date will be 9.00 am on the next business day. Envelopes received after that time will not be admitted. The Electoral Officer will take all steps necessary to ensure the timely completion of the election in advance of the AGM.

(9) Nominations for Election

- (a) Nominations for election of the Directors shall be in writing and signed by two (2) financial members of the Association and by the nominee who shall signify his consent to the nomination.
- (b) Not less than sixty (60) days before the date fixed for the AGM, nominations shall be delivered to the Secretary.
- (c) A member may be nominated for election to more than one (1) office but may only hold one (1) office at any time.
- (d) Out of the members nominated for each office, the members will elect the Board of Directors who shall hold office until the next AGM.

(10) Finality of the Electoral Officer's Determination

The Electoral Officer will not make public the results of the election until he reports to the AGM. The determination of the Electoral Officer shall be final and binding and not open to challenge.

(11) Eligibility

- (a) All members of the Association shall be eligible to be nominated for election to the Board of Directors, except that no employee of the Association shall be eligible for nomination for election to the Board whilst employed or within six (6) months of the termination of his employment.
- (b) A member, who is under suspension, whose period of suspension ends prior to the AGM, shall be eligible to nominate as a candidate for the Board.
- (c) All information given to members regarding candidates for election, shall include the birth date of each candidate and all ballot papers shall contain a statement as to which candidates nominated for election are over seventy two (72) years of age as at the date of the AGM.

(12) Insufficient Candidates

- (a) If insufficient nominations are received for the positions of President, Vice President and Directors, the Electoral Officer, may invite nominations for the positions for which

insufficient nominations have been received from members attending the AGM and with the consent of persons so nominated.

- (b) If as a result there are more than the required number of nominations for the vacant position, the Electoral Officer will conduct a secret ballot of the members present at the AGM.
- (c) In the event of the outgoing President, Vice President or Directors standing for re-election unopposed, they will each be deemed to have received one hundred percent (100%) of the votes of members.

(13) Retention of Voting Papers

Voting papers will be retained by the Electoral Officer for a period of three (3) months after the Declaration of the election for the Board.

27. BOARD OF DIRECTORS

- (1) The business and affairs of the Association and the custody and control of its funds shall be managed by a Board of Directors.
- (2) The Board of Directors will consist of a President, two (2) Vice Presidents and six (6) Directors.
- (3) First Board of Directors
 - (a) The first Board of Directors shall be the signatories to the Memorandum and Articles of Association and shall hold office until the next Annual General Meeting of the Association.
 - (b) The first Board of Directors, while still in existence, shall exercise all powers and functions conferred by these Articles of Association on the Board of Directors.
 - (c) The first Board of Directors may elect such officers as it considers necessary and may fill vacancies that may occur in the Board.
- (4) Vacancies in the Board of Directors
 - (a) If any Director shall die or shall fail to attend regular Board Meetings for three (3) consecutive meetings without leave

of absence or if he shall resign or if he becomes bankrupt or of unsound mind or if he becomes disqualified under the Law, his office shall be declared vacant by the Board and he shall ipso facto cease to be a Director, and the Board may, after giving due consideration to those unsuccessful candidates at the last AGM, appoint a successor to hold office until the next AGM (when he shall retire but be eligible for re-election) and until such appointment is made, the continuing Directors may act notwithstanding such vacancy.

- (b) The office of director shall be vacated if so required by the Law and also,
 - (i) if the director ceases to be a member;
 - (ii) subject to the Law, upon a resolution being passed by a simple majority of members present and voting in person or by proxy at a Special General Meeting properly constituted and called for the purpose to remove him from office; or
 - (iii) the director resigns by notice in writing given to the Association at its registered office.

(5) Acts of the Board of Directors

All acts done at any Board Meeting or by persons acting as a Director shall although it is discovered afterwards that there was some defect in the appointment of or continuance in office of any of the persons concerned or that afterwards any of them were disqualified to act or were not entitled to vote, shall be as valid as if every such person had been duly appointed and entitled to continue in office and was qualified to be a Director.

(6) Services are Voluntary

No Director shall receive any remuneration (other than expenses approved by the Board) for his services in his capacity as a Director.

(7) Powers of the Board of Directors

Subject to Law and to any other express provisions of this Constitution, the business and general affairs of the Association shall be under the management of the Board which shall have

full control over the property of the Association and authority as to its disposition and in the conduct and administration of all affairs and business of the Association. The Executive is responsible for the day to day management of the Association and shall report to the Board.

(8) Express Powers

In particular but without limiting in any way, the general powers conferred on the Board, the Board shall have power to:

- (a) Appoint from among its members or members of the Association sub-committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any sub-committee such powers it may think fit. Such sub-committee/s shall continue to exist at the discretion of the Board and at all times be subject to the directions of the Board.
- (b) Unless specified in the minutes of the Board appointing the sub-committee, the quorum of all sub-committees shall consist of a majority of members of such sub-committee.
- (c) Make such Standing Orders, not inconsistent with this Constitution, as in the opinion of the Board are necessary or desirable for the proper administration and management of the Association's finances, affairs, interests and property and to amend or rescind from time to time any such Standing Orders.
- (d) Enforce the observance of all Standing Orders.
- (e) Appoint any delegate or delegates to represent the Association for any purpose with such powers as may be thought fit.
- (f) Engage, appoint, control, remove, discharge, suspend and dismiss any managers, secretaries, agents, servants and other employees as it may from time to time deem fit and to determine the duties, pay, salaries, emoluments or other remuneration to any such person.
- (g) Purchase or otherwise acquire for the Association any property rights, privileges which the Association may be authorised to acquire at such price and generally on such terms and conditions as it may think fit, providing that the

proposed acquisition or purchase cost does not exceed fifty thousand dollars (\$50,000.00), prior approval for any larger purchase or acquisition is required of a simple majority of members who vote by way of a postal vote.

- (h) Secure the fulfilment of any contracts or engagements entered into by the Association by managing or mortgaging all or any property of the project as may be thought fit.
- (i) Institute, conduct, defend, compound or abandon any legal proceedings by or against the Association, its officers or otherwise, concerning the affairs of the Association and also to compound or allow time for payment and satisfaction of any debts due to and any claim or demands against or by the Association.
- (j) Determine who shall be entitled to sign or endorse on behalf of the Association contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments, provided that in respect to all payments in excess of fifty dollars (\$50.00) made by the Association, all such payments shall be made by cheque signed by any two (2) members of the Board, whose signature is registered with the bank, neither of whom should be named the payee of the cheque and neither of whom should be a director or shareholder of a company named as payee of the cheque.
- (k) Invest and deal with any of the moneys of the Association not immediately required for purposes of the Association upon such securities and in such matter as the Board may think fit and from time to time vary or realise such investments.
- (l) From time to time at its discretion, the Board may borrow or secure the payment of any sum or sums of money not exceeding the sum of two hundred thousand dollars (\$200,000.00) for the purposes of the Association and to raise or secure the payment of such sum or sums in such a manner and upon such terms in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks, perpetual or otherwise, and whether charged upon all or any of the Association's property both present and future or not. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders. If the

Board wishes to raise in excess of two hundred thousand dollars (\$200,000.00), prior approval is required by a simple majority of members voting by way of a postal vote.

- (m) Recommend the payment of honorariums payable to any member or other person under Clause 7.
- (n) Repay all out of pocket expenses and allowances incurred by a member whilst on approved Association business and submitted on approved Association Expense Claim Forms and accompanied by receipts as necessary.

(9) Alternate Director

- (a) A director may appoint an alternate director (who must be another director) should he be unable to attend a Board meeting to vote on his behalf.
- (b) The director appointing the alternate director must do so in writing stating the meeting(s) in respect of which the authority is given, and be in the hands of the Secretary, twenty four (24) hours prior to the start of the meeting.
- (c) The appointed alternate director does not count towards a quorum required at the meeting.
- (d) The alternate director's appointment is not transferable unless transferred by the Director appointing the alternate director.

(10) Directors' Meetings

- (a) At least once in every month a Board of Directors Meeting will be held by giving not less than seventy two (72) hours notice to each director and/or alternate director stating the date, place and time for such meeting.
- (b) The president, if present, will occupy the chair and in his absence the Senior Vice President or in his absence the Junior Vice President. In the absence of a Vice President, the directors themselves will elect a chairman.
- (c) Proceedings of Board Meetings (audio taped or written) shall be strictly confidential between the Directors, the Secretary and the person who transcribes the minutes and

not be transmitted in any manner, shape or form, in whole or in part, to any other person(s) except:

- (i) to person/s as authorised by the Board to inspect, receive in part or as a whole, Board minutes and/or proceedings, in part, or as required by law;
 - (ii) to ASIC or by court order, or
 - (iii) as a précis, approved by the Board, for presentation by a director to a Monthly General Meeting.
- (d) All business and reports to be dealt with at Directors' meetings must be forwarded within fourteen (14) days prior to the meeting to the Secretary for inclusion on the Agenda for such meeting.

(11) Inspection of Meetings' Tape Recordings

- (a) The audio tape recordings of the proceedings at Board of Directors' Meetings shall not be copied in part or in whole by request or demand of a director or other member.
- (b) Tape recordings of Meetings of the Board will not be removed from the possession of the Secretary or from the Association's registered office without the written authority of the Board, President or the Secretary.

(12) A director who causes disruption to, uses offensive remarks or actions at a Board Meeting shall be liable to exclusion from the meeting on a majority vote of Directors present.

(13) Use of Technology

A Directors' meeting may be called or held using any technology consented to by a majority of Directors. A director may only withdraw his consent within a reasonable period before the meeting.

(14) Quorum for Directors' Meeting

- (a) Unless the directors decide otherwise, the quorum for a Directors' Meeting will be five (5) Directors. A quorum must be present at all times during the meeting.

- (b) The appointment of an alternate director does not count toward the number required to form a quorum.

(15) Motions Adopted by Directors

A motion of the Directors must be passed by a simple majority of votes cast by the Directors entitled to vote on the motion.

(16) Casting Vote

- (a) The chair has a casting vote if necessary as well as a deliberative vote providing the deliberative vote is placed before the count is taken.
- (b) If the voting is equal, the chairman's casting vote should be made so as to maintain the status quo.

(17) Resolutions Without Meetings

The directors of the Association may pass a resolution without a Directors' Meeting being held if all directors entitled to vote on a motion sign a document containing a statement that they are in favour of the motion set out in the document.

(18) Copies

Separate copies of a document may be used for signing by the Directors if the wording of the motion in the document is identical in each copy.

(19) When the Resolution is Passed Without a Meeting

The motion is passed when the last director has signed.

(20) Absence from Board Meetings

Should a director absent himself from three (3) consecutive Board meetings, except with the authority of the Board or on production of a medical certificate issued before the commencement of the second month, his position as a director will be declared vacant.

28. VOTING PROCEDURE

(1) How Many Votes A Member Has

A member of the Association has one vote only on a poll or a show of hands.

(2) How Voting Is Carried Out

- (a) (Show of Hands) A motion put to the vote at a meeting of the Association's members must be decided on a show of hands unless a poll is demanded.
- (b) (Proxy Votes) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received.
- (c) (Result) On a show of hands, a declaration by the chair is conclusive evidence of the result.

(3) Matters On Which A Poll May Be Demanded

A poll may be demanded on any motion; except that a demand for a poll cannot be demanded on any motion concerning:

- (a) the election of the chair of a meeting; or
- (b) the adjournment of a meeting.

(4) When A Poll Is Effectively Demanded

- (a) At a meeting of members, a poll may be demanded by:
 - (i) at least five (5) members entitled to vote on the motion; or
 - (ii) the chair.
- (b) A poll can only be demanded prior to a vote being taken.

29. MINUTES

The Board shall cause minutes to be kept by the Secretary in books or on electronic device as approved by the Board of.

- (1) All motions and resolutions of all meetings of the Association and voting "for" or "against" the motion.
- (2) The number of members present and proxies voting at general meetings.
- (3) All appointments of officers made by the Association in General Meeting or by the Board.
- (4) The names of the Directors present and voting at each meeting of the Board.

30. BOOKS OF ACCOUNT

- (1) The Board shall cause proper accounting records to be kept showing the financial affairs of the Association and the particulars usually shown in books of accounts of a like nature and showing in particular and without limiting the generality of the foregoing:
 - (a) all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure takes place;
 - (b) all sales and purchases of goods by the Association, and
 - (c) the assets, credits and liabilities of the Association.
- (2) Inspection
 - (a) The books of account shall be kept at the registered office of the Association or such other place as the Board may approve and subject to the Law shall only be open for inspection by the Directors.
 - (b) The books of accounts and/or any electronic data pertaining thereto will not be removed (in part or as a whole) from the registered office of the Association without the approval of the Board.
- (3) Balance Sheet and Financial Statement
 - (a) The Board shall comply with the provisions of the Law and at least once every year cause to be prepared a Balance Sheet and an Income and Expenditure Account as at the

end of the Association's financial year which shall, together with the Directors' report and any Auditor's report, be laid before the members at the AGM;

- (b) The report of the Board referred to in (a) above shall include statements showing:
 - (i) the amount (if any) written off for depreciation;
 - (ii) the amount (if any) which the Board proposes to transfer to the reserve fund or funds of the Association;
 - (iii) the number of members in the Members Register;
 - (iv) the date of preparation of the report; and
 - (v) the names of the Directors.

31. AUDITOR

(1) Prior Consent To Act

The Association, or its Directors, shall not appoint a person or firm as auditor of the Association unless that person or firm has, before the appointment, consented by notice in writing given to the Association or to the Directors to act as auditor and has not withdrawn his or their consent by notice in writing given to the company or the Directors.

(2) Appointment Without Consent

If the Association appoints a person or firm as auditor of the Association in contravention of (1) above, the purported appointment does not have any effect and any officer of the Association who is in default is guilty of an offence.

(3) Appointment

The auditor, who must be a registered company auditor, once appointed, is appointed for life, unless his appointment is vacated pursuant to the Law or:

- (a) the auditor is removed by resolution of the members at a Special General Meeting so called to do so;

- (b) the auditor resigns and ASIC gives its approval; or
 - (c) the auditor dies.
- (4) Special Notice of a Motion to Remove Auditor
- (a) The auditor may be removed by resolution of the members at a Special General Meeting so called for that purpose; and
 - (b) Notice of intention to move the motion to remove the auditor must be given to the Association at least two (2) months before the meeting is to be held.
- (5) Appointment of New Auditor

Where an auditor is removed from office at a General Meeting in accordance with the Law the Association may at that meeting (without adjournment) by a resolution passed by a majority of not less than seventy five percent (75%) of such members of the Association as, being entitled so to do, vote in person, forthwith appoint as auditor or auditors, a person or persons, firm or firms, to whom or which has been sent a copy of the notice of nomination in accordance with the Law and have advised in writing his or their willingness to accept such appointment.

32. COMPANY SEAL

- (1) The Directors will provide for the safe custody of the Association's common seal; and
- (2) The seal will never be used except by the authority of the Board previously given and in the presence of two (2) Directors who shall sign every instrument to which such seal is affixed and every such instrument to which the seal is affixed and every such instrument to which the seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

33. INDEMNITY

Each director and every member of any sub-committee constituted under Clause 27 (8) (a) and the Secretary and other officers of the Association and any person (whether an officer of the Association or not) employed by the Association, shall be indemnified out of the funds of the Association against any liability incurred by him as such director, member of a sub-committee, officer, auditor or volunteer worker in

defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the court or in which he has been authorised to defend by the Board.

34. AMENDMENTS AND ADDITIONS TO CONSTITUTION

- (1) This Constitution may be added to or amended at an AGM, or a Special General Meeting so called for that purpose, of which at least twenty one (21) days' notice has been given to all members who are eligible to attend and vote at General Meetings; and
- (2) The majority of votes required to pass a resolution to amend or add to the Constitution shall be seventy five percent (75%) of the members present and voting in person or by proxy at the said meeting.

35. REGISTER OF MEMBERS

- (1) The register of members must contain:
 - (a) the member's name and address; and
 - (b) date on which the entry of the member was made.
- (2) Any person has the right to inspect the Members Register providing:
 - (a) a reasonable amount of time is allowed for inspection to take place, at the discretion of the Secretary (or in his absence a person delegated to act as secretary) or by mutual agreement;
 - (b) if the register is not kept on a computer, the person can inspect the register itself; and
 - (c) if the register is kept on a computer, the person may inspect a hard copy of the information on the register unless the person and the Association agree the person can access the information on the computer.
- (3) Right to Get Copies

The Association must provide a copy of the Members Register (or part thereof) within seven (7) days, if the person:

- (a) asks for a copy; and
 - (b) pays any fee (up to the prescribed amount) required by the Association.
- (4) Members Register Updates
- The members' register will be updated
- (a) on computer, daily, and
 - (b) on printed sheets, monthly

36. REGISTER PROHIBITIONS

- (1) A person must not:
- (a) use the information about a member obtained from the Members Register to contact or send material to the members and or other persons; or
 - (b) disclose information obtained from the Members Register knowing the information is likely to be used to contact or send material to the member and or other persons, unless that use or disclosure of the information is approved in writing by the Board.
- (2) Compensation
- (a) A person who contravenes Clause 36(1)(a) or (b) above is liable to compensate anyone else who suffers loss or damage as a result of the contravention; and
 - (b) a person who makes a profit from the contravention of Clause 36(1)(a) or (b) above owes a debt to the Association; and
 - (c) the amount of debt is the amount of profit gained by the person contravening Clause 36(1)(a) or (b) above.

37. MOTIONS AND RESOLUTIONS

- (1) A Special General Meeting, of which due notice has been given, to consider and if thought fit to pass a special motion under Clause 23(3), shall require a majority vote of seventy five percent

(75%) of the members entitled to attend and vote in person or by proxy on such motion.

- (2) A motion at a Monthly General Meeting can only be made as a recommendation to the Board to consider.
- (3) A motion in (2) above shall require a simple majority of members present to be carried.

38. INSURANCE

- (1) The Association will cause a public risk insurance policy to be taken out to cover every director, member and employee of the Association whilst on approved Association business.
- (2) Approved Association Welfare Officers will be deemed to be on approved Association business whilst in the performance of their duties as a welfare officer.

39. BANKING

- (1) The Board of Directors will cause to be opened a cheque account with an approved banking authority in New South Wales.
- (2) All money received by the Association shall be banked into this account on a daily basis.
- (3) The signatures of any two (2) Directors (whose names are registered with the institution) will be required to operate the account.

40. KEYS TO ASSOCIATION REGISTERED OFFICE AND SAFE

- (1) Key Register

The Secretary will cause to keep a key register containing the following:

- (a) name of person to whom key/s are issued;
- (b) date of Issue;
- (c) signature of person to whom key/s was issued;
- (d) the name of the authorising officer; and

(e) the date and signature of the person to whom the key/s were returned.

(2) Registered Office Keys

The key/s to the registered office will only be issued to those persons as authorised by the Board and/or the Secretary.

(3) Key to Association Safe

The keys to the Association safe will only be issued to those officers as authorised by the Board.

(4) Security of Keys

(a) Officers and persons to whom keys are issued are to take the fullest of security measures to ensure they do not fall into unauthorised hands.

(b) Lost or stolen keys must be reported immediately to the President, a member of the Board and/or the Secretary who will take immediate action to advise the Security Officers at the place of the registered office, that keys to the Association's premises and/or safe have been lost or stolen.

(c) The name of the Security Officer, the date and the time the advice was given must be tendered in writing to the Secretary on the next working day.

(5) Tampering With Keys

Police are to be notified immediately should any evidence be found that the key(s) to the registered office and/or safe have been tampered with or attempted to be duplicated in any manner.

41. TPI SOCIAL AND WELFARE CLUBS

(1) Inauguration

An amount of money (not exceeding one thousand dollars (\$1,000.00) as approved by the Board, will be paid to a TPI Social and Welfare Club on inauguration.

(2) Number of Members

The minimum number of financial Association members required to form a TPI Social and Welfare Club will be twenty (20) members or such lesser number as the Board may authorise depending on circumstances.

(3) Constitution

Upon inauguration, the newly formed Club must pass a resolution accepting the Constitution as promulgated from time to time by the Association for TPI Social and Welfare Clubs, as provided by the Board and forward it duly signed to the Association within seven (7) days of inauguration together with the names, addresses and phone numbers of each elected committee and welfare officers.

(4) Appointment of and Winding Up of TPI Social and Welfare Club

- (a) Upon inauguration, a TPI Social and Welfare Club will be autonomous insofar as the administration of the Club is concerned but shall remain responsible to the Association.
- (b) The decision to wind up a TPI Social and Welfare Club can only be resolved by the Directors or at an AGM or Special General Meeting of the Social and Welfare Club especially convened to discuss the matter.
- (c) Upon the resolution to wind up the Club at a meeting convened under (b) above, notification of such decision will be forwarded to the Association forthwith, together with (after all debts have been satisfied), all books (including audited financial statements), bank statements and cheque butts.

42. TRAVELLING ARRANGEMENTS

(1) Association to Make Arrangements

- (a) The Board will seek from reputable airlines or bus companies the most economical cost of travel and as necessary book such seat(s) on the acceptance of the airline and/or bus company offer; or
- (b) The Board may authorise a director or member travelling to Sydney or such other destination to arrange his own transport.

- (c) Public transport should be used when travelling to and from the airport, unless the Board, who will issue taxi vouchers to cover the cost of the journey, has granted prior approval.
 - (d) Any director or authorised person arranging their own transport must provide receipts when making a claim for the reimbursement of expenses against the Association.
- (2) Use of Motor Vehicles

The use of private motor vehicles for use when on Association business will be at the discretion of the Board.

(3) Taxi Vouchers

Whenever necessary, the Association will issue taxi vouchers to Directors, members and Association employees when travelling on Association business when public transport cannot be utilised because of medical or other reasons.